GSCP RECOVERY INC Form SC 13D August 22, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Regal Entertainment Group

(Name of Issuer)

Class A Common Stock, \$0.001 par value per share (Title of Class of Securities)

758766109 (CUSIP Number)

GSCP Recovery, Inc.
c/o GSC Partners
500 Campus Drive, Suite 220
Florham Park, New Jersey 07932
Attn: Matthew C. Kaufman
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 7, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement of Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [X].

NOTE: Schedules filed in paper format shall include a signed original five copies of the Schedule, including all exhibits. See Section 240.13d-7 for other parties to who copies are to be sent.

The information required on this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

CUSIP No.: 758766109	
	Page 2 of 26

1 NAME OF REPO S.S. OR I.R.S. II		SON ION NO. OF ABOVE PERSON		
GSCP Recovery,	Inc.			
2 CHECK THE AI	PPROPRIATE	E BOX IF A MEMBER OF A GROUP		[](a) [](b)
3 SEC USE ONLY	7			
4 SOURCE OF FU	JNDS*			
00				
		RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
6 CITIZENSHIP C	OR PLACE O	F ORGANIZATION		
Cayman Islands				
NUMBER OF SHARES	7	SOLE VOTING POWER	0	
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	11,674,685	
EACH	9	SOLE DISPOSITIVE POWER	0	
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	
11 AGGREGATE A	AMOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSOI	N
11,674,685				
12 CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN	SHARFS*

	Edga	r Filing: GSCP RECOVERY INC - Form SC 13D	
			[]
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	22.2%		
14	TYPE OF REPORTING	FPERSON*	
	CO		
		SCHEDULE 13D	
CUSIP N	o.: 758766109	Page 3 of 26	
1	NAME OF REPORTIN S.S. OR I.R.S. IDENTII	G PERSON FICATION NO. OF ABOVE PERSON	
	GSCP (NJ), Inc.		
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	[](a) [](b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6	6 CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
	MBER OF	7	SOLE VOTING POWER	0
BEN	RES EFICIALLY	8	SHARED VOTING POWER	11,674,685
EAC	NED BY H ORTING	9	SOLE DISPOSITIVE POWER	0
	SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685
11	AGGREGATE A	AMOUNT BEN	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
	11,674,685			
12	CHECK BOX IF	THE AGGRE	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*
				[]
13	PERCENT OF C	CLASS REPRE	SENTED BY AMOUNT IN ROW (11)	
	22.2%			
14	TYPE OF REPO	RTING PERSO	ON*	
11	CO	ATTI (OT LIKE		
			SCHEDULE 13D	
CUSIP No	.: 758766109		Page 4 of 26	

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GSCP (NJ), L.P.

2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP		[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS*			
	00				
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
6	CITIZENSHIP O Delaware	R PLACE OI	FORGANIZATION		
	MBER OF	7	SOLE VOTING POWER	0	
BEN	ARES NEFICIALLY	8	SHARED VOTING POWER	11,674,685	
EAC		9	SOLE DISPOSITIVE POWER	0	
	PORTING SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	
11	AGGREGATE A 11,674,685	MOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSO	N
12	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN	SHARES*
					[]

	Edga Filling. Goot Filedovetti into Form Go Fob	
	22.2%	
14	TYPE OF REPORTING PERSON*	
	PN	

JSIP N	No.: 758766109 Page 5 of 26	
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Greenwich Street Investments II, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	[](a) [](b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

		Edgar Filing:	GSCP RECOVER	Y INC - Form SC	13D	
NUMBER OF SHARES		7	SOLE VOTING	POWER	0	
BEN	NEFICIALLY	8	SHARED VOTI	NG POWER	11,674,685	
EAG		9	SOLE DISPOSIT	TIVE POWER	0	
	PORTING RSON WITH	10	SHARED DISPO	OSITIVE POWER	11,674,685	
11	AGGREGATE	AMOUNT BEN	EFICIALLY OWNE	ED BY EACH REF	PORTING PERSON	
	11,674,685					
12	CHECK BOX I	F THE AGGRE	GATE AMOUNT IN	ROW (11) EXCL	UDES CERTAIN S	HARES*
						[]
13	PERCENT OF	CI ASS REPRE	SENTED BY AMOU	INT IN ROW (11)		
13	22.2%	CL/100 KL/ KL	SEIVIED DI ANIOC	or ne kow (11)		
	22.270					
14	TYPE OF REP	ORTING PERSO	ON*			
	OO					
			SCHEDULE :	13D		
CUSIP No	o.: 758766109			Page 6 of 26	5	
1		PORTING PERS	SON ON NO. OF ABOVE	PERSON		

