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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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.	10/17/2011	DANNY ACAMPADO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	DANNY ACAMPADO
	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**	722
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**	589
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	44
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	633
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	633
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	131
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:
2E 2F 2G 2J 2K 2T 3D 3H

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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

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

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

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

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

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

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

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

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

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 & SMITH

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	NONE	5300	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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

(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

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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	0

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)

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)

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

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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		28475
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	974	127672
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	282331	250429
(9) Value of interest in common/collective trusts	1c(9)	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)	2062794	2870223
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	2960760	3276799
	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	2960760	3276799

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)	111663	
	(B) Participants	2a(1)(B)	269658	
	(C) Others (including rollovers)	2a(1)(C)	2688	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		384009
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	14928	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14937
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	59335	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		59335
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(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)		
(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)		10437
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		211936
c Other income	2c		73322
d Total income. Add all **income** amounts in column (b) and enter total	2d		753976
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	389228	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		389228
f Corrective distributions (see instructions)	2f		42659
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6050	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6050
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		437937
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		316039
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ 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		2252
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		2000000
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	X		

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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):

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 of Planet Hollywood Employee Incentive Savings Plan (the "Plan") as of December 31, 2010 and 2009 and for the years then ended, and the supplemental schedules as of December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 4, which was certified by Bank of America, N.A., and Charles Schwab Trust Company, the asset trustees 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 Charles Schwab Trust Company held the Plan's investment assets and executed investment transactions from October 1, 2010 to December 31, 2010 and that Bank of America, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009 and for the period January 1, 2010 through September 30, 2010. The Plan administrator has obtained certifications from the asset trustees as of December 31, 2010 and 2009 and for the years then ended that the information provided to the Plan administrator by the asset trustees 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 supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, 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 17, 2011
Orlando, Florida

201 S. Orange Avenue, Suite 800 ● Orlando, FL 32801 ● 407-841-6930 ● Fax: 407-841-6347
Lakeland ● Tampa ● Winter Haven
www.cfrcpa.com

Planet Hollywood
Employee Incentive Savings Plan
Schedule H, Line 4a - Schedule of Delinquent Contributions
Year Ended December 31, 2010
EIN: 59-3283783

(a)	*(b)*	*(b)*	*(c)*
Year	*Description*	*Participant Contributions and Loan Repayments Transferred Late to Plan*	*Total That Constitute Nonexempt Prohibited Transactions*
2010	Employee contributions and loan repayments	**$2,252**	**$2,252***

* *The Plan Sponsor remitted the employee contributions and loan repayments during 2010. The related lost earnings will be remitted to the Plan in 2011.*

See accompanying independent auditors' report.

Planet Hollywood
Employee Incentive Savings Plan

Financial Statements
For the Years Ended December 31, 2010 and 2009

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 – 17

Supplemental Schedules

Schedule H, Line 4a – Schedule of Delinquent Contributions – Year Ended December 31, 2010 18

Schedule H, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 19

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 of Planet Hollywood Employee Incentive Savings Plan (the "Plan") as of December 31, 2010 and 2009 and for the years then ended, and the supplemental schedules as of December 31, 2010, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 4, which was certified by Bank of America, N.A., and Charles Schwab Trust Company, the asset trustees 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 Charles Schwab Trust Company held the Plan's investment assets and executed investment transactions from October 1, 2010 to December 31, 2010 and that Bank of America, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2009 and for the period January 1, 2010 through September 30, 2010. The Plan administrator has obtained certifications from the asset trustees as of December 31, 2010 and 2009 and for the years then ended that the information provided to the Plan administrator by the asset trustees 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 supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, 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 17, 2011
Orlando, Florida

201 S. Orange Avenue, Suite 800 ● Orlando, FL 32801 ● 407-841-6930 ● Fax: 407-841-6347
Lakeland ● Tampa ● Winter Haven
www.cfrcpa.com

Planet Hollywood
Employee Incentive Savings Plan

Statements of Net Assets Available for Benefits

December 31,	**2010**	2009
Investments, at fair value:		
Cash	**$ 28,475**	$ –
Mutual funds	**2,870,225**	2,063,768
Money market funds	**127,672**	–
Common collective investment trust	**–**	614,661
Total investments	**3,026,372**	2,678,429
Contributions receivable:		
Participants'	**1,507**	9,186
Employer's	**537**	4,011
Notes receivable from participants	**250,429**	282,331
Total receivables	**252,473**	295,528
Liabilities:		
Excess contributions payable	**75,983**	42,659
Net assets at fair value	**3,202,862**	2,931,298
Adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective investment trust	**–**	44,847
Net assets available for benefits	**$ 3,202,862**	$ 2,976,145

