REGAL ENTERTAINMENT GROUP
Form 424B5
August 11, 2010

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-168703

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
9.125% Senior Notes due 2018	$275,000,000	19,607.50
Total	$275,000,000	19,607.50

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933 (the "Securities Act"). The total registration fee due for this offering is $19,607.50

(2) Pursuant to Rule 457(p) under the Securities Act, the registration fee of $17,825.00 that has already been paid and remains unused with respect to Form S-3 of Regal Entertainment Group and Regal Cinemas Corporation (333-166554-24), filed on May 5, 2010, is applied to the registration fee for this offering.

$275,000,000

9.125% Senior Notes due 2018

Regal Entertainment Group is offering $275,000,000 principal amount of its 9.125% Senior Notes due 2018. We will pay interest on the notes at a rate of 9.125% per year, in arrears, on February 15 and August 15 of each year, beginning February 15, 2011. The notes will mature on August 15, 2018.

We may redeem some or all of the notes at any time prior to August 15, 2014 at a price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest to the redemption date and a "make-whole" premium, as described in this prospectus. We may redeem some or all of the notes at any time on or after August 15, 2014 at the redemption prices set forth in this prospectus. In addition, prior to August 15, 2013, we may redeem up to 35% of the original aggregate principal amount of the notes of this series using the net proceeds from certain equity offerings at the redemption price set forth in this prospectus. If we experience certain change of control events, we will be required to make an offer to purchase the notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase. There is no sinking fund for the notes.

The notes will be our senior unsecured obligations. They will rank equal in right of payment with all of our existing and future senior unsecured indebtedness and prior to all of our future subordinated indebtedness. The notes will be effectively subordinated to all of our future secured indebtedness to the extent of the value of the collateral securing that indebtedness and structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in the notes involves risks. See "Risk Factors" beginning on page 12.

	Offering Price(1)	**Underwriting Discounts and Commissions**	**Proceeds Before Expenses to Regal Entertainment Group**
Per Note	100.00%	2.00%	98.00%
Total	$275,000,000	$5,500,000	$269,500,000

(1) Plus accrued interest, if any, from August 16, 2010.

Delivery of the notes in book-entry form is expected to be made on or about August 16, 2010.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

Credit Suisse

Barclays Capital

BofA Merrill Lynch

Deutsche Bank Securities

The date of this prospectus is August 10, 2010.

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not, and the underwriters are not, making an offer of the notes in any jurisdiction where the offer is not permitted. This prospectus may only be used where it is legal to sell the notes. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus.

In this prospectus, except as otherwise noted or unless the context otherwise requires, the terms "we," "us," "our" or "Regal Entertainment" refer to Regal Entertainment Group and its consolidated subsidiaries. Regal Entertainment is the parent company of Regal Entertainment Holdings, Inc., or REH, which is the parent company of Regal Cinemas Corporation, or Regal Cinemas, and its subsidiaries. This prospectus includes our trademarks and other tradenames identified herein. All other trademarks and tradenames appearing in this prospectus are the property of their respective holders.

MARKET INFORMATION

Information regarding market share, market position and industry data pertaining to our business contained in or incorporated by reference into this prospectus consists of estimates based on data and reports compiled by industry professional organizations (including the Motion Picture Association of America and the National Association of Theatre Owners) and analysts, and our knowledge of our revenues and markets.

We take responsibility for compiling and extracting, but have not independently verified, market and industry data provided by third parties, or by industry or general publications, and take no further responsibility for such data. Similarly, while we believe our internal estimates are reliable, our estimates have not been verified by any independent sources, and we cannot assure you as to their accuracy.

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NON-GAAP FINANCIAL MEASURES

We note that the Securities and Exchange Commission, or the SEC, has adopted certain guidelines regarding the use of financial measures that are not prepared in accordance with United States generally accepted accounting principles, or GAAP. We include and incorporate by reference in this prospectus certain non-GAAP financial measures, such as EBITDA and Adjusted EBITDA. See Note 3 to "Summary Summary Financial Data."

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of invoking these safe harbor provisions. All statements other than statements of historical facts included, or incorporated by reference, in this prospectus, including, without limitation, certain statements regarding our financial position, future plans, strategies and expectations on revenue growth, expansion opportunities, strategic acquisitions, operating costs and expenses, and industry trends, may constitute forward-looking statements. In some cases you can identify these forward-looking statements by words like "may," "will," "should," "expects," "plans," "anticipates," "intends," "foresees," "believes," "estimates," "predicts," "potential" or "continue" or the negative of those words and other comparable words. These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those indicated in these statements as a result of certain risk factors as more fully discussed in the section entitled "Risk Factors" below.

