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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 AND BUCA RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

PLANET HOLLYWOOD INTERNATIONAL, INC

4700 MILLENIA BLVD., SUITE 400
ORLANDO, FL 32839

2b Employer Identification Number (EIN)
59-3283783

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

2d Business code (see instructions)
722511

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.	10/14/2014	DANNY ACAMPADO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	THOMAS AVALLONE
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	734
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**	3489
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	129
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3618
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	3619
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	433
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 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 Characteristics 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)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider 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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PLANET HOLLYWOOD AND BUCA RETIREMENT 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

CHARLES SCHWAB INVESTMENT MGMT

94-3106735

(b) Enter name and EIN or address of person who provided you disclosure 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)

NEWPORT RETIREMENT SERVICES, INC

62-1868111

(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?
12 15 50 60 64	NONE	5330	Yes [X] No [ ]	Yes [ ] No [X]	1571	Yes [ ] No [X]

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

CHARLES SCHWAB TRUST CO.

42-1558009

(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?
12 19 21 25 65 99	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	6334	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 [ ]

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
NEWPORT RETIREMENT SERVICES, INC.	12 15 60 64	1571

(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.
CHARLES SCHWAB & CO, INC. 94-1737782	REVENUE SHARING USED TO OFFSET PLAN EXPENSES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST CO.	12 19 21 25 65 99	6334

(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.
NEWPORT RETIREMENT SERVICES, INC. 62-1868111	TRUST TRADE/CUSTODIAN PARTNER FEES FOR THE PLAN YEAR

(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 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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PLANET HOLLYWOOD AND BUCA RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
59-3283783

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	16718
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	10546
(2) Participant contributions	1b(2)	0	15926
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	211442	144518
(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)	345306	485819
(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)	3804339	9121721
(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	4361087	9795248
	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	4361087	9795248

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)	276003	
	(B) Participants	2a(1)(B)	477463	
	(C) Others (including rollovers)	2a(1)(C)	192485	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		945951
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	6	
	(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)	10344	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10350
	(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)	183964	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		183964
	(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)		853830
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1994095
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	247760	
(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)		247760
f Corrective distributions (see instructions)	2f		
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)	5330	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5330
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		253090
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1741005
l Transfers of assets:			
(1) To this plan	2l(1)		3693156
(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: 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 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		71316
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		1000000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
PLANET HOLLYWOOD AND BUCA RETIREMENT 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): 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: 00% 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):

Planet Hollywood and Buca Retirement Savings Plan

Financial Statements

For the Years Ended December 31, 2013 and 2012

CFR

CROSS, FERNANDEZ & RILEY, LLP

Accountants & Consultants

Planet Hollywood and Buca Retirement Savings Plan

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CROSS, FERNANDEZ & RILEY, LLP
Accountants & Consultants

Independent Auditor's Report

Plan Administrator
Planet Hollywood and Buca Retirement Savings Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Planet Hollywood and Buca Retirement Savings Plan (the Plan), formerly known as Planet Hollywood Employee Incentive Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 Charles Schwab Bank, 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 trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan administrator by the trustee 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 Delinquent Contributions and Schedule of Assets (Held at End of Year) as of December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cross, Fernandez + Riley, LLP

Certified Public Accountants

October 14, 2014
Orlando, Florida

Planet Hollywood and Buca Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31,	**2013**	2012
Investments, at fair value:		
Mutual funds	**$ 9,121,721**	$ 3,804,339
Money market funds	**144,518**	211,442
Total investments	**9,266,239**	4,015,781
Non-interest bearing cash	**16,718**	–
Receivables:		
Notes receivable from participants	**444,161**	310,539
Participant contribution receivable	**24,786**	–
Employer contribution receivable	**16,574**	–
Total receivables	**485,521**	310,539
Net assets available for benefits	**$ 9,768,478**	$ 4,326,320

See accompanying notes to financial statements.