Greenwich Street Capital Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

[] (a) [] (b)

3	SEC USE ONLY			
4	SOURCE OF FUN	DS*		
	OO			
5	CHECK BOX IF D REQUIRED PURS		RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR	PLACE OF	FORGANIZATION	
	Delaware			
	MBER OF	7	SOLE VOTING POWER	0
BEN	ARES VEFICIALLY	8	SHARED VOTING POWER	11,674,685
EAC		9	SOLE DISPOSITIVE POWER	0
	ORTING SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685
11	AGGREGATE AM	IOUNT BEI	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
	11,674,685			
12	CHECK BOX IF T	HE AGGRE	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*
				[]
13	PERCENT OF CLA	ASS REPRE	ESENTED BY AMOUNT IN ROW (11)	
	22.2%			
14	TYPE OF REPOR	ΓING PERS	ON*	
	PN			

IP No	o.: 758766109		Page 7 of 2	26	
1	NAME OF REPO		RSON ΓΙΟΝ NO. OF ABOVE PERSON		
	GSCP Offshore F	und, L.P.			
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP		[] (a) [] (b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS*			
	OO				
5			TRE OF LEGAL PROCEEDINGS IS DITEM 2(d) or 2(e)		[]
6	CITIZENSHIP O	R PLACE O	OF ORGANIZATION		
	Cayman Islands				
	MBER OF	7	SOLE VOTING POWER	0	
BEN	RES IEFICIALLY NED BY	8	SHARED VOTING POWER	11,674,685	
EAC		9	SOLE DISPOSITIVE POWER	0	

SHARED DISPOSITIVE POWER

11,674,685

10

PERSON WITH

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EA	CH REPORTING PERSON
	11,674,685	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN RO	OW (11)
	22.2%	
	TYPE OF DEPONTING DEPONY	
14	TYPE OF REPORTING PERSON*	
	PN	
	SCHEDULE 13D	
CUSIP N	No.: 758766109	
COSH IV		e 8 of 26
1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Greenwich Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GR	ROUP
_		[] (a) [] (b)
		[](0)
3	SEC USE ONLY	

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [] 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 7 SOLE VOTING POWER 0 SHARES BENEFICIALLY 8 SHARED VOTING POWER 11,674,685 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%	4	SOURCE OF FU	UNDS*		
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [] 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 7 SOLE VOTING POWER 0 SHARES BENEFICIALLY 8 SHARED VOTING POWER 11,674,685 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%		00			
NUMBER OF 7 SOLE VOTING POWER 0 SHARES BENEFICIALLY 8 SHARED VOTING POWER 11,674,685 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%	5				[]
NUMBER OF 7 SOLE VOTING POWER 0 SHARES BENEFICIALLY 8 SHARED VOTING POWER 11,674,685 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%	6	CITIZENSHIP (OR PLACE OF	ORGANIZATION	
SHARES BENEFICIALLY 8 SHARED VOTING POWER 11,674,685 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%		Delaware			
BENEFICIALLY 8 SHARED VOTING POWER 11,674,685 OWNED BY EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%			7	SOLE VOTING POWER	0
EACH 9 SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%	BEN	NEFICIALLY	8	SHARED VOTING POWER	11,674,685
PERSON WITH 10 SHARED DISPOSITIVE POWER 11,674,685 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2%	EAG	CH	9	SOLE DISPOSITIVE POWER	0
11,674,685 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2% 14 TYPE OF REPORTING PERSON*			10	SHARED DISPOSITIVE POWER	11,674,685
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2% 14 TYPE OF REPORTING PERSON*	11		AMOUNT BEN	EFICIALLY OWNED BY EACH REPO	ORTING PERSON
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.2% 14 TYPE OF REPORTING PERSON*	12	CHECK BOX II	F THE AGGRE	GATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*
22.2% 14 TYPE OF REPORTING PERSON*					[]
14 TYPE OF REPORTING PERSON*	13	PERCENT OF C	CLASS REPRE	SENTED BY AMOUNT IN ROW (11)	
		22.2%			
	14	TYPE OF REPO	ORTING PERSO	ON*	
PN		PN			

