Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PLANET HOLLYWOOD EMPLOYEE INCENTIVE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
PLANET HOLLYWOOD INTERNATIONAL, INC.

6052 TURKEY LAKE ROAD
ORLANDO, FL 32819

2b Employer Identification Number (EIN)
59-3283783

2c Sponsor's telephone number
407-903-5598

2d Business code (see instructions)
722110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	DANNY ACAMPADO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	TODD CHASE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
PLANET HOLLYWOOD INTERNATIONAL, INC.

6052 TURKEY LAKE ROAD
ORLANDO, FL 32819

3b Administrator's EIN
59-3283783

3c Administrator's telephone number
407-903-5598

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	509
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	584
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	48
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	632
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	632
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	129
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2T 2E 2J 2K 2G 3H 2F 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
PLANET HOLLYWOOD EMPLOYEE INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLANET HOLLYWOOD INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-3283783

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BANK OF AMERICA, N.A.

94-1687665

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

CROSS, FERNANDEZ & RILEY, LLP

59-3651466

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 56 59 60 62 63 72	RECORDKEEPER	3660	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
PLANET HOLLYWOOD EMPLOYEE INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PLANET HOLLYWOOD INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-3283783

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: ML RET PRESERVATION TRUST

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-6484011-001	C	614661

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
PLANET HOLLYWOOD EMPLOYEE INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLANET HOLLYWOOD INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-3283783

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1071	974
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	249802	282331
(9) Value of interest in common/collective trusts	1c(9)	533073	614661
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1554710	2062794
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2338656	2960760
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2338656	2960760

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	87386	
	(B) Participants	2a(1)(B)	204962	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		292348
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	15962	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15964
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	32810	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		32810
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		41212
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		437214
c Other income	2c		-2435
d Total income. Add all **income** amounts in column (b) and enter total	2d		817113
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	169038	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		169038
f Corrective distributions (see instructions)	2f		19211
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6760	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6760
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		195009
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		622104
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CROSS, FERNANDEZ & RILEY, LLP (2) EIN: 59-3651466

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		6000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
PLANET HOLLYWOOD EMPLOYEE INCENTIVE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLANET HOLLYWOOD INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-3283783

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-3513863 94-1687665

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Planet Hollywood
Employee Incentive Savings Plan

Financial Statements
For the Years Ended December 31, 2009 and 2008

CFR
CROSS, FERNANDEZ & RILEY, LLP
Accountants & Consultants

Planet Hollywood
Employee Incentive Savings Plan

Contents

Independent Auditors' Report 3

Financial Statements

Statements of Net Assets Available for Benefits 4

Statements of Changes in Net Assets Available for Benefits 5

Notes to Financial Statements 6 – 19

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 20

CFR

CROSS, FERNANDEZ & RILEY, LLP

Accountants & Consultants

Independent Auditors' Report

Plan Administrator
Planet Hollywood Employee Incentive Savings Plan

We were engaged to audit the financial statements and supplemental schedule of Planet Hollywood Employee Incentive Savings Plan (the "Plan") as of December 31, 2009 and 2008 and for the years then ended as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA.

Cross, Fernandez + Riley, LLP

Certified Public Accountants

October 5, 2010
Orlando, Florida

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Planet Hollywood
Employee Incentive Savings Plan

Statements of Net Assets Available for Benefits

December 31,	**2009**	2008
Investments, at fair value:		
Mutual funds	**$ 2,063,768**	$ 1,555,781
Common collective investment trust	**614,661**	533,073
Participant loans	**282,331**	249,802
Total investments	**2,960,760**	2,338,656
Contributions receivable:		
Participants'	**9,186**	7,307
Employer's	**4,011**	3,196
Total receivables	**13,197**	10,503
Liabilities:		
Excess contributions payable	**42,659**	–
Net assets at fair value	**2,931,298**	2,349,159
Adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective investment trust	**44,847**	86,059
Net assets available for benefits	**$ 2,976,145**	$ 2,435,218

See accompanying notes to financial statements.