Planet Hollywood and Buca Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

Year ended December 31,	**2013**	2012
Additions to net assets attributed to:		
Investment income:		
Dividends and interest	**$ 183,970**	$ 84,492
Net appreciation in fair value of investments	**853,830**	387,774
Total investment income	**1,037,800**	472,266
Other income:		
Interest income on notes receivable from participants	**10,344**	11,645
Contributions:		
Participants	**477,463**	430,267
Employer	**276,003**	237,903
Rollover	**192,485**	37,427
Total contributions	**945,951**	705,597
Total additions	**1,994,095**	1,189,508
Deductions from net assets attributed to:		
Benefits paid to participants	**216,760**	367,038
Administrative fees	**5,330**	10,422
Deemed loan distributions	**27,659**	31,081
Other	**–**	1,125
Total deductions	**249,749**	409,666
Net increase in net assets available for benefits before transfer	**1,744,346**	779,842
Transfer from another qualified plan	**3,697,812**	–
Net assets available for benefits, beginning of year	**4,326,320**	3,546,478
Net assets available for benefits, end of year	**$ 9,768,478**	$ 4,326,320

See accompanying notes to financial statements.

1. Plan Description

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

a) *Plan Merger* – Effective November 30, 2013, the BUCA, Inc. Employee Savings Plan was merged into the Planet Hollywood Employee Incentive Savings Plan which concurrently changed its name to the Planet Hollywood and Buca Retirement Savings Plan. The assets that were transferred from the BUCA, Inc. Employee Savings Plan are summarized below:

Investments	$ 3,586,838
Participant loans	96,086
Contributions receivable	14,888
Total assets	$ 3,697,812

b) *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, non-resident aliens or leased employees. Prior to November 30, 2013, eligible employees of BUCA, Inc. were also excluded, as they were 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, defined as at least 1,000 hours of service, and upon attaining the age of 21. Participation in the Plan is voluntary. Eligible participants may begin making contributions to the Plan on 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).

c) *Contributions* – Under the Plan, eligible participants may elect to make pre-tax or Roth contributions up to the Internal Revenue Code ("IRC") limitation of $17,500 in 2013 and $17,000 in 2012. 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 each of 2013 and 2012. The Company provides a safe harbor matching contribution to 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% of the participant's compensation plus 50% of the amount of the participant's elective deferrals that exceed 3% but do not exceed 5% of the participant's compensation. The Company may also provide a discretionary matching contribution equal to a uniform percentage of participant salary deferrals as determined by the Company. The Company did not provide a discretionary match during 2013 and 2012. Additional profit sharing amounts may be contributed by the Company at the option of the board of directors. A participant must have completed 1,000 hours of service during the Plan year and be employed as of the last day of the Plan year in order to be eligible to receive profit sharing contributions. The Company elected not to make an additional profit sharing contribution during 2013 and 2012. 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* – Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's contributions and allocations of Plan earnings, and charged with withdrawals and allocations of Plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined. 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 discretionary 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 attaining normal retirement age, death or permanent disability, Company discretionary matching contributions and profit sharing contributions vest immediately. Participant contributions and the

Company's safe harbor matching 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) *Forfeitures* – Any nonvested amounts remaining after the distribution of a terminated participant's vested account balance are forfeited. Forfeitures are applied first to pay administrative expenses. Any remaining forfeitures will be used to reduce Employer contributions. During the years ending December 31, 2013 and 2012, $430 and $3,260, respectively, were used to reduce Employer contributions and $0 and $60, respectively, were used to reduce Plan administrative expenses paid by the Company. At December 31, 2013 and 2012, forfeitures of $3,811 and $0, respectively, remained in the forfeiture account.

h) *Notes Receivable From Participants* – Under the terms of the Plan, participants may borrow from their vested 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. Participants may have three loans outstanding at any given time. The loans are secured by the balance in the participants' accounts and bear interest at a rate equal to prime plus 1.00%. Interest rates were 4.25% at December 31, 2013. Loan repayments are made ratably through payroll deductions over a period not to exceed five years, unless loans were used to purchase a primary residence.

i) *Administrative Expenses* – The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document. Any costs associated with investment transaction fees are paid through the Plan by the participants who incur such fees.