IP N	o.: 758766109		Page 9 of 26		
1	NAME OF REPO		SON ION NO. OF ABOVE PERSON		
	Greenwich Street	Employees F	Fund, L.P.		
2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP		[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS*			
	00				
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
6	CITIZENSHIP O	R PLACE OF	F ORGANIZATION		
	Delaware				
	MBER OF ARES	7	SOLE VOTING POWER	0	
BEI	NEFICIALLY	8	SHARED VOTING POWER	11,674,685	
OW EA	/NED BY CH	9	SOLE DISPOSITIVE POWER	0	
	PORTING RSON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

		CERTAIN SHARES*
		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	22.2%	
14	TYPE OF REPORTING PERSON*	
	PN	
	SCHEDULE 13D	
USIP N	D.: 758766109 Page 10 of 26	
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
1		
2	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TRV Executive Fund, L.P.	[](a) [](b)
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TRV Executive Fund, L.P.	
2	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TRV Executive Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TRV Executive Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

•	-
1	- 1
L	J

6	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	Delaware			
	JMBER OF ARES	7	SOLE VOTING POWER	0
BE	NEFICIALLY VNED BY	8	SHARED VOTING POWER	11,674,685
EA	CH PORTING	9	SOLE DISPOSITIVE POWER	0
	RSON WITH	10	SHARED DISPOSITIVE POWER	11,674,685
11	11,674,685		NEFICIALLY OWNED BY EACH REPO	
	11,674,685		NEFICIALLY OWNED BY EACH REPO	
	11,674,685			
11 12 13	11,674,685 CHECK BOX IF	THE AGGR		DES CERTAIN SHARES*
12	11,674,685 CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*
12	11,674,685 CHECK BOX IF PERCENT OF C	THE AGGR	EGATE AMOUNT IN ROW (11) EXCLU ESENTED BY AMOUNT IN ROW (11)	DES CERTAIN SHARES*

CUSIP No.: 758766109	
	Page 11 of 26

1				
	NAME OF REPOS.S. OR I.R.S. ID		SON ION NO. OF ABOVE PERSON	
	Keith W. Abell			
2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP	[](a)
				[](b)
3	SEC USE ONLY			
4	SOURCE OF FU	NDS*		
	00			
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP O	R PLACE OI	F ORGANIZATION	
6	CITIZENSHIP O United States	R PLACE OI	F ORGANIZATION	
NUI		R PLACE OI	F ORGANIZATION SOLE VOTING POWER	0
NUI SHA BEN	United States MBER OF ARES NEFICIALLY			0 11,674,685
NUI SHA BEN OW EAG	United States MBER OF ARES NEFICIALLY NED BY CH	7	SOLE VOTING POWER	
NUI SHA BEN OW EAC	United States MBER OF ARES NEFICIALLY NED BY	7 8	SOLE VOTING POWER SHARED VOTING POWER	11,674,685
NUI SHA BEN OW EAC	United States MBER OF ARES NEFICIALLY TNED BY CH PORTING RSON WITH	7 8 9 10	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER	11,674,685 0 11,674,685