Specific factors that might cause actual results to differ from our expectations and that may affect our ability to pay timely amounts due under the notes or that may affect the value of the notes include, but are not limited to:

- our substantial debt and lease obligations and the availability and adequacy of cash flow to meet our lease obligations and debt service requirements, including payments of amounts due under the notes and Regal Cinemas' senior credit facility;
- competitive pressures from other motion picture exhibitors;
- our dependence upon motion picture production, distribution, supply, licensing and performance and our relationships with film distributors;
- increased capital expenditures due to the development of digital technology and changes in consumer preferences for our current megaplex format;
- reduced attendance and ticket prices at movies generally, whether due to a prolonged economic downturn, a reduction in popular movies, a reduction of marketing of films by movie studios or an increase in the use or popularity of alternative film delivery methods;
- failure to identify suitable acquisition candidates and successfully integrate the businesses that we acquire in the future, or competition acquiring such candidates;
- dependence on senior management;

control by Anschutz Company;

performance of our investment in National CineMedia, LLC;

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- increased costs of operation, such as increased film licensing costs, rising cost of concessions or increases in hourly wages;
- a change in the cost of attending movies relative to alternative forms of entertainment;
- national, regional and local economic conditions that may affect the markets in which we operate;
- changes in our credit rating may impact the market price or liquidity of the notes, an active trading market for the notes may not develop;
- we are a holding company dependent on our subsidiaries for our ability to service our debt;
- in a case of a change of control, we may not have the funds required to repurchase the notes as required by the indenture;
- the terms of our and our subsidiaries' debt agreements have operating restrictions and other restrictive covenants that may adversely affect us;
- the notes are effectively subordinated to our future secured indebtedness and the existing and future liabilities of our subsidiaries, and your right to receive payments on the notes could be adversely affected if we or any of our subsidiaries declare bankruptcy, liquidate or reorganize; and
- other factors discussed under the section entitled "Risk Factors" or elsewhere in this prospectus, including in the filings with the SEC that are incorporated by reference in this prospectus.

Although we believe that the expectations reflected in such forward-looking statements are reasonable, we do not guarantee future results and undertake no obligation to update the forward-looking statements to reflect events or circumstances occurring after the date of this prospectus, unless we have obligations under the federal securities laws to update and disclose material developments to previously disclosed information.

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SUMMARY

This summary contains basic information about us and this offering. This summary is not complete and does not contain all the information you should consider before investing in the notes. You should read this summary in conjunction with, and the summary is qualified in its entirety by, the more detailed information contained elsewhere, or incorporated by reference, in this prospectus, including the information under "Risk Factors" and the financial statements and related notes.

Regal Entertainment Group

We operate the largest and most geographically diverse theatre circuit in the United States, consisting of 6,777 screens in 547 theatres in 38 states and the District of Columbia as of July 1, 2010, with over 244 million annual attendees for the fiscal year ended December 31, 2009. Our geographically diverse circuit includes theatres in 43 of the top 50 United States designated market areas.

We operate multi-screen theatres and, as of December 31, 2009, had an average of 12.4 screens per location, which is well above the North American motion picture exhibition industry 2009 average of 6.6 screens per location. We develop, acquire and operate multi-screen theatres primarily in mid-sized metropolitan markets and suburban growth areas of larger metropolitan markets throughout the United States. For the fiscal year ended December 31, 2009, we reported total revenues and Adjusted EBITDA (as defined in Note 3 to " Summary Financial Data") of $2,893.9 million and $559.8 million, respectively. In addition, we generated $410.8 million of cash flows from operating activities during the fiscal year ended December 31, 2009. For the two fiscal quarters ended July 1, 2010, we reported total revenues and Adjusted EBITDA of $1,450.5 million and $263.5 million, respectively. In addition, we generated $126.6 million of cash flows from operating activities during the two fiscal quarters ended July 1, 2010.

We also have an investment in National CineMedia, LLC, or National CineMedia, which primarily concentrates its efforts on in-theatre advertising and creating complementary business lines that leverage the operating personnel, asset and customer bases of its theatrical exhibition partners, which includes us, AMC Entertainment, Inc., or AMC, and Cinemark, Inc. National CineMedia operates the largest digital in-theatre network in North America and utilizes its in-theatre digital content network to distribute pre-feature advertising, cinema and lobby advertising and entertainment programming content.