Planet Hollywood
Employee Incentive Savings Plan

Statements of Changes in Net Assets Available for Benefits

Year ended December 31,	**2009**	2008
Additions to net assets attributed to:		
Investment income (loss):		
Dividends and interest	**$ 32,810**	$ 101,570
Interest on participant loans	**15,962**	17,236
Net appreciation (depreciation) in fair value of investments	**437,213**	(1,076,157)
Total investment income (loss)	**485,985**	(957,351)
Contributions:		
Participants'	**179,263**	210,290
Employer's	**73,120**	86,920
Rollover	**–**	6,480
Total contributions	**252,383**	303,690
Other income (loss)	**(2,293)**	17,988
Total additions	**736,075**	(635,673)
Deductions from net assets attributed to:		
Benefits paid to participants	**(188,388)**	(281,289)
Deemed loan distributions	**–**	(25,990)
Administrative fees	**(3,660)**	(3,500)
Forfeitures used to reduce fees paid by Plan Sponsor	**(3,100)**	(5,625)
Total deductions	**(195,148)**	(316,404)
Net increase (decrease) in net assets available for benefits	**540,927**	(952,077)
Net assets available for benefits, beginning of year	**2,435,218**	3,387,295
Net assets available for benefits, end of year	**$ 2,976,145**	$ 2,435,218

See accompanying notes to financial statements.

Planet Hollywood
Employee Incentive Savings Plan

Notes to Financial Statements

1. Plan Description

The following description of the Planet Hollywood Employee Incentive Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

a) *General* – The Plan is a defined contribution plan covering all eligible employees of Planet Hollywood International, Inc. and subsidiaries (the "Company" or "Employer") with the exception of eligible employees of BUCA, Inc. as they are covered under a separate defined contribution plan. Employees of the Company are eligible to become participants in the Plan upon completion of one year of service and upon attaining the age of 21 years. Participation in the Plan is voluntary. The Plan was effective January 1, 1997 and began accepting contributions on April 1, 1997. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b) *Contributions* – Under the Plan, eligible participants may elect to contribute up to 16% of their annual compensation, not to exceed the Internal Revenue Code ("IRC") limitation of $16,500 and $15,500 in 2009 and 2008, respectively. The Company provides a discretionary matching contribution not to exceed 100% of the first 6% of compensation contributed by all eligible participants. Additional profit sharing amounts may be contributed by the Company at the option of the board of directors. The Company matched 50% of the first 6% of participant salary deferrals and did not make an additional profit sharing contribution during 2009 and 2008. The Plan may also receive, on behalf of any participant, all or a portion of a distribution received by the participant from another qualified plan. Employee elective contributions and employer matching contributions are transferred to the Plan throughout the year. Employer profit sharing contributions, if any, are funded at least annually.

c) *Participants' Accounts* – Each participant's account is credited with his or her elective contributions and his or her share of the Company's discretionary matching contributions. Income earned by the participant is allocated to each participant's account on a daily basis based on the ending unit value of each fund the participant is invested in, adjusted by withdrawals and forfeitures. Employees elect the investment vehicle(s) in which their contributions and Company matching contributions are invested. Participants may change their investment options on any business day.

d) *Vesting* – For vesting purposes, a "Year of Service" is defined as completion of 12 months and accumulation of 1,000 hours of service. Vested rights to Company matching contributions accrue at a rate of 20% per year beginning with the participant's first Year of Service with full vesting accruing after five Years of Service. Vested rights to Company profit sharing contributions accrue at a rate of 20% per year beginning with the participant's third Year of Service with full vesting accruing after seven Years of Service. Upon retirement, death or disability, Company matching contributions and profit sharing contributions vest immediately. Participant contributions are fully vested upon contribution. Vesting is subject to modification in the event the Plan becomes top-heavy, as defined.

e) *Payment of Benefits* – On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a series of installments over time. Hardship withdrawals may be requested and are paid in one lump-sum upon approval. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

f) *Excess Contributions Payable* – Excess contributions payable are recorded for the refunds payable to participants due to contributions in excess of Plan guidelines and government regulations.

g) *Forfeitures* – Any nonvested amounts remaining after the distribution of a terminated participant's vested account balance are forfeited. Forfeitures are applied first, to future employer contributions, second, to offset the employer's Plan administrative costs, and third, allocated to participants. During the year ending December 31, 2009, $5,465 was transferred to the forfeiture account and $3,100 was used to reduce Plan administrative expenses paid by the Company. During the year ending December 31, 2008, $20,824 was transferred to the forfeiture account and $5,625 was used to reduce Plan administrative expenses paid by the Company. No amounts were used to reduce employer matching contributions in both 2009 and 2008. At December 31, 2009 and 2008, forfeitures of $24,821 and $22,455, respectively, remained in the forfeiture account.