	_39		[]
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	22.2%		
14	TYPE OF REPORTING	G PERSON*	
	IN		
		SCHEDULE 13D	
CUSIP No	o.: 758766109	Page 12 of 26	
1	NAME OF REPORTIN S.S. OR I.R.S. IDENTI	NG PERSON IFICATION NO. OF ABOVE PERSON	
	Alfred C. Eckert III		
2	CHECK THE APPROI	PRIATE BOX IF A MEMBER OF A GROUP	[](a)
			[](b)
3	SEC USE ONLY		
4	SOURCE OF FUNDS*	k	
	00		

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6	6 CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States				
	MBER OF ARES	7	SOLE VOTING POWER	65,000	
BEN	NEFICIALLY NED BY	8	SHARED VOTING POWER	11,674,685	
EAG		9	SOLE DISPOSITIVE POWER	65,000	
	SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	
11	AGGREGATE A 11,739,685	MOUNT BEI	NEFICIALLY OWNED BY EACH REPO	RTING PERSON	
12	CHECK BOX IF	THE AGGRE	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*	
13	PERCENT OF C	LASS REPRE	ESENTED BY AMOUNT IN ROW (11)		
	22.3%				
14	TYPE OF REPO	RTING PERS	ON*		
	IN				
			SCHEDULE 13D		

Page 13 of 26

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CUSIP No.: 758766109

Robert A. Hamwee

2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP		[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS*			
	00				
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
6	CITIZENSHIP O	R PLACE OF	FORGANIZATION		
	United States				
	MBER OF ARES	7	SOLE VOTING POWER	0	
BEN	NEFICIALLY NED BY	8	SHARED VOTING POWER	11,674,685	
EAG		9	SOLE DISPOSITIVE POWER	0	
	SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	
11	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSON	1
	11,674,685				
12	CHECK BOX IF	THE AGGRI	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN	SHARES*
					[]
13	DEDCENT OF C	V CC DEDDI	ESENTED BY AMOUNT IN POW (11)		

	22.2%
14	TYPE OF REPORTING PERSON*
	IN

ISIP N	No.: 758766109 Page 14 of 2	6
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Richard M. Hayden	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	[](a) [](b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	

		Edgar Filing	: GSCP RECOVERY INC - Form SC	13D
		7	SOLE VOTING POWER	0
		8	SHARED VOTING POWER	11,674,685
EAC		9	SOLE DISPOSITIVE POWER	0
	REPORTING PERSON WITH		SHARED DISPOSITIVE POWER	11,674,685
11	AGGREGATE .	AMOUNT BEI	NEFICIALLY OWNED BY EACH REPO	ORTING PERSON
	11,674,685			
12	CHECK BOX I	F THE AGGRI	EGATE AMOUNT IN ROW (11) EXCLU	JDES CERTAIN SHARES*
				[]
13	PERCENT OF O	CLASS REPRE	ESENTED BY AMOUNT IN ROW (11)	
	22.2%			
14	TYPE OF REPO	ORTING PERS	ON*	
	IN			
			SCHEDULE 13D	
CUSIP No.: 758766109 Page 15 of 26				<u> </u>
		ı	F 100 12 01 20	
1		DENTIFICATI	SON ION NO. OF ABOVE PERSON	
	Thomas V. Ingle	esby		

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

20

[] (a) [] (b)

3	SEC USE ONLY				
4	SOURCE OF FUN	IDS*			
	00				
5	CHECK BOX IF DE REQUIRED PURS		RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)	[]	
6	CITIZENSHIP OR	PLACE OF	F ORGANIZATION		
	United States				
	MBER OF ARES	7	SOLE VOTING POWER	0	
BEN	NEFICIALLY NED BY	8	SHARED VOTING POWER	11,674,685	
EAC		9	SOLE DISPOSITIVE POWER	0	
	SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	
11	AGGREGATE AM	MOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSON	
	11,674,685				
12	CHECK BOX IF T	THE AGGRI	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*	:
				[]	
13	PERCENT OF CL.	ASS REPRI	ESENTED BY AMOUNT IN ROW (11)		
	22.2%				
14	TYPE OF REPOR	TING PERS	SON*		
	IN				