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.

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 and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

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.

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 the terms of the Plan document.

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.

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.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Payment of Benefits
Benefits are recorded when paid.

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

Subsequent Events
The Plan has evaluated events and transactions occurring subsequent to December 31, 2013 as of October 14, 2014, which is the date the financial statements were available to be issued. Subsequent events occurring after October 14, 2014 have not been evaluated by management. No material events have occurred since December 31, 2013 that require recognition or disclosure in the financial statements.

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 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, 2013 and 2012.

i. Mutual funds – Valued as determined by quoted market price, which represents net asset value of shares held by the Plan at year end. The mutual funds held by the Plan are deemed to be actively traded.

ii. Money market fund – Money market funds are valued at the net asset value of the shares held by the Plan at year end.

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, 2013 and 2012:

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Money market funds	**$ –**	**$144,518**	**$ –**	**$144,518**
Mutual funds:				
Target Date Funds	**5,439,221**	**–**	**–**	**5,439,221**
Large Cap Funds	**882,725**	**–**	**–**	**882,725**
Mid Cap Funds	**808,092**	**–**	**–**	**808,092**
International Funds	**677,977**	**–**	**–**	**677,977**
Allocation Funds	**636,319**	**–**	**–**	**636,319**
Small Cap Funds	**348,222**	**–**	**–**	**348,222**
Bond Funds	**282,047**	**–**	**–**	**282,047**
Retirement Income Funds	**47,118**	**–**	**–**	**47,118**
Total mutual funds	**9,121,721**	**–**	**–**	**9,121,721**
Total investments at fair value	**$9,121,721**	**$144,518**	**$ –**	**$9,266,239**

	Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market funds	$ –	$211,442	$ –	$ 211,442
Mutual funds:				
Target Date Funds	2,505,583	–	–	2,505,583
Mid Cap Funds	334,595	–	–	334,595
Large Cap Funds	332,687	–	–	332,687
International Funds	324,489	–	–	324,489
Bond Funds	133,636	–	–	133,636
Small Cap Funds	124,695	–	–	124,695
Allocation Funds	36,448	–	–	36,448
Retirement Income Funds	12,206	–	–	12,206
Total mutual funds	3,804,339	–	–	3,804,339
Total investments at fair value	$3,804,339	$211,442	$ –	$4,015,781

4. Investments and Information Certified by the Plan Trustee

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 trustee, 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 the trustee that the information provided to the Plan administrator by the trustee as of December 31, 2013 and 2012, and for the years then ended, is complete and accurate. Such information includes all non-interest bearing cash, investments (including participant loans), investment dividends and interest, investment gains and losses, and the information in the supplemental schedule of assets (held 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:

December 31,	**2013**	2012
Mutual funds:		
Vanguard Target Retirement 2035 Inv	**$ 1,173,890**	$ 401,427
Vanguard Target Retirement 2025 Inv	**1,091,502**	764,856
Vanguard Target Retirement 2030 Inv	**867,003**	317,386
Vanguard Target Retirement 2040 Inv	**816,658**	377,843
Vanguard Target Retirement 2020 Inv	**493,105**	239,887
Vanguard Target Retirement 2015 Inv	*****	278,493

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

During 2013 and 2012, 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:

Year ended December 31,	**2013**	2012
Mutual funds	**$ 853,830**	$ 387,774

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 Plan adopted the Newport Retirement Services LLC prototype standardized profit sharing plan which received a favorable opinion letter from the Internal Revenue Service on March 31, 2008. The opinion letter stated that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes 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, 2013, 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's income tax returns remain subject to examination by the Internal Revenue Service for three years from the date of filing.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits to participants per the financial statements to Form 5500:

December 31,	**2013**	2012
Net assets available for benefits per the financial statements	**$ 9,768,478**	$ 4,326,320
Deemed loan defaults	**41,658**	34,767
Participant contributions receivable from transfer of assets from another qualified Plan	**(8,860)**	–
Employer contribution receivable from transfer of assets from another qualified Plan	**(6,028)**	–
Net assets available for benefits per Form 5500	**$ 9,795,248**	$ 4,361,087