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,	**2010**	2009
Additions to net assets attributed to:		
Investment income:		
Dividends and interest on mutual funds	**$ 59,345**	$ 25,957
Dividends on common collective investment trust	**10,437**	6,853
Net appreciation in fair value of investments	**224,686**	437,213
Total investment income	**294,468**	470,023
Contributions:		
Participants'	**262,971**	179,263
Employer's	**95,142**	73,120
Rollover	**2,688**	–
Total contributions	**360,801**	252,383
Other income:		
Other income (loss)	**27,781**	(2,293)
Interest income on notes receivable from participants	**14,928**	15,962
Total other income	**42,709**	13,675
Total additions	**697,978**	736,075
Deductions from net assets attributed to:		
Benefits paid to participants	**(465,211)**	(188,388)
Administrative fees	**(4,100)**	(3,660)
Forfeitures used to reduce fees paid by Plan sponsor	**(1,950)**	(3,100)
Total deductions	**(471,261)**	(195,148)
Net increase in net assets available for benefits	**226,717**	540,927
Net assets available for benefits, beginning of year	**2,976,145**	2,435,218
Net assets available for benefits, end of year	**$ 3,202,862**	$ 2,976,145

See accompanying 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, as amended January 1, 2010, is a defined contribution plan covering all eligible employees of Planet Hollywood International, Inc. and subsidiaries (the "Company" or "Employer") with the exception of employees whom are members of a union, a non-resident alien, or a leased employee. In addition, eligible employees of BUCA, Inc. are excluded, 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 with 1,000 hours of service and upon attaining the age of 21 years. Participation in the Plan is voluntary. Eligible participants may begin making contributions to the Plan, the first day of the month coinciding with, or next following the date eligibility requirements are met. 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) *Plan Administration* – The accounting records are maintained by the Company. For the period of January 1, 2009 to September 30, 2010, the Plan's directed Trustee and record keeper was Bank of America, N.A. Effective October 1, 2010, the Plan's directed Trustee is Charles Schwab Trust Company and its record keeper is Newport Retirement Services.

c) *Contributions* – Under the Plan, eligible participants may elect to contribute up to the Internal Revenue Code ("IRC") limitation of $16,500 in 2010 and 2009. Effective November 1, 2010, participants may designate all or a portion of their elective deferrals as Roth elective deferrals. In addition, participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions up to $5,500 to the Plan in 2010 and 2009. 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 2010 and 2009. 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.

d) *Participants' Accounts* – Each participant's account is credited with his or her elective contributions and his or her share of the Company's 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 contributions are invested. Participants may change their investment options on any business day. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

e) *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 second Year of Service with full vesting accruing after six Years of Service. Upon death and permanent 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.

f) *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. In-service distributions may be made to a participant who has not separated from service and has attained the age of 59½.

g) *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.

h) *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, 2010, $18,642 was transferred to the forfeiture account and $1,950 and $12,205 was used to reduce Plan administrative expenses paid by the Company and employer matching contributions, respectively. 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. No amounts were used to reduce employer matching contributions in 2009. At December 31, 2010 and 2009, forfeitures of $29,308 and $24,821, respectively, remained in the forfeiture account.

i) *Notes Receivable From Participants* – Under the terms of the Plan, participants may borrow from their accounts a minimum of $1,000 up to 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.

j) *Administrative Expenses* – The Company has elected to pay all administrative expenses. The administrative fees paid by the Plan and included in the accompanying statements 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 accounting principles generally accepted in the United States of America.

New Accounting Pronouncement

In September 2010, the FASB amended existing guidance with respect to the reporting of participant loans for defined contribution pension plans. The guidance requires that loans issued to participants be reported as notes receivable, segregated from plan investments, and be measured at their unpaid principal balances plus accrued but unpaid interest. This guidance is effective for reporting periods ending after December 15, 2010, and is to be applied retrospectively to all periods presented comparatively. The adoption of this guidance by the Plan resulted in a reclassification from investments to notes receivable from participants of $282,331 on the statements of net assets available for benefits as of December 31, 2009.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances. Delinquent notes receivable from participants are recorded as distributions based on terms of the Plan document.