h) *Participant Loans* – Under the terms of the Plan, participants may borrow from their accounts a maximum amount equal to 50% of their vested account balance or $50,000, whichever is less, reduced by the highest outstanding loan balance in the past 12 months. The loans are secured by the balance in the participants' accounts and bear interest at a rate equal to prime plus 1%. Loan repayments are made ratably through payroll deductions over a period not to exceed five years, unless loans were used to purchase a primary residence.

i) *Administrative Expenses* – The Company has elected to pay all administrative expenses. Expenses paid by the Company totaled $3,100 and $5,625 for the years ended December 31, 2009 and 2008, respectively. The administrative fees paid by the Plan and included in the accompanying Statement of Changes in Net Assets Available for Benefits are loan and

distribution fees charged against applicable individual participant accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on an accrual basis of accounting, except for benefit payments, which are reported on a cash basis in accordance with the guidelines of the American Institute of Certified Public Accountants' Audit and Accounting Guide, *Audits of Employee Benefit Plans.*

Risks and Uncertainties

The Plan utilizes various investment instruments, which are exposed to various risks, such as interest rates, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Investment Contracts

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") topic 962, *Plan Accounting — Defined Contribution Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the ASC, the Statements of Net Assets Available for Benefits presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive investment contracts from fair value to contract value. The

Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Mutual funds are valued at the quoted market price, which represents the net asset value of shares held by the Plan at year-end. Common collective trusts are valued at the net asset value of the shares held by the Plan at year-end, which is based on the fair value of the underlying assets. Loans to participants, which are secured by the borrowing participant's vested account balance, are valued at outstanding loan balances, which approximate fair value.

The Plan's common collective investment trust is the Merrill Lynch Retirement Preservation Trust ("MLPT"). MLPT invests in traditional guaranteed investment contracts ("traditional GICs") and wrapped portfolios of fixed income investments ("synthetic GICs"). Traditional GICs are unsecured, general account obligations of insurance companies or banks and are collateralized by the assets of the insurance company or bank. Synthetic GICs consist of a portfolio of securities owned by MLPT and a benefit responsive, contract value wrap contract purchased for the portfolio. The wrap contract amortizes gains and losses of the underlying securities over the portfolio duration, and assures that contract value, benefit responsive payments will be made for participant directed withdrawals. Wrap contracts are issued by financially responsible third parties, typically banks, insurance companies, or other financial services institutions and are designed to allow a stable asset fund to maintain a stable contract value and to protect a fund in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a fund the difference between the contract value and the market value of the underlying assets for participant directed redemptions once the market value has been totally exhausted.

Wrap contracts accrue interest using a formula called the "crediting rate." The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market rate can be adjusted periodically and is usually adjusted either monthly or quarterly, but in no event is the crediting rate less than zero. The crediting rate on traditional GICs is typically fixed for the life of the investment. The crediting rate on synthetic GICs is typically reset every month or quarter based on the contract value of the contract, the market yield of the underlying assets, the market value of the underlying assets and the average duration of the underlying assets.

Certain events limit the ability of the Plan to transact at contract value with the insurance companies and financial institution issuers of traditional GICs or synthetic GICs. Such events include the following: (i) layoffs, (ii) bankruptcy, (iii) plant closings, (iv) plan termination or mergers, (v) early retirement incentive, (vi) employee communications designed to induce participants to transfer from the fund, or (vii) competing fund transfer or violation of equity wash or equivalent rules in place and changes of qualification status of employer or plan. As of December 31, 2009, MLPT'S Trustee does not believe that the occurrence of an event that would limit the Trust's ability to transact at contract value with participants is probable.

The fair value of the underlying debt securities are valued at the last available bid price in over the counter markets or on the basis of values obtained by independent valuation groups. Traditional GICs are valued using a discounted cash flow methodology, synthetic GICs are valued on a monthly basis per the terms of the applicable contract using valuations provided by a pricing service approved by the Trustee, and the fair value of the wrap contracts is determined using a market approach discounting methodology. The investment contracts are valued at fair value of the underlying investments and then adjusted by the issuer to contract value.

Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The fair value recorded in the Plan's financial statements for such fund was $614,661 and $533,073 at December 31, 2009 and 2008, respectively. The average yield earned by the MLPT, which is calculated by dividing the annualized earnings of all investments in the MLPT on the last day of the year by the fair value of all investments in the MLPT, was 2.35% and 9.49% for the years ended December 31, 2009 and 2008, respectively. The average yield earned with an adjustment to reflect the actual interest rate credited to participants was 2.57% and 4.10% for the years ended December 31, 2009 and 2008, respectively.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Deemed Loan Distributions

Deemed loan distributions are recorded when the participant defaults on the loan.