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

Year ended December 31,	**2013**	2012
Increase in net assets available for benefits before transfer per the financial statements	**$ 1,744,346**	$ 779,842
2013 loans deemed defaulted	**27,659**	31,081
2013 loans distributed that were deemed defaulted in prior years	**(31,000)**	(7,916)
Increase in net assets available for benefits per Form 5500	**$ 1,741,005**	$ 803,007

The following is a reconciliation of transfers of assets from another qualified Plan:

	2013
Transfer of assets from another qualified Plan per the financial statements	**$ 3,697,812**
Loans deemed defaulted in prior years	**10,232**
2013 contributions receivable	**(14,888)**
Transfer of assets to this Plan per Form 5500	**$ 3,693,156**

8. Exempt Party-in-Interest Transactions

Certain funds of the Plan are managed and held by Charles Schwab, a party-in-interest of the Plan. The investments amounted to $144,518 and $211,442, respectively, and non-interest bearing cash amounted to $16,718 and $0, respectively, at December 31, 2013 and 2012. Investment management and administrative fees paid to the trustee and other parties-in-interest totaled $5,330 and $10,422 for the years ended December 31, 2013 and 2012, respectively.

9. Non-Exempt Transactions

During the 2013 and 2012 Plan years, the Company did not remit employee withholdings and loan repayments in the amount of $47,593 and $23,723, respectively, within the appropriate time period. These transactions constitute prohibited transactions as defined by ERISA. The Company 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 and Buca Retirement Savings Plan

Schedule H, Line 4a - Schedule of Delinquent Contributions
EIN: 59-3283783

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	*Contributions Not Corrected*	*Contributions Corrected Outside VFCP*	*Contribution Pending Correction in VFCP*	*Total Fully Corrected Under VFCP and PTE 2002-51*
Check here if late participant loan repayments are included: ☒				
December 31, 2012: **$23,723**	**$23,723**	**$ –**	**$ –**	**$ –**
December 31, 2013: **$47,593**	**$47,593**	**$ –**	**$ –**	**$ –**

** The Plan Sponsor remitted the employee contributions and loan repayments during 2012 and 2013. The lost earnings related to these contributions and loan repayments will be remitted to the Plan in 2014.*

See accompanying independent auditor's report.

Planet Hollywood and Buca Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 59-3283783
Plan Number: 001

December 31, 2013

(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*
	Money Market Funds			
*	Charles Schwab	Schwab Value Advantage	a	**$ 144,518**
	Mutual Funds			
	Vanguard	Target Retirement 2035 Inv	a	**1,173,890**
	Vanguard	Target Retirement 2025 Inv	a	**1,091,502**
	Vanguard	Target Retirement 2030 Inv	a	**867,003**
	Vanguard	Target Retirement 2040 Inv	a	**816,658**
	Vanguard	Target Retirement 2020 Inv	a	**493,105**
	Vanguard	Target Retirement 2045 Inv	a	**411,347**
	Vanguard	Target Retirement 2015 Inv	a	**393,619**
	Morgan Stanley	Inst Mid Cap Growth I	a	**368,069**
	JP Morgan	Mid Cap Value Instl	a	**312,501**
	Harbor	Capital Appreciation Instl	a	**300,911**
	Dodge & Cox	Stock Fund	a	**282,497**
	Vanguard	Life Strategy Moderate Gr Inv	a	**270,355**
	Thornburg	International Value R5	a	**264,004**
	Vanguard	500 Index Inv	a	**242,608**
	Vanguard	Life Strategy Growth Inv	a	**242,210**
	Vanguard	Small Cap Growth Index Inv	a	**235,618**
	Vanguard	Target Retirement 2050 Inv	a	**183,583**
	Dodge & Cox	International Stock	a	**169,212**
	PIMCO	Total Return Instl	a	**165,059**
	American Funds	Capital World G/I R6	a	**148,024**
	Vanguard	Mid Cap Index Inv	a	**127,522**
	Vanguard	Life Strategy Cnsrv Gr Inv	a	**111,487**
	Artisan	International Fund Inv	a	**96,737**
	Vanguard	Small Cap Index Inv	a	**85,449**
	PIMCO	Real Return Instl	a	**84,603**
	Vanguard	Windsor II Inv	a	**56,709**
	Vanguard	Target Retirement Income Inv	a	**47,118**
	PIMCO	Low Duration Instl	a	**32,385**
	Royce	Total Return Svc	a	**27,155**
	Vanguard	Life Strategy Income Inv	a	**12,267**
	Vanguard	Target Retirement 2055 Inv	a	**8,016**
	Vanguard	Target Retirement 2010 Inv	a	**498**

