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), 6057(b), 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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
PANDA RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

PANDA RESTAURANT GROUP, INC.

1683 WALNUT GROVE AVENUE
ROSEMEAD, CA 91770-3711

2b Employer Identification Number (EIN)
95-4065005

2c Sponsor's telephone number
626-372-8249

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.	10/15/2013	DAN SHEEHY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

PANDA RESTAURANT GROUP, INC.

1683 WALNUT GROVE AVENUE
ROSEMEAD, CA 91770-3711

3b Administrator's EIN
95-4065005

3c Administrator's telephone number
626-372-8249

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**	12163
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**	12735
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	369
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	13104
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	13105
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2944
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 Characteristics Codes in the instructions:
2E 2G 2J 2K 2F 3D 2R

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	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)	☒	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)	☒	**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)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☐		**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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan	**B** Three-digit plan number (PN) ▶	
PANDA RETIREMENT PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
PANDA RESTAURANT GROUP, INC.	95-4065005	

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).. . . . . ☐ 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

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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)

WESPAC PLAN SERVICES, LLC.

2001 BROADWAY, FLOOR 2
OAKLAND, CA 94612

26-2824865

(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?
64 65 15 37	NONE	153902	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 [ ]

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)

(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

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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

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 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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PANDA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDA RESTAURANT GROUP, INC.

D Employer Identification Number (EIN)
95-4065005

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	315
(2) Participant contributions	1b(2)	0	722
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	97	211
(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)	2184857	2584966
(9) Value of interest in common/collective trusts	1c(9)		
(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)	82212013	96208744
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	4645218

			(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	84396967	103440176
	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	84396967	103440176

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)	3073675	
	(B) Participants	2a(1)(B)	8430314	
	(C) Others (including rollovers)	2a(1)(C)	41717	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		11545706
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	95160	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		95160
	(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)	3776301	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3776301
	(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
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		7210381
c Other income	2c		423003
d Total income. Add all **income** amounts in column (b) and enter total	2d		23050551
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3849646	
(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)		3849646
f Corrective distributions (see instructions)	2f		3746
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	93068	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	60882	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		153950
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4007342
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		19043209
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)** [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: STANISLAWSKI & HARRISON **(2)** EIN: 95-4749365

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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		10000000
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PANDA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDA RESTAURANT GROUP, INC.

D Employer Identification Number (EIN)
95-4065005

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): 42-1558009

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PANDA RESTAURANT GROUP, INC.
AND SUBSIDIARIES
PANDA RETIREMENT PLAN

FINANCIAL STATEMENTS
December 31, 2012
And For The Year Then Ended

Together with Independent Auditor's Report

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN

December 31, 2012

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All other schedules are omitted because they are not required or are not applicable based on disclosure requirements of the Employee Retirement Income Security Act of 1974 and Rules and Regulations for Reporting and Disclosure issued by the Department of Labor.

STANISLAWSKI & HARRISON
CERTIFIED PUBLIC ACCOUNTANTS
AN ACCOUNTANCY CORPORATION

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E-mail: info@snh-cpa.com

301 N. Lake Avenue
Suite 900
Pasadena, CA 91101-4108

INDEPENDENT AUDITOR'S REPORT

The Trustees of the Panda Restaurant Group, Inc. and Subsidiaries
Panda Retirement Plan:

We were engaged to audit the accompanying financial statements of Panda Restaurant Group, Inc. and Subsidiaries Panda Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 Charles Schwab Trust Company (Charles Schwab), the custodian and the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from Charles Schwab as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by Charles Schwab is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, line 4i-Schedule of Assets (Held At End of Year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and custodian have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



STANISLAWSKI & HARRISON

October 11, 2013

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
ASSETS:		
Cash	$ 211	$ -
Contributions receivable	1,036	-
Investments (Notes 3 and 4)	100,853,968	82,212,108
Notes receivable from participants	2,584,966	2,184,857
Total assets	103,440,181	84,396,965
Net assets available for benefits	$ 103,440,181	$ 84,396,965