Competitive Strengths

We believe that the following competitive strengths position us to capitalize on future opportunities:

Industry Leader. We are the largest domestic motion picture exhibitor operating 6,777 screens in 547 theatres in 38 states and the District of Columbia, as of July 1, 2010. We believe that the quality and size of our theatre circuit is a significant competitive advantage for negotiating attractive national contracts and generating economies of scale. We believe that our market leadership allows us to capitalize on favorable attendance trends and attractive consolidation opportunities.

Superior Management Drives Strong Operating Margins. Our operating philosophy focuses on efficient operations and strict cost controls at both the corporate and theatre levels. At the corporate level, we are able to capitalize on our size and operational expertise to achieve economies of scale in purchasing and marketing functions. We also have developed an efficient purchasing and distribution supply chain that generates favorable concession margins. At the theatre level, management devotes significant attention to cost controls through the use of detailed management reports and performance-

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based compensation programs to encourage theatre managers to control costs effectively and increase concession sales.

Acquisition and Integration Expertise. We have significant experience identifying, completing and integrating acquisitions of theatre circuits. Since our 2002 initial public offering, we have demonstrated our ability to enhance revenues and realize operating efficiencies through the successful acquisition and integration of seven theatre circuits, consisting of 157 theatres and 1,808 screens, including the acquisition of Consolidated Theatre Holdings, G.P., or Consolidated Theatres, in fiscal 2008. We have generally achieved immediate cost savings at acquired theatres and improved their profitability through the application of our consolidated operating functions and key supplier contracts.

Quality Theatre Portfolio. We believe that we operate one of the most modern theatre circuits among major motion picture exhibitors. As of July 1, 2010, approximately 81% of our screens were located in theatres featuring stadium seating and approximately 85% of our screens were located in theatres with 10 or more screens. Our theatres have an average of 12.4 screens per location, which is well above the North American motion picture exhibition industry 2009 average of 6.6 screens per location. We believe that our modern theatre portfolio coupled with our operating margins should allow us to generate significant cash flows from operations. We believe that our theatre circuit will be further enhanced with the installation of digital projection systems in our theatres.

Investment in National CineMedia. National CineMedia operates the largest digital in-theatre network in North America representing approximately 16,800 screens (of which 15,400 are part of National CineMedia's digital content network) as of December 31, 2009 and reaching approximately 667 million movie guests during 2009. National CineMedia utilizes its in-theatre digital content network to distribute pre-feature advertising, cinema and lobby advertising and entertainment programming content. We owned, as of July 1, 2010, on a fully diluted basis, a 23.3% interest in National CineMedia. See " Recent Developments Proposed Sale of Certain National CineMedia Interests."

Business Strategy

Our business strategy focuses on enhancing our position in the motion picture exhibition industry by distributing value to our stockholders, realizing selective growth opportunities through new theatre construction, expanding and upgrading our existing asset base with new technologies and capitalizing on prudent industry consolidation opportunities. This strategy should enable us to continue to produce the free cash flow necessary to maintain a prudent allocation of our capital among dividend payments, debt service and repayment and investment in our theatre assets, all to provide meaningful value to our stockholders. Key elements of our strategy include:

Maximizing Stockholder Value. We believe that our cash dividends are an efficient means of distributing value to our stockholders. From our initial public offering in May 2002 through December 31, 2009, we have returned approximately $2.8 billion to our stockholders in the form of cash dividends.

Pursuing Selective Growth Opportunities. We intend to selectively pursue expansion opportunities through new theatre construction that meets our strategic and financial return criteria. We also intend to enhance our theatre operations by selectively expanding and upgrading existing properties in prime locations. In addition, we expect to continue to create new strategic marketing programs aimed at increasing attendance and enhance our food and beverage offerings.

Pursuing Premium Experience Opportunities. We continue to embrace new technologies to enhance the movie-going experience and broaden our content offerings. Specifically, we expect that the installation of digital projection systems, when combined with 3D technology or IMAX® theatre systems, will allow us to offer our patrons premium 3D and large format movie experiences, which we

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believe will generate incremental revenue for us. In addition, we believe digital projections systems will allow us to broaden our offerings by permitting producers of specialty content cost-efficient access to our screens. As of July 1, 2010, we operated 1,023 digital screens outfitted with digital projection systems, 725 of which are 3D capable.