Planet Hollywood and Buca Retirement Savings Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 59-3283783
Plan Number: 001

December 31, 2013

(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*
	Participant Loans			
*	Participant Loans	Interest at 4.25% with ranging maturities through 2028	–	**444,161**
				$9,710,400

This supplemental schedule lists assets held for investment purposes at December 31, 2013 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 auditor's report.

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

Name of Plan:

► Planet Hollywood and Buca Retirement Savings Plan

Employer Identification Number:► 59-3283783

For plan year (beginning/ending):► 01/01/2013 - 12/31/2013 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
	AMERICAN FUND CAP WORLD G&I	Mutual Fund		148024
	ARTISAN INTERNATIONAL	Mutual Fund		96737
	DODGE & COX INTERNATIONAL	Mutual Fund		169212
	DODGE & COX STOCK	Mutual Fund		282497
	HARBOR CAPITAL APPRECIATION	Mutual Fund		300911
	JP MORGAN MID CAP VALUE	Mutual Fund		312501
	MORGAN STANLEY MID CAP GROWTH	Mutual Fund		368069
	PIMCO LOW DURATION BD	Mutual Fund		32385
	PIMCO REAL RETURN	Mutual Fund		84603
	PIMCO TOTAL RETURN	Mutual Fund		165059
	ROYCE TOTAL RETURN SVC	Mutual Fund		27155
	SCHWAB VALUE ADVANTAGE	Interest Bearing Cash		144518
	THORNBURG INTERNATIONAL VALUE	Mutual Fund		264004
	VANGUARD INDEX 500	Mutual Fund		242608
	VANGUARD LS CONSERVATIVE GRTH	Mutual Fund		111487
	VANGUARD LS GROWTH	Mutual Fund		242210
	VANGUARD LS INCOME	Mutual Fund		12267
	VANGUARD LS MODERATE GROWTH	Mutual Fund		270355
	VANGUARD MID CAP INDEX	Mutual Fund		127522
	VANGUARD SMALL CAP GROWTH INDX	Mutual Fund		235618
	VANGUARD SMALL CAP INDEX	Mutual Fund		85449
	VANGUARD TARGET RETIRE 2010	Mutual Fund		498
	VANGUARD TARGET RETIRE 2015	Mutual Fund		393619
	VANGUARD TARGET RETIRE 2020	Mutual Fund		493105
	VANGUARD TARGET RETIRE 2025	Mutual Fund		1091502
	VANGUARD TARGET RETIRE 2030	Mutual Fund		867003
	VANGUARD TARGET RETIRE 2035	Mutual Fund		1173890
	VANGUARD TARGET RETIRE 2040	Mutual Fund		816658
	VANGUARD TARGET RETIRE 2045	Mutual Fund		411347
	VANGUARD TARGET RETIRE 2050	Mutual Fund		183583
	VANGUARD TARGET RETIRE 2055	Mutual Fund		8016
	VANGUARD TARGET RETIRE INCOME	Mutual Fund		47118
	VANGUARD WINDSOR II	Mutual Fund		56709
	LOAN FUND	Various Maturity Dates not more than 30 years. Various Rates		485819