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

ADDITIONS:	
Net appreciation in fair value of investments (Note 3)	$ 7,633,392
Dividends	3,423,050
Interest	353,251
Interest on notes receivable from participants	95,160
Total investment income	11,504,853
Contributions:	
Participant	8,430,314
Employer	3,073,675
Rollovers	41,717
Total contributions	11,545,706
Total additions	23,050,559
DEDUCTIONS:	
Benefit payments to participants	3,849,645
Contract asset charges	153,903
Other	3,794
Total deductions	4,007,342
Change in net assets	19,043,217
Net assets available for benefits at beginning of year	84,396,965
Net assets available for benefits at end of year	$ 103,440,181

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(1) DESCRIPTION OF PLAN

The following description of the Panda Restaurant Group, Inc. and Subsidiaries Panda Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution 401(k) plan established in 1992 covering certain employees of Panda Restaurant Group, Inc. and Subsidiaries (the Company and Sponsor) who have satisfied the eligibility requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The primary eligibility requirement is that an employee must have attained age 21. An employee has to work for one year to become eligible for the Company matching contributions.

Plan Administration - The Company is the Plan administrator. Charles Schwab Trust Company is the custodian and trustee of the Plan.

Contributions - Under provisions of the Plan, participants may elect to contribute the lesser of 100% of Compensation, as defined by the Plan, or the annual dollar limit permitted by law. The Plan provides that participants who are projected to be age 50 or older by the end of the calendar year and who are making deferral contributions to the Plan may also make a catch-up contribution of up to $5,000, and such amount is indexed to inflation in $500 increments.

The Company may make the following discretionary contributions:

Safe Harbor Matching Contribution – For each Plan year in which such contribution is elected, it will be an amount equal to the sum of 100% of the first 3% of compensation that is deferred and a contribution of 50% of the next 2% of compensation that is deferred. Participants are eligible for such contributions if at least 21 years of age, are employed by the Company on the applicable entry date, have completed one year of service and are eligible employees, as defined (which excludes highly compensated employees based upon IRS rules).

Non-Safe Harbor Matching Contribution – The amount and frequency of such contributions is completely discretionary. Participants are eligible for such contributions if at least 21 years of age, are employed by the Company on the applicable entry date, have completed one year of service and are eligible employees, as defined. The contribution for non-highly compensated employees will not exceed 100% of his or her Plan contributions that do not exceed 3% of compensation plus 50% of the next 2% of compensation that is deferred. The contribution for highly compensated employees will not exceed 25% of his or her Plan contributions that do not exceed 4% of compensation.

Non-Elective Contributions – These contributions are completely discretionary. Eligibility is the same as the non-safe harbor matching contributions.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(1) DESCRIPTION OF PLAN (Continued)

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant account balances.

Investment Options - Participants may direct the investment of their accounts. Participants are allowed to choose from any investment alternatives designated by the trustee, which may include stocks, bonds, mutual funds and personal choice investments. The trustee maintains the right to limit the choice of investment vehicles and firms. All earnings and losses on directed investments are credited to participants' accounts. Participants are able to switch between investment alternatives as often as permitted under the investment vehicles they choose.

Vesting - Participants who terminate employment are entitled to all of their contributions plus all of the earnings thereon as well as employer's safe harbor contributions. Vesting in the Company's non-safe harbor and non-elective contributions is based on years of service as follows:

Years of service	Vested %
Less than 1 year	0%
1 year	20
2 years	40
3 years	60
4 years	80
5 years or more	100

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested interest, whichever is less. The loans are secured by the balance in the participant's account and bear a rate of interest determined when the loan is made. Loans must be paid within five years by equal payments through payroll deductions.

Payment of Benefits - Participants are fully vested and entitled to receive their full account balance upon retirement, disability or death. Normal retirement date is the first day of the Plan quarter coinciding with or following the date when the participant reaches 65 years of age.