Unclaimed Funds Forfeited

The Plan's policy is to record unclaimed distribution checks over $25 as forfeitures after such funds are outstanding for over ninety days. Notification letters are sent to all participants with unclaimed checks and the Plan uses a third party to assist in locating participants with checks greater than $5,000. If participant is subsequently located, the amount forfeited is paid from the Plan's forfeiture account or by the Plan sponsor.

Accounting Standards Codification

The Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) became effective on July 1, 2009. At that date, the ASC became FASB's official source of authoritative U.S. GAAP applicable to all public and nonpublic nongovernmental entities, superseding existing guidance issued by the FASB, the American Institute of Certified Public Accountants (AICPA), the Emerging Issues Task Force (EITF) and other related literature. The FASB also issues Accounting Standards Updates (ASU). An ASU communicates amendments to the ASC. An ASU also provides information to help a user of GAAP understand how and why GAAP is changing and when the changes will be effective.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates.

Subsequent Events

The Plan has evaluated events and transactions occurring subsequent to December 31, 2009 as of October 5, 2010, which is the date the financial statements were available to be issued. Subsequent events occurring after October 5, 2010 have not been evaluated by management. No material events have occurred since December 31, 2009 that require recognition or disclosure in the financial statements.

3. Fair Value Measurements

The Plan measures certain financial assets and liabilities at fair value in accordance with FASB ASC 820. This standard establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

- Common collective investment trusts – are comprised of fully benefit-responsive investment contracts (see Note 2) valued based on the net asset value ("NAV") of units held by the Plan at year-end. Although the common collective trusts are not available in an active market, the NAV of the units are approximated based on the quoted prices of the underlying investments that are traded in an active market. The Company has no unfunded commitments related to any of these investments and there are no Plan initiated redemption restrictions on these investments, with the exception of the Trust, which requires 30 days written notice before the investment may be redeemed and such redemption is limited to $6.3 million, per month. There are no redemption restrictions on the participant's holdings in these investments.

- Mutual funds – Valued at the NAV of shares held by the Plan at year end. NAV is derived by the quoted prices of underlying investments.

- Loans to participants are valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2009 and 2008. As required by ASC 820, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Investment Assets at Fair Value as of December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Equity/stock	**$ 1,640,702**	**$ –**	**$ –**	**$ 1,640,702**
Fixed income/bond	**127,201**	**–**	**–**	**127,201**
Other/mixed	**295,865**	**–**	**–**	**295,865**
Total mutual funds	**2,063,768**	**–**	**–**	**2,063,768**
Common collective investment trust	**–**	**614,661**	**–**	**614,661**
Participant loans	**–**	**282,331**	**–**	**282,331**
Total investments at fair value	**$ 2,063,768**	**$ 896,992**	**$ –**	**$ 2,960,760**

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Equity/stock	$ 1,263,199	$ –	$ –	$ 1,263,199
Fixed income/bond	106,212	–	–	106,212
Other/mixed	186,370	–	–	186,370
Total mutual funds	1,555,781	–	–	1,555,781
Common collective investment trust	–	533,073	–	533,073
Participant loans	–	249,802	–	249,802
Total investments at fair value	$ 1,555,781	$ 782,875	$ –	$ 2,338,656

4. Investments

All of the Plan's investments were held by Bank of America, N.A. (formerly Merrill Lynch Trust Company), the Plan's trustee, during 2009 and 2008. The fair values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2009 and 2008 are as follows:

	2009	2008
Mutual funds:		
Columbia Marisco GRWTH A	$ 477,742	$ 374,889
ING International Value Fund CL A	331,396	304,170
Davis New York Venture Fund	224,484	179,666
American Growth FD of AME R3	197,872	138,788
Common Collective Investment Trust:		
Merrill Lynch Retirement Preservation Trust*	$ 614,661	$ 533,073
Participant loans	$ 282,331	$ 249,802

* The contract value of Merrill Lynch Retirement Preservation Trust was $659,508 and $619,132 at December 31, 2009 and 2008, respectively.

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2009	2008
Mutual funds and common collective trusts	$ 437,213	$(1,076,157)

5. Information Certified by the Plan's Trustee

The Company's trustee for the years ended December 31, 2009 and 2008 was Bank of America, N.A. The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

December 31,	**2009**	2008
Mutual funds	**$ 2,063,768**	$ 1,555,781
Common collective investment trust	**614,661**	533,073
Participant loans	**282,331**	249,802

Year ended December 31,	**2009**	2008
Dividends and interest	**$ 32,810**	$ 101,570
Interest on participant loans	**15,962**	17,236
Net appreciation (depreciation) in fair value of investments	**437,213**	(1,076,157)

6. Plan Termination

Although it has not expressed any intent to do so, the Company has a right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the account of each participant will become fully vested.