CUSIP No	o.: 758766109		P:	age 16 of 26	
1	NAME OF REPO		RSON TON NO. OF ABOVE PERSO	N	
	Matthew C. Kauf	man			
2	CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A	GROUP	[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS*			
	00				
5			RE OF LEGAL PROCEEDING ITEM 2(d) or 2(e)	GS IS	[]
6	CITIZENSHIP O United States	R PLACE O	F ORGANIZATION		
	MBER OF	7	SOLE VOTING POWER	. 0	
BEN	ARES VEFICIALLY	8	SHARED VOTING POW	/ER 11,674,685	
EAC	NED BY CH PORTING	9	SOLE DISPOSITIVE PO	WER 0	

SHARED DISPOSITIVE POWER

11,674,685

10

PERSON WITH

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	11,674,685
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	22.2%
14	TYPE OF REPORTING PERSON*
	IN
	SCHEDULE 13D
CUSIP No	D.: 758766109 Page 17 of 26
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sanjay H. Patel
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP [] (a) [] (b)
3	SEC USE ONLY

4	SOURCE OF FU	NDS*		
	00			
5			E OF LEGAL PROCEEDINGS IS TEM 2(d) or 2(e)	[]
6	CITIZENSHIP C	R PLACE OF	ORGANIZATION	
	United States			
	MBER OF	7	SOLE VOTING POWER	0
	EFICIALLY NED BY	8	SHARED VOTING POWER	11,674,685
EAC		9	SOLE DISPOSITIVE POWER	0
	SON WITH	10	SHARED DISPOSITIVE POWER	11,674,685
11	AGGREGATE A	MOUNT BEN	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
	11,674,685			
12	CHECK BOX IF	THE AGGRE	GATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*
				[]
13	PERCENT OF C	LASS REPRE	SENTED BY AMOUNT IN ROW (11)	
	22.2%			
14	TYPE OF REPO	RTING PERS	ON*	
	IN			

SIP N	o.: 758766109		Page 18 of 26		
1	NAME OF REPO		SON ION NO. OF ABOVE PERSON		
	Christine K. Vand	den Beukel			
2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP		[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS*			
	00				
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
6	CITIZENSHIP O	R PLACE OF	FORGANIZATION		
	United States				
	MBER OF ARES	7	SOLE VOTING POWER	0	
BEI	NEFICIALLY	8	SHARED VOTING POWER	11,674,685	
EAG		9	SOLE DISPOSITIVE POWER	0	
	PORTING RSON WITH	10	SHARED DISPOSITIVE POWER	11,674,685	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CEI	RTAIN SHARES*				
		[]				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	22.2%					
14	TYPE OF REPORTING PERSON*					
	IN					
	SCHEDULE 13D					
USIP N	To.: 758766109 Page 19 of 26					
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Andrew Wagner					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	5.1()				
		[](a) [](b)				
3	SEC USE ONLY					
4	SOURCE OF FUNDS*					
	00					

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

	OR PLACE O	FORGANIZATION	
United States			
NUMBER OF SHARES	7	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	11,674,685
EACH REPORTING	9	SOLE DISPOSITIVE POWER	0
PERSON WITH	10	SHARED DISPOSITIVE POWER	11,674,685
12 CHECK BOVIE	THE ACCD	ECATE AMOUNT IN DOW (11) EVOLU	DEC CEDITA IN CITA DECY
12 CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES*
		EGATE AMOUNT IN ROW (11) EXCLU	
13 PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW (11)	

This Schedule 13D is being filed pursuant to Rule 13d-1(a)(1) of Regulation 13D-G of the General Rules and Regulations under the Exchange Act, on behalf of GSCP Recovery, Inc., GSCP (NJ), Inc., GSCP (NJ), L.P., Greenwich Street Capital Partners II, L.P., Greenwich Street Investments II, L.L.C., GSCP Offshore Fund, L.P., Greenwich Street Employees Fund, L.P., Greenwich Fund, L.P., TRV Executive Fund, L.P., Keith W. Abell, Alfred C. Eckert III, Robert A. Hamwee, Richard M. Hayden, Thomas V. Inglesby, Matthew C. Kaufman, Sanjay H. Patel, Christine