Following termination of employment, termination benefits will normally be paid at normal retirement date. However, distribution of vested account balances may be made to participants following termination of employment. Following a participant's death, distribution of vested account balances will be made to the designated beneficiary or beneficiaries. In-service withdrawals from pretax contributions can only be made upon the participant's ability to prove financial hardship.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(1) DESCRIPTION OF PLAN (Continued)

Hardship Withdrawal - Participants may withdraw their pretax contributions to satisfy any of the following immediate and heavy financial needs: (1) medical expenses; (2) the purchase of principal residence; (3) to prevent eviction from, or foreclosure on, principal residence; or (4) to pay for post-secondary education expenses. Participants must first exhaust all other assets reasonably available prior to obtaining hardship withdrawal. In addition, participants cannot make any elective deferrals for 6 months after a hardship distribution.

Forfeitures - Participants leaving the employment of the Company will forfeit any non-vested Company contributions. Forfeited non-vested accounts at December 31, 2012 and 2011 totaled $15,017 and $13,878, respectively, and will be used to reduce plan expenses or employer contributions.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements have been prepared using the accrual method of accounting.

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 4 for discussion of fair value measurements.

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

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Defaulted Loans Treated as Distributions - A participant's loan immediately becomes due and payable if the participant fails to make principal and/or interest payments for two successive calendar quarters. In such event, the participant's vested aggregate account will be reduced by the remaining principal and interest of the loan, and such reduction will constitute a distributable event (to the extent of the reduction) under the Plan.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract Asset Charges - All investment related expenses incurred by the Plan are paid by the Plan. Non-investment related administrative expenses are paid by the sponsor, Panda Restaurant Group, Inc. and Subsidiaries, with the exception of administrative fees related to Personal Choice Retirement Accounts and daily valuation and account access fees charged by the Plan's administrator at the rate of 0.025% per quarter assessed on the basis of account balances. The Plan invests in various mutual funds with revenue-sharing agreements that partially offset fees paid by the sponsor.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Subsequent Events - Subsequent events have been evaluated through October 11, 2013, the date that these financial statements were available to be issued.

(3) INVESTMENTS

The following presents investments at December 31, 2012 and 2011 that represent 5% or more of the Plan's net assets.

	2012	2011
T Rowe Price Capital	$ 11,747,015	$ 8,657,193
Vanguard S&P 500 Index	11,400,232	9,320,996
Schwab Investor Money Fund	7,764,028	7,943,971
Icon Energy Fund	7,459,213	7,514,164
Pimco Total Return	6,334,275	5,872,306
American Beacon Large Cap Value	5,533,171	4,856,804
Allianz NFJ Small Cap	5,328,883	5,225,987
Prudential Jenn Health Science	5,296,120	*

*Fund was not greater than 5% of the Plan's net assets.

For the year ended December 31, 2012, the Plan's mutual fund and personal choice investments, (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $7,633,392.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(4) FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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, 2012 and 2011.

Registered Investment Companies – Valued at the net asset value of shares held by the plan at year end.

Personal Choice Accounts – Valued at closing price in the active market in which the individual securities are traded.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(4) FAIR VALUE MEASUREMENTS (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

2012	Total	Level 1	Level 2	Level 3
Registered investment companies:				
U.S. Equity	$ 27,246,977	$ 27,246,977	$ -	$ -
Specialty	26,621,553	26,621,553	-	-
U.S. Bonds	10,312,485	10,312,485	-	-
Balanced	11,747,014	11,747,014	-	-
Money market	7,883,985	7,883,985	-	-
International	7,237,206	7,237,206	-	-
Inflation protection bond	1,437,616	1,437,616	-	-
Foreign bonds	3,178,341	3,178,341	-	-
Natural resources	543,573	543,573	-	-
	96,208,750	96,208,750	-	-
Personal choice accounts	4,645,218	4,645,218	-	-
Total	$ 100,853,968	$ 100,853,968	$ -	$ -