7. Income Tax Status

The Internal Revenue Service ("IRS") has determined, and informed the Company by a letter dated December 9, 1998, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the financial statements.

8. Reconciliation of Financial Statements to Form 5500

Certain differences exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor Form 5500 purposes. The following is a reconciliation of net assets available for benefits to participants per the financial statements to Form 5500:

December 31, 2009	
Net assets available for benefits per the financial statements	$ 2,976,145
2009 contributions receivable	(13,197)
2009 adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective investment trust	(44,847)
2009 excess contributions payable	42,659
Net assets available for benefits per Form 5500	$ 2,960,760

The following is a reconciliation of changes in net assets available for benefits:

Year ended December 31, 2009	
Increase in net assets available for benefits per the financial statements	$ 540,927
2008 contributions receivable received in 2009	10,503
2009 contributions receivable not recorded	(13,197)
2009 adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective trust investment	(44,847)
2008 adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective investment trust	86,059
2009 excess contributions payable	42,659
Increase in net assets available for benefits per Form 5500	$ 622,104

9. Related Party Transactions

Certain funds of the Plan are managed by Bank of America, N.A., a party-in-interest of the Plan. The investments amounted to $615,634 and $534,144 as of December 31, 2009 and 2008, respectively.

Planet Hollywood
Employee Incentive Savings Plan
Schedule H, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year
EIN: 59-3283783
Plan Number: 001

December 31, 2009

(a)	*(b) Identity of Issuer, Borrower, Lessor or Similar Party*	*(c) Description of Investment Including Interest Rate*	*(d) Cost*	*(e) Current Value*
	Interest in Common Collective Investment Trust			
*	Bank of America, N.A.	Merrill Lynch Retirement Preservation Trust	a	**$ 614,661**
	Interest in Mutual Funds			
	Columbia	Marisco GRWTH A	a	**477,742**
	ING	International Value Fund CL A	a	**331,396**
	Davis	New York Venture Fund	a	**224,484**
	American	Growth FD of AME R3	a	**197,872**
	Oppenheimer	Global Opportunity	a	**132,924**
	CALVERT	INCOME FUND	a	**127,201**
	Allianz	NFJ Large Cap Value Fund A	a	**120,148**
	Oppenheimer	Quest Balanced	a	**86,493**
	BlackRock	Global Allocation A	a	**75,475**
	American	Century Value ADV CL	a	**68,154**
	John Hancock	Small Cap Equity CL A	a	**67,298**
	Columbia	Acorn Select A	a	**35,643**
	American	Europacific GR FD R3	a	**33,801**
	BlackRock	Large Cap Value A - GM	a	**19,960**
	American	Europacif GR FD R3 GM	a	**16,734**
	Columbia	Marisco GRWTH A GM	a	**14,425**
	CALVERT	INCOME FUND - GM	a	**11,960**
	BlackRock	Large Cap Core A	a	**5,631**
	Columbia	ACORN SELECT A GM	a	**5,467**
	John Hancock	Small Cap Equity A-GM	a	**5,139**
	BlackRock	Global Allocation A GM	a	**3,963**
	BlackRock	Large Cap Value A	a	**885**
*	Bank of America, N.A.	CMA Money Fund		**973**
	Total interest in mutual funds			**2,063,768**
	Participant Loans	9.50% - 10.50%	a	**282,331**
				$ 2,960,760

This supplemental schedule lists assets held for investment purposes at December 31, 2009 as required by the Department of Labor Rules and Regulations for Reporting and Disclosure.

** Transaction with party-in-interest.*
a - The cost of participant-directed investments is not required to be disclosed.

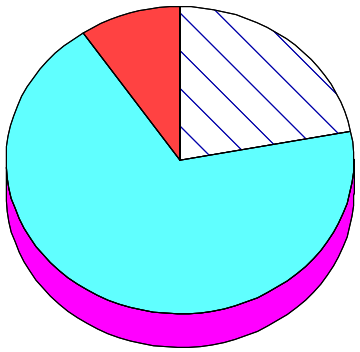
See accompanying independent auditors' report.