Pursuing Strategic Acquisitions. We believe that our acquisition experience and capital structure position us well to take advantage of future acquisition opportunities. We intend to selectively pursue accretive theatre acquisitions that enhance our asset base and improve our consolidated operating results.

Recent Developments

Proposed Sale of Certain National CineMedia Interests

On August 9, 2010, National CineMedia, Inc., or NCM, announced our intention to offer, subject to market and other conditions, an aggregate of 4,200,000 shares of NCM common stock in a registered underwritten public offering (or up to 4,725,000 shares if the underwriters exercise their overallotment option in full). These shares of NCM common stock will be issued to us upon redemption of a like number of National CineMedia common membership units held by us. Such redemption of National CineMedia common membership units will take place immediately prior to the closing of the underwritten public offering of NCM shares. Affiliates of AMC are also proposing to offer 6,500,000 shares of NCM common stock in such offering (or up to 7,312,500 shares if the underwriters exercise their overallotment option in full). Following the completion of this offering of NCM common stock, we would own, on a fully diluted basis, a 19.5% interest in National CineMedia (or a 19.0% interest if the underwriters exercise their overallotment option in full).

Acquisition of Certain Theatres From AMC

On May 24, 2010 and June 24, 2010, we acquired a total of eight theatres with 106 screens located in Illinois, Indiana and Colorado from AMC. We purchased five of these AMC theatres representing 63 screens for approximately $55.0 million in cash, subject to post-closing adjustments, and acquired the other three AMC theatres representing 43 screens in exchange for two of our theatres consisting of 26 screens.

Senior Credit Facility

On May 19, 2010, Regal Cinemas entered into a sixth amended and restated credit agreement, which we refer to as the senior credit facility, with Credit Suisse AG, Cayman Islands Branch, as Administrative Agent, or Credit Suisse AG, and the lenders party thereto which amends, restates and refinances the fifth amended and restated credit agreement among Regal Cinemas, Credit Suisse, Cayman Islands Branch, and the lenders party thereto. The senior credit facility consists of a term loan facility, which we refer to as the term facility, in an aggregate principal amount of $1,250.0 million with a final maturity date in November 2016 and a revolving credit facility, which we refer to as the revolving facility, in an aggregate principal amount of $85.0 million with a final maturity date in May 2015. The term facility amortizes in equal quarterly installments in an aggregate annual amount equal to 1.0% of the original principal amount of the term facility, with the balance payable on the term facility maturity date.

The obligations of Regal Cinemas are secured by, among other things, a lien on substantially all of its tangible and intangible personal property (including but not limited to accounts receivable, inventory, equipment, general intangibles, investment property, deposit and securities accounts, and intellectual property) and certain owned real property. The obligations under the senior credit facility are also guarantied by certain subsidiaries of Regal Cinemas and secured by a lien on all or substantially all of such subsidiaries' personal property and certain real property pursuant to that

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certain second amended and restated guaranty and collateral agreement, dated as of May 19, 2010, among Regal Cinemas, certain subsidiaries of Regal Cinemas party thereto and Credit Suisse AG, as Administrative Agent. The obligations are further guaranteed by REH, on a limited recourse basis, with such guaranty being secured by a lien on the capital stock of Regal Cinemas, and by Regal Entertainment on an unsecured basis.

Borrowings under the senior credit facility bear interest, at Regal Cinemas' option, at either a base rate or an adjusted LIBOR rate plus, in each case, an applicable margin that is determined according to the consolidated leverage ratio of Regal Cinemas and its subsidiaries. Such applicable margin will be either 2.5% or 2.75% in the case of base rate loans and either 3.5% or 3.75% in the case of LIBOR rate loans. Interest is payable (a) in the case of base rate loans, quarterly in arrears, and (b) in the case of LIBOR rate loans, at the end of each interest period, but in no event less often than every three months.

Additional Information

Regal Entertainment is incorporated under the laws of the State of Delaware. Our principal executive office is located at 7132 Regal Lane, Knoxville, Tennessee 37918, and our telephone number is (865) 922-1123. Our Internet address is *www.regmovies.com*. The contents of our website are not a part of this prospectus.

Corporate Structure

(1) As of July 1, 2010, Regal Entertainment had outstanding $200.0 million aggregate principal amount of 6.25% convertible senior notes due 2011 that pay interest semi-annually in arrears, all of which Regal Entertainment intends to repay or repurchase with net proceeds from this offering. None of Regal Entertainment's subsidiaries have guaranteed any of its obligations with respect to the 6.25% convertible senior notes.