2011	Total	Level 1	Level 2	Level 3
Registered investment companies:				
U.S. Equity	$ 24,064,901	$ 24,064,901	$ -	$ -
Specialty	16,488,935	16,488,935	-	-
U.S. Bonds	9,390,522	9,390,522	-	-
Balanced	8,657,193	8,657,193	-	-
Money market	7,943,971	7,943,971	-	-
International	5,878,373	5,878,373	-	-
Foreign bonds	2,575,936	2,575,936	-	-
Managed portfolios	1,989,826	1,989,826	-	-
Other	1,417,686	1,417,686	-	-
	78,407,343	78,407,343	-	-
Personal choice accounts	3,804,765	3,804,765	-	-
Total	$ 82,212,108	$ 82,212,108	$ -	$ -

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(5) INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE AND CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the custodian and was not subjected to any auditing procedures performed by the independent public accountants:

- Investments as indicated on the statements of net assets available for benefits as of December 31, 2012 and 2011, and Note 3;
- Interest, dividends and net appreciation in fair value of investments as indicated on the statement of changes in net assets available for benefits for the year ended December 31, 2012, and Note 3;
- Supplemental schedule of assets (held at end of year) as of December 31, 2012.

(6) RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Charles Schwab Trust Company. Charles Schwab Trust Company is the custodian and trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

(7) PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become 100% vested in their accounts.

(8) TAX STATUS OF THE PLAN

The Internal Revenue Service has determined and informed the company by a letter dated August 19, 2003, that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the plan administrator and the plan’s tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN
Notes to Financial Statements
December 31, 2012

(8) TAX STATUS OF THE PLAN (Continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2008.

(9) RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. 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 those changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

PANDA RESTAURANT GROUP, INC. AND SUBSIDIARIES
PANDA RETIREMENT PLAN

Form 5500, Schedule H, Line 4i, Schedule of Assets (Held At End of Year)
Year ended December 31, 2012
EIN: 95-4065005
Plan Number: 001

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost **	(e) Current value
	Allianz NFJ Small Cap Value Adm	Funds Held in Reg. Inv. Co. (Charles Schwab)		$ 5,328,883
	American Beacon Large Cap Value	Funds Held in Reg. Inv. Co. (Charles Schwab)		5,533,171
	Blackrock Inflation Prot Bond	Funds Held in Reg. Inv. Co. (Charles Schwab)		1,437,616
	Eagle Small Cap Growth Fund	Funds Held in Reg. Inv. Co. (Charles Schwab)		2,129,675
	Icon Energy Fund	Funds Held in Reg. Inv. Co. (Charles Schwab)		7,459,213
	Laudus Growth Inv Us LG Cap Ed	Funds Held in Reg. Inv. Co. (Charles Schwab)		114,860
	Loomis Sayles Bond	Funds Held in Reg. Inv. Co. (Charles Schwab)		3,978,210
	Oppenheimer Developing Markets	Funds Held in Reg. Inv. Co. (Charles Schwab)		2,737,688
	Oppenheimer International Dive	Funds Held in Reg. Inv. Co. (Charles Schwab)		4,499,518
	Pimco Total Return	Funds Held in Reg. Inv. Co. (Charles Schwab)		6,334,275
	Prudential Jenn Health Science	Funds Held in Reg. Inv. Co. (Charles Schwab)		5,296,120
*	Schwab Investor Money Fund	Funds Held in Reg. Inv. Co. (Charles Schwab)		7,764,028
	Scout Mid Cap Fund	Funds Held in Reg. Inv. Co. (Charles Schwab)		119,956
	T Rowe Price Capital	Funds Held in Reg. Inv. Co. (Charles Schwab)		11,747,015
	Third Ave Real Estate Value	Funds Held in Reg. Inv. Co. (Charles Schwab)		2,983,347
	Van Eck Global Hard Assets I	Funds Held in Reg. Inv. Co. (Charles Schwab)		543,572
	Vanguard S&P 500 Index	Funds Held in Reg. Inv. Co. (Charles Schwab)		11,400,232
	Vanguard Small-Cap	Funds Held in Reg. Inv. Co. (Charles Schwab)		2,740,156
	Personal Choice Account	Funds Held in Reg. Inv. Co. (Charles Schwab)		4,645,218
	Aggressive Portfolio (500)	Funds Held in Reg. Inv. Co. (Charles Schwab)		2,114,519
	Balanced Portfolio (501	Funds Held in Reg. Inv. Co. (Charles Schwab)		3,825,416
	Moderate Portfolio (502)	Funds Held in Reg. Inv. Co. (Charles Schwab)		1,268,552
	Conservative Portfolio (503)	Funds Held in Reg. Inv. Co. (Charles Schwab)		513,494
	Allianz RCM Global Tech CL D	Funds Held in Reg. Inv. Co. (Charles Schwab)		3,160,892
	Pimco Emerging Markets Bond D	Funds Held in Reg. Inv. Co. (Charles Schwab)		3,178,342
*	Participant Loans	Participant loans with maturity dates through December 2022, interest rates range from 4.25% to 9.25%		2,584,966
				$ 103,438,934