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 Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market

participants at the measurement date. See Note 3 for discussion of fair value measurements.

While Plan investments are presented at fair value in the statements of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statements of net assets available for benefits because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan held an indirect interest in such contracts through its investment in the Merrill Lynch Retirement Preservation Trust. At December 31, 2009, the Merrill Lynch Retirement Preservation Trust is stated at fair value with the related adjustment amount to contract value disclosed in the statements of net assets available for benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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. Net investment appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits
Benefits are recorded when paid.

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.

Reclassifications
Certain items have been reclassified in the 2009 financial statements to conform to the 2010 presentation.

Subsequent Events

The Plan has evaluated events and transactions occurring subsequent to December 31, 2010 as of October 17, 2011, which is the date the financial statements were available to be issued. Subsequent events occurring after October 17, 2011 have not been evaluated by management. No material events have occurred since December 31, 2010 that require recognition or disclosure in the financial statements.

Effective January 1, 2011, provisions under the Plan document require forfeitures to be disposed of in the Plan year following the Plan year in which the forfeiture occurs. Also effective January 1, 2011, the Company will provide a safe harbor matching contribution to the account of each eligible participant in an amount equal to the sum of 100% of the amount of the participant's elective deferrals that do not exceed 3% and 50% of the next 2% of participant's elective deferrals.

3. Fair Value Measurements

The Plan measures and reports its financial assets and liabilities at fair value using a three-tier hierarchy, which prioritizes the inputs in measuring 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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

i. Common collective investment trust – The Plan invested in the Merrill Lynch Retirement Preservation Trust ("MLPT") which is comprised of fully benefit-responsive investment contracts valued based on the net asset value ("NAV") of units held by the Plan at year-end. Although the common collective trusts are not traded 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 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% for the year ended December 31, 2009. The average yield earned with an adjustment to reflect the actual interest rate credited to participants was 2.57% for the year ended December 31, 2009.

ii. Mutual funds – Valued as determined by quoted market price, which represents net asset value of shares held by the Plan at year end.

iii. Money market fund – Money market funds are valued using the amortized cost method as permitted by Rule 2a-7 under the Investment Company Act of 1940, which approximates their 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, 2010 and 2009:

	Investment Assets at Fair Value as of December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash	**$ 28,475**	**$ –**	**$ –**	**$ 28,475**
Money market funds	**127,672**	**–**	**–**	**127,672**
Mutual funds:				
Equity/stock	**2,480,549**	**–**	**–**	**2,480,549**
Fixed income/bond	**113,108**	**–**	**–**	**113,108**
Other/international	**276,568**	**–**	**–**	**276,568**
Total mutual funds	**2,870,225**	**–**	**–**	**2,870,225**
Total investments at fair value	**$3,026,372**	**$ –**	**$ –**	**$3,026,372**

	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
Total investments at fair value	$ 2,063,768	$ 614,661	$ –	$ 2,678,429

4. Investments and Information Certified by Plan Trustees

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the auditor not to perform any auditing procedures with respect to the information certified by the trustees, except for comparing such information to the related information included in the financial statements and supplemental schedule. The Plan administrator has obtained a certification from both trustees that the information provided to the Plan administrator by the trustees as of December 31, 2010 and 2009, and for the years then ended, is complete and accurate. Such information includes all investments (including participant loans), investment dividends and interest, investment gains and losses, other income and the information in the supplemental schedule of assets held for investment purposes at end of year.

The following table represents the fair value of investments that represent 5% or more of the Plan's net assets available for benefits:

	2010	2009
Mutual funds:		
Columbia Marisco GRWTH A	**$ ****	$ 477,742
ING International Value Fund CL A	******	331,396
Davis New York Venture Fund	******	224,484
American Growth FD of AME R3	******	197,872
Vanguard Target Retire 2025	**555,303**	**
Vanguard Target Retire 2030	**436,221**	**
Vanguard Target Retire 2040	**339,006**	**
Vanguard Target Retire 2035	**294,684**	**
Vanguard Target Retire 2020	**173,617**	**
Vanguard Target Retire 2015	**169,256**	**
Common Collective Investment Trust:		
Merrill Lynch Retirement Preservation Trust*	**$ ****	$ 614,661*

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

** Represents less than 5% of total net assets available for benefits.

During 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2010	2009
Mutual funds	**$ 224,686**	$ 437,213

5. 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.