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2009 - 12/31/2009

PLANET HOLLYWOOD
EMPLOYEE INCENTIVE SAVINGS PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 21.94% COMMON / COLLECTIVE TRUSTS
- 9.39% LOANS
- 0.03% ACCRUED INCOME
- 68.63% MUTUAL FUNDS
- 0.00% PENDING SETTLEMENT FUNDS

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
COMMON / COLLECTIVE TRUSTS					
ML RET PRESERVATION TRUST	655,167.0900	1.000	655,167.09	655,167.09	21.80%
ML RET PRESERVATION TRUST	44.2500	1.000	44.25	44.25	0.00%
ML RET PRES TRUST GM	4,296.5600	1.000	4,296.56	4,296.56	0.14%
TOTAL COMMON / COLLECTIVE TRUSTS			659,507.90	659,507.90	21.94%
MUTUAL FUNDS					
BLACKROCK LG CAP CORE A	571.6807	9.850	5,764.87	5,631.05	0.19%
BLACKROCK LG CAP VALUE A	66.3599	13.330	896.26	884.58	0.03%
BLACKROCK LG CAP VALUE A GM	1,497.4109	13.330	21,422.41	19,960.49	0.66%
COLUMBIA ACORN SELECT A	1,562.6069	22.810	32,600.85	35,643.06	1.19%
COLUMBIA ACORN SELCT A GM	239.6715	22.810	4,700.80	5,466.91	0.18%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2009 - 12/31/2009

PLANET HOLLYWOOD
EMPLOYEE INCENTIVE SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
AMERICAN CENTURY VALUE ADV CL	13,233.8045	5.150	85,941.02	68,154.09	2.27%
AMERICAN GROWTH FD OF AMER R3	7,347.6403	26.930	203,335.69	197,871.95	6.58%
AMERICAN EUROPACIFIC GR FD R3	897.0434	37.680	30,943.03	33,800.60	1.12%
AMERICAN EUROPACIF GR FD R3 GM	444.1215	37.680	16,657.92	16,734.50	0.56%
ALLIANZ NFJ LARGE CAP VAL FD A	9,505.3685	12.640	221,028.77	120,147.86	4.00%
ING INTL VALUE FD CL A	28,867.2700	11.480	438,185.43	331,396.26	11.03%
JOHN HANCOCK SM CAP EQTY CL A	3,606.5642	18.660	59,317.09	67,298.49	2.24%
JOHN HNCK SM CAP EQTY A-GM	275.4011	18.660	4,738.39	5,138.98	0.17%
BLACKROCK GLOBAL ALLOC A	4,218.8159	17.890	70,644.93	75,474.62	2.51%
BLACKROCK GLOBAL ALLOC A GM	221.5096	17.890	3,770.00	3,962.81	0.13%
COLUMBIA MARSICO GRWTH A	28,052.9595	17.030	496,913.44	477,741.90	15.90%
COLUMBIA MARSICO GRWTH A GM	847.0477	17.030	14,487.05	14,425.22	0.48%
OPPEN QUEST BAL FD CL A	6,253.9956	13.830	96,635.47	86,492.76	2.88%
CALVERT INCOME FUND	8,233.0685	15.450	133,904.88	127,200.91	4.23%
CALVERT INCOME FUND-GM	774.0817	15.450	11,739.43	11,959.56	0.40%
OPPENHEIMER GLOBAL OPPOR A	4,987.7627	26.650	119,585.39	132,923.88	4.42%
DAVIS NY VENTURE FD CL A	7,246.0943	30.980	205,461.52	224,484.00	7.47%
TOTAL MUTUAL FUNDS			2,278,674.64	2,062,794.48	68.63%
LOANS					
LOAN FUND	282,331.1500	1.000	282,331.15	282,331.15	9.39%

Balances include the effect of pending trades



STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2009 - 12/31/2009

PLANET HOLLYWOOD
EMPLOYEE INCENTIVE SAVINGS PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
PENDING SETTLEMENT FUNDS					
PENDING SETTLEMENT FUND	100.0000	1.000	100.00	100.00	0.00%
INVESTMENT TOTAL			3,220,613.69	3,004,733.53	99.97%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			873.65	873.65	0.03%
CASH			0.00	0.00	0.00%
TOTAL ASSETS			3,221,487.34	3,005,607.18	100.00%

The balance in the cash fund may be temporarily invested in the CMA Money Fund. Additional amounts not reported as cash may also be invested in the CMA Money Fund pending settlement of trades.

Balances include the effect of pending trades