* Indicates party-in-interest to the Plan

** Cost omitted for participant-directed investments

The independent auditor's report should be read with these financial statements
The accompanying notes are an integral part of these financial statements

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan: PANDA RETIREMENT PLAN

►

Employer Identification Number:► 95-4065005

For plan year (beginning/ending):► 12/31/2012 Plan number:► 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
	ALLIANZ NFJ SMALL CAP VALUE ADM	MUTUAL FUND		5,328,882.61
	AMERICAN BEACON LARGE CAP VALUE	MUTUAL FUND		5,533,171.04
	BLACKROCK INFLATION PROT BOND	MUTUAL FUND		1,437,616.11
	EAGLE SMALL CAP GROWTH FUND	MUTUAL FUND		2,129,675.95
	ICON ENERGY	MUTUAL FUND		7,459,213.36
	LAUDUS GROWTH INV US LG CAP FD	MUTUAL FUND		114,860.24
	LOOMIS SAYLES BOND I	MUTUAL FUND		3,978,210.13
	OPPENHEIMER DEVELOPING MKTS A	MUTUAL FUND		2,737,688.30
	OPPENHEIMER INTERNATIONAL DIV	MUTUAL FUND		4,499,517.67
	PIMCO TOTAL RETURN	MUTUAL FUND		6,334,275.04
	PRUDENTIAL JENN HEALTH SCIENCE	MUTUAL FUND		5,296,120.44
	SCHWAB INVESTOR MONEY FUND	MUTUAL FUND		7,764,028.46
	SCOUT MID CAP FUND	MUTUAL FUND		119,956.45
	T. ROWE PRICE CAPITAL APPR FUND	MUTUAL FUND		11,747,014.51
	THIRD AVE REAL ESTATE VALUEUE	MUTUAL FUND		2,983,346.98
	VAN ECK GLOBAL HARD ASSETS I	MUTUAL FUND		543,572.43
	VANGUARD 500 INDEX SIGNAL	MUTUAL FUND		11,400,231.84
	VANGUARD SMALL-CAP INDEX SIGNA	MUTUAL FUND		2,740,155.63
	PARTICIPANT LOAN	LOANS		2,584,966.20
	PERSONAL CHOICE ACCOUNT	INDIVIDUAL ACCOUNTS		4,645,218.09
	AGGRESSIVE PORTFOLIO (500)	MUTUAL FUND		2,114,519.38
	BALANCED PORTFOLIO (501)	MUTUAL FUND		3,825,415.89
	MODERATE PORTFOLIO (502)	MUTUAL FUND		1,268,551.60
	CONSERVATIVE PORTFOLIO (503)	MUTUAL FUND		513,493.79
	CASH	CASH		211.42
	ALLIANZ RCM GLOBAL TECH CL D	MUTUAL FUND		3,160,891.51
	PIMCO EMERGING MARKETS BOND D	MUTUAL FUND		3,178,341.03

103,439,146.10