(2) Regal Cinemas' senior credit facility is comprised of a term loan facility in an aggregate original principal amount of $1,250.0 million and a revolving credit facility in an aggregate principal amount of up to $85.0 million. Borrowings under such revolving credit facility may be made from time to time, subject to satisfaction of customary conditions. Regal Cinemas is also entitled to incur additional term loans under the senior credit facility, subject to lenders providing additional

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commitments of up to $200.0 million and satisfaction of other conditions as well as other term and revolving loans for acquisitions and certain capital expenditures subject to the satisfaction of certain conditions and lenders providing additional commitments. The term loan facility will mature on November 19, 2016 and the revolving credit facility matures on May 19, 2015. Borrowings under the senior credit facility bear interest, at Regal Cinemas' option, at either a base rate or an adjusted LIBOR Rate plus, in each case, an applicable margin. The senior credit facility is guaranteed by Regal Cinemas' existing subsidiaries (subject to certain exceptions) and secured by, among other things, a lien on substantially all of the personal property and certain real property of Regal Cinemas and its subsidiary guarantors and a lien on the stock of Regal Cinemas. The senior credit facility is also guaranteed by (i) REH with recourse to REH under such guaranty limited to stock of Regal Cinemas pledged by REH and (ii) Regal Entertainment, on an unsecured basis. As of July 1, 2010, Regal Cinemas had outstanding $1,246.9 million aggregate principal amount outstanding under its senior credit facility.

(3) As of July 1, 2010, Regal Cinemas had outstanding $400.0 million aggregate principal amount of 8.625% senior notes due 2019. The subsidiaries that guarantee the senior credit facility also guarantee the 8.625% senior notes.

(4) As of July 1, 2010, Regal Cinemas had outstanding $51.5 million aggregate principal amount of 9.375% senior subordinated notes due 2012 that pay interest semi-annually, all of which Regal Entertainment intends to redeem with net proceeds from this offering. The 9.375% senior subordinated notes are guaranteed by substantially all of Regal Cinemas' existing subsidiaries.

For further discussion of the indebtedness of Regal Entertainment and Regal Cinemas, see "Description of Other Indebtedness" in this prospectus.

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The Offering

With respect to the discussion of the terms of the notes on the cover page, in this summary section and in the section entitled "Description of the Notes," the terms "we," "us," "our" or "Regal Entertainment" refer solely to Regal Entertainment Group and not to any of its subsidiaries.

Issuer	Regal Entertainment Group.
Notes Offered	$275.0 million aggregate principal amount of 9.125% senior notes due 2018.
Maturity Date	August 15, 2018.
Interest	9.125% per annum on the principal amount, payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2011.
Ranking	The notes will be our senior unsecured obligations. They will rank equal in right of payment with all of our existing and future senior unsecured indebtedness and prior to all of our future subordinated indebtedness. The notes will be effectively subordinated to all of our future secured indebtedness to the extent of the value of the collateral securing that indebtedness and structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.
Guarantees	None of our subsidiaries will guarantee any of our obligations with respect to the notes, except in very limited circumstances. See "Description of the Notes Certain Covenants Future Guarantors."
Optional Redemption	Prior to August 15, 2014, we may redeem all or any part of the notes at our option at 100% of the principal amount plus a make-whole premium. We may redeem the notes in whole or in part at any time on or after August 15, 2014 at the redemption prices described in this prospectus. In addition, prior to August 15, 2013, we may redeem up to 35% of the original aggregate principal amount of notes of this series from the net proceeds of certain equity offerings at the redemption price set forth in this prospectus. See "Description of the Notes Optional Redemption."
Sinking Fund	None.
Change of Control	If we experience a change of control, holders of the notes will have the right to require us to repurchase the notes at a purchase price of 101% of the principal amount of the notes, plus accrued and unpaid interest to the date of the repurchase. See "Description of the Notes Change of Control."
Covenants	We will issue the notes under a new indenture that governs the notes and restricts our and our restricted subsidiaries' ability to: incur additional indebtedness;