6. 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.

Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

7. 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,	**2010**	2009
Net assets available for benefits per the financial statements	**$ 3,202,862**	$ 2,976,145
2009 contributions receivable	**–**	(13,197)
2010 contributions receivable	**(2,044)**	–
2009 excess contributions payable	**–**	42,659
2010 excess contributions payable	**75,983**	–
2009 adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective investment trust	**–**	(44,847)
Other	**(2)**	–
Net assets available for benefits per Form 5500	**$ 3,276,799**	$ 2,960,760

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

December 31,	**2010**	2009
Increase in net assets available for benefits per the financial statements	**$ 226,717**	$ 540,927
2008 contributions receivable	**–**	10,503
2009 contributions receivable	**13,197**	(13,197)
2010 contributions receivable	**(2,044)**	–
2009 adjustment from fair value to contract value for fully benefit-responsive investment contracts included in common collective investment trust	**44,847**	(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)**	42,659
2010 excess contributions payable	**75,983**	–
Other	**(2)**	–
Increase in net assets available for benefits per Form 5500	**$ 316,039**	$ 622,104

8. Related Party Transactions

Certain funds of the Plan are managed and held by Charles Schwab Trust Company, a party-in-interest of the Plan. The investments amounted to $156,147 at December 31, 2010. Investment management and administrative fees paid to the trustee and other parties-in-interest totaled $6,050 for the year ended December 31, 2010.

During 2009, certain funds of the Plan were managed by Bank of America, N.A., a party-in-interest of the Plan. The investments amounted to $615,634 as of December 31, 2009.

9. Non-Exempt Transactions

During the 2010 Plan year, the Company did not remit employee withholdings and loan repayments in the amount of $2,252 within the appropriate time period. These transactions constitute prohibited transactions as defined by ERISA. The Company is aware of the occurrence and is in the process of taking the appropriate steps to correct the situation and has further implemented a procedure to ensure all future remittances are done within the prescribed time period.

Planet Hollywood
Employee Incentive Savings Plan
Schedule H, Line 4a - Schedule of Delinquent Contributions
Year Ended December 31, 2010
EIN: 59-3283783

(a)	*(b)*	*(b)*	*(c)*
Year	*Description*	*Participant Contributions and Loan Repayments Transferred Late to Plan*	*Total That Constitute Nonexempt Prohibited Transactions*
2010	Employee contributions and loan repayments	**$2,252**	**$2,252***

* *The Plan Sponsor remitted the employee contributions and loan repayments during 2010. The related lost earnings will be remitted to the Plan in 2011.*

See accompanying independent auditors' report.

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, 2010

(a)	*(b)*	*(c)*	*(d)*	*(e)*
	Identity of Issue, Borrower, Lessor or Similar Party	*Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value*	*Cost*	*Current Value*
	Vanguard	Vanguard Target Retire 2025	a	**$ 555,303**
	Vanguard	Vanguard Target Retire 2030	a	**436,221**
	Vanguard	Vanguard Target Retire 2040	a	**339,006**
	Vanguard	Vanguard Target Retire 2035	a	**294,684**
	Vanguard	Vanguard Target Retire 2020	a	**173,617**
	Vanguard	Vanguard Target Retire 2015	a	**169,256**
	Dodge & Cox	Dodge & Cox International	a	**158,604**
	Morgan Stanley	Morgan Stanley Mid Cap Growth	a	**153,439**
*	Charles Schwab	Schwab Value Advantage	a	**127,672**
	Thornburg	Thornburg International Value	a	**94,809**
	Vanguard	Vanguard LS Moderate Growth	a	**91,648**
	Harbor Capital	Harbor Capital Appreciation	a	**64,878**
	Vanguard	Vanguard Target Retire 2045	a	**60,700**
	Pimco	Pimco Total Return	a	**56,847**
	JP Morgan	JP Morgan Mid Cap Value	a	**49,992**
	Vanguard	Vanguard Index 500	a	**26,879**
	Pimco	Pimco Real Return	a	**24,638**
	Vanguard	Vanguard Target Retire 2005	a	**18,706**
	Dodge & Cox	Dodge & Cox Stock	a	**13,379**
	Artisan	Artisan International	a	**11,903**
	American Fund	American Fund Cap World G&I	a	**11,252**
	Vanguard	Vanguard Small Cap Index	a	**10,200**
	Vanguard	Vanguard Windsor II	a	**8,377**
	Vanguard	Vanguard Mid Cap Index	a	**8,101**
	Vanguard	Vanguard Target Retire 2050	a	**7,757**
	Rainier	Rainier Core Equity	a	**7,601**
	Pimco	Pimco Low Duration Bd	a	**6,087**
	Vanguard	Vanguard Small Cap Growth Indx	a	**5,857**
	Vanguard	Vanguard Life Strategy Income	a	**4,315**
	Royce	Royce Total Return Svc	a	**3,654**
	Vanguard	Vanguard LS Conservative Grth	a	**2,515**
	Participant Loans	Participant Loans – 4.50% – 10.50%	–	**250,429**
*	Charles Schwab	Cash Account	a	**28,475**
				$3,276,801

This supplemental schedule lists assets held for investment purposes at December 31, 2010 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.

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Planet Hollywood Employee Incentive Savings Plan **EIN:** 59-3283783
Plan Sponsor's Name Planet Hollywood International, Inc **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	SCHWAB VALUE ADVANTAGE	Interest Bearing Cash		127,672
	PIMCO REAL RETURN	Reg. Inv. Co.		24,638
	PIMCO TOTAL RETURN	Reg. Inv. Co.		56,847
	PIMCO LOW DURATION BD	Reg. Inv. Co.		6,087
	VANGUARD INDEX 500	Reg. Inv. Co.		26,879
	RAINIER CORE EQUITY	Reg. Inv. Co.		7,601
	HARBOR CAPITAL APPRECIATION	Reg. Inv. Co.		64,878

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Planet Hollywood Employee Incentive Savings Plan **EIN:** 59-3283783
Plan Sponsor's Name Planet Hollywood International, Inc **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD WINDSOR II	Reg. Inv. Co.		8,377
	DODGE & COX STOCK	Reg. Inv. Co.		13,379
	VANGUARD MID CAP INDEX	Reg. Inv. Co.		8,101
	MORGAN STANLEY MID CAP GROWTH	Reg. Inv. Co.		153,439
	JP MORGAN MID CAP VALUE	Reg. Inv. Co.		49,992
	VANGUARD SMALL CAP INDEX	Reg. Inv. Co.		10,200
	ROYCE TOTAL RETURN SVC	Reg. Inv. Co.		3,654

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Planet Hollywood Employee Incentive Savings Plan **EIN:** 59-3283783
Plan Sponsor's Name Planet Hollywood International, Inc **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD SMALL CAP GROWTH INDX	Reg. Inv. Co.		5,857
	THORNBURG INTERNATIONAL VALUE	Reg. Inv. Co.		94,809
	ARTISAN INTERNATIONAL	Reg. Inv. Co.		11,903
	DODGE & COX INTERNATIONAL	Reg. Inv. Co.		158,604
	AMERICAN FUND CAP WORLD G & I	Reg. Inv. Co.		11,252
	VANGUARD TARGET RETIRE 2005	Reg. Inv. Co.		18,706
	VANGUARD TARGET RETIRE 2015	Reg. Inv. Co.		169,256

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Planet Hollywood Employee Incentive Savings Plan **EIN:** 59-3283783
Plan Sponsor's Name Planet Hollywood International, Inc **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD TARGET RETIRE 2020	Reg. Inv. Co.		173,617
	VANGUARD TARGET RETIRE 2025	Reg. Inv. Co.		555,303
	VANGUARD TARGET RETIRE 2030	Reg. Inv. Co.		436,221
	VANGUARD TARGET RETIRE 2035	Reg. Inv. Co.		294,684
	VANGUARD TARGET RETIRE 2040	Reg. Inv. Co.		339,006
	VANGUARD TARGET RETIRE 2045	Reg. Inv. Co.		60,700
	VANGUARD TARGET RETIRE 2050	Reg. Inv. Co.		7,757

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Planet Hollywood Employee Incentive Savings Plan **EIN:** 59-3283783
Plan Sponsor's Name Planet Hollywood International, Inc **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD LS CONSERVATIVE GRTH	Reg. Inv. Co.		2,515
	VANGUARD LS INCOME	Reg. Inv. Co.		4,315
	VANGUARD LS MODERATE GROWTH	Reg. Inv. Co.		91,648
	LOAN FUND	Participant Loans		261,151