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	make distributions or certain other restricted payments; enter into transactions with our affiliates; grant liens securing indebtedness; create dividend and other payment restrictions affecting our subsidiaries; and merge or consolidate with or into other companies or transfer all or substantially all of our assets. These restrictions and prohibitions are subject to a number of important qualifications and exceptions, including suspension of certain of these covenants if and for so long as the notes have investment grade ratings. For more details, see "Description of the Notes Certain Covenants."
Use of Proceeds	The estimated net proceeds from this offering, after deducting estimated underwriters' discounts, are expected to be approximately $269.5 million. We intend to use all of the net proceeds from this offering: to redeem all of the outstanding $51.5 million aggregate principal amount of Regal Cinemas' 9.375% senior subordinated notes due 2012; to repay or repurchase all of the outstanding $200.0 million aggregate principal amount of our 6.25% convertible senior notes due 2011; to pay fees and expenses related to this offering; and for general corporate purposes, which may include the redemption, repayment or repurchase of other indebtedness.
Trustee	Wells Fargo Bank, National Association.
Risk Factors	You should carefully consider the information set forth in the section entitled "Risk Factors" beginning on page 12 of this prospectus and all other information provided to you in this prospectus and the documents incorporated by reference in deciding whether to invest in the notes.

Summary Financial Data

We present below summary historical consolidated financial data of Regal Entertainment based on historical data as of and for the fiscal years ended December 31, 2009, January 1, 2009 (including the results of operations of the 28 theatres acquired from Consolidated Theatres on April 30, 2008 and the subsequent divestiture of four theatres) and December 27, 2007. The fiscal year ended January 1, 2009 consisted of 53 weeks of operations.

In addition, we present below summary historical consolidated financial data for Regal Entertainment based on historical data as of and for the two fiscal quarters ended July 1, 2010 and July 2, 2009.

The summary historical consolidated financial data set forth below (except operating data) as of and for the fiscal years ended December 31, 2009, January 1, 2009 and December 27, 2007 was derived from the audited consolidated financial statements of Regal Entertainment and the notes thereto, and as of and for the two fiscal quarters ended July 1, 2010 and July 2, 2009 was derived from the unaudited consolidated financial statements of Regal Entertainment and the notes thereto. The summary historical data may not necessarily be indicative of any future operating results or financial position of Regal Entertainment. In addition to the below summary financial data, you should also refer to the more complete financial information included in Regal Entertainment's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and Regal Entertainment's Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2010, which are incorporated by reference into this prospectus.

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	Fiscal year ended December 31, 2009	Fiscal year ended January 1, 2009(1)	Fiscal year ended December 27, 2007	Two fiscal quarters ended July 1, 2010	Two fiscal quarters ended July 2, 2009
	(in millions, except per share data)				
Statement of Operations Data:					
Revenues:					
Admissions	$ 1,991.6	$ 1,883.1	$ 1,804.5	$ 1,012.0	$ 1,001.2
Concessions	775.6	758.0	735.0	377.6	394.3
Other operating revenues	126.7	130.8	121.7	60.9	59.3
Total revenues	2,893.9	2,771.9	2,661.2	1,450.5	1,454.8
Operating Expenses:					
Film rental and advertising costs	1,046.5	990.4	957.5	536.5	523.1
Cost of concessions	110.6	106.6	103.8	53.5	55.7
Rent expense	378.8	363.3	335.9	189.0	188.5
Other operating expenses	778.5	739.9	692.3	398.5	381.7
General and administrative expenses (including share-based compensation of $5.9, $5.7, and $5.8 for the fiscal years ended December 31, 2009, January 1, 2009 and December 27, 2007, and share-based compensation of $3.6 and $2.6 for the two quarters ended July 1, 2010 and July 2, 2009)	64.2	62.1	63.1	33.1	30.7
Depreciation and amortization	201.9	202.3	183.4	110.6	100.4
Net loss (gain) on disposal and impairment of operating assets	34.0	22.4	(0.9)	15.7	15.9
Equity in earnings of joint venture including former employee compensation		0.5	3.9		
Total operating expenses	2,614.5	2,487.5	2,339.0	1,336.9	1,296.0
Income from operations	279.4	284.4	322.2	113.6	158.8
Other expense (income):					
Interest expense, net	151.0	128.4	117.2	71.7	74.2
Loss on extinguishment of debt	7.4	3.0		18.4	
Earnings recognized from National CineMedia	(38.6)	(32.9)	(18.6)	(20.0)	(19.4)
Gain on National CineMedia transaction			(350.7)		
Gain on sale of Fandango interest		(3.4)	(28.6)		
Other, net	2.4	2.9	1.4	7.0	1.0
Total other expense (income), net	122.2	98.0	(279.3)	77.1	55.8
Income before income taxes	157.2	186.4	601.5	36.5	103.0
Provision for income taxes	61.9	74.4	241.2	15.4	41.3