Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

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
QUANTUM DESIGN,INC. PROFIT SHARING & 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1986

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

6325 LUSK BLVD.
SAN DIEGO, CA 92121-3733

2b Employer Identification Number (EIN) 95-3728858

2c Sponsor's telephone number 858-481-4400

2d Business code (see instructions) 541990

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.	07/16/2012	DAVID SCHULTZ
	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

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

6325 LUSK BLVD.
SAN DIEGO, CA 92121-3733

3b Administrator's EIN
95-3728858

3c Administrator's telephone number
858-481-4400

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**	208
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**	213
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	248
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	249
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	205
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
QUANTUM DESIGN,INC. PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
QUANTUM DESIGN,INC.

D Employer Identification Number (EIN)
95-3728858

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	259-80413	249	10/01/2010	09/30/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
1549	387

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
WELLS FARGO ADVISORS
401 S TRYON STREET, 19TH FLOOR
CHARLOTTE, NC 28288

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1549			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
COMPLETE PENSION SERVICES
5628 COPLEY STREET
SAN DIEGO, CA 92110

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	387	TPA FEES	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1508559
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	900374
c	Additions: (1) Contributions deposited during the year	7c(1)	135391		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	37015		
	(4) Transferred from separate account	7c(4)	646531		
	(5) Other (specify below)	7c(5)	9140		
	▶ LOAN REPAYMENT-PRINCIPAL & REALLOCATED TRANSFER IN				
	(6) Total additions			7c(6)	828077
d	Total of balance and additions (add **b** and **c(6)**)			7d	1728451
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	19		
	(3) Transferred to separate account	7e(3)	214532		
	(4) Other (specify below)	7e(4)	5341		
	▶ LOAN WITHDRAWAL				
	(5) Total deductions			7e(5)	219892
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1508559

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan	**B** Three-digit plan number (PN) ▶	
QUANTUM DESIGN,INC. PROFIT SHARING & 401(K) PLAN		002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
QUANTUM DESIGN,INC.	95-3728858

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)

NATIONWIDE INSURANCE COMPANY
ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 49 63 18 59 64 19 60	CUSTODIAN	104419	Yes [X] No [ ]	Yes [ ] No [X]	70639	Yes [ ] No [X]

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

WELLS FARGO ADVISORS,LLC
401 S TRYON STREET, 19TH FLOOR
CHARLOTTE, NC 28288

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 26 38 17 38	BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	102498	Yes [ ] No [X]

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

SAN DIEGO PENSION CONSULTANTS
5628 COPLEY DRIVE
SAN DIEGO, CA 92111

88-0311232

(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?
13 36 50 15 37 64 27 64	TPA	0	Yes [X] No [ ]	Yes [ ] No [X]	25930	Yes [ ] No [X]

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

WS INSURANCE SERVICES LLC

401 S TRYON STREET, 19TH FLOOR
CHARLOTTE, NC 28288

(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?
99	BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	1222	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 [ ]

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
NATIONWIDE	15 64	1252

(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.
SAN DIEGO PENSION CONSULTANTS 5628 COPLEY DRIVE SAN DIEGO, CA 92111 88-0311232	PER PARTICIPANT FEE STATEMENT FEE FIXED PARTICIPANT ACCTG CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	37 72	104419

(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.
QUANTUM DESIGN,INC. 6325 LUSK BLVD SAN DIEGO, CA 92121	LOAN MAINTENANCE FEE AMC/ASSET FEE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	9778

(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.
AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	MUTUAL FUND PAYMENTS

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
NATIONWIDE	15 49 59 60 63	138

(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.
AMERICAN CENTURY INVESTORS,INC. 4500 MAIN ST. KANSAS CITY, MO 64111-7709	MUTUAL FUNDS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	1465

(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.
DAVIS FUNDS 30 DAN ROAD CANTON, MA 02021	MUTUAL FUNDS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 50 60 63	7067

(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.
DREYFUS CORPORATION 200 PARK AVENUE NEW YORK, NY 10166	MUTUAL FUNDS

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
NATIONWIDE	15 49 59 60 63	1134

(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.
FEDERATED INVESTORS 1001 LIBERTY AVENUE PITTSBURGH, PA 15222	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	9043

(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.
FIDELITY INVESTMENTS 82 DEVONSHIRE ST LPC BOSTON, MA 02109	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	1928

(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.
FRANKLIN TEMPLETON DISTRIBUTORS,INC ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	MUTUAL FUND

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
NATIONWIDE	15 49 59 60 63	6579

(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.
GOLDMAN SACHS ASSET MANAGEMENT GROU ONE NEW YORK PLAZA NEW YORK, NY 10004	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	1976

(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.
INVESCO INVESTMENTS ONE MIDTOWN PLAZA ATLANTA, GA 30309	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	1171

(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.
MAINSTAY FUNDS 169 LACKAWANNA AVE. PARSIPPANY, NJ 07054	MUTUAL FUND

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
NATIONWIDE	15 49 59 60 63	5471

(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.
JANUS FUNDS 151 DETROIT STREET DENVER, CO 80206	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	738

(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.
LORD ABBETT FUNDS 90 HUDSON STREET JERSEY CITY, NJ 07302	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	836

(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.
MASSACHUSETTS FINANCIAL SERVICES CO 500 BOLYSTON ST BOSTON, MA 02116	MUTUAL FUND

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
NATIONWIDE	15 49 59 60 63	6108

(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.
NATIONWIDE FUNDS GROUP ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	857

(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.
NEUBERGER & BERMAN MANAGEMENT, INC. 605 THIRD AVENUE NEW YORK, NY 10158	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	2965

(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.
PIMCO FUNDS 840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	MUTUAL FUND

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
NATIONWIDE	15 49 59 60 63	1146

(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.
RYDEX FUNDS 9601 BLACKWELL RD. ROCKVILLE, MD 20850	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	5295

(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.
THORNBURG INVESTMENT MANAGEMENT 119 EAST MARCY STREET SANTA FE, NM 87501	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	587

(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.
VAN ECK ASSOCIATES CORPORATION 99 PARK AVENUE NEW YORK, NY 10016	MUTUAL FUND

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
NATIONWIDE	15 49 59 60 63	162

(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.
VAN KAMPEN ONE PARKVIEW PLAZA OAKBROOK, IL 60181	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	4940

(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.
WADDELL & REED 6300 LAMAR AVENUE SHAWNEE MISSION, KS 66202	MUTUAL FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
SAN DIEGO PENSION CONSULTANTS	15 64	25930

(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	ADMINSTRATIVE SERVICES FEE/OVERRIDE

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
WELLS FARGO ADVISORS/WS INSURANCE S	15 64	103720

(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	COMPENSATION

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE	15 49 59 60 63	3

(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.
BLACKROCK RUNDS 40 EAST 52ND STREET NEW YORK, NY 10022	MUTUAL FUND

(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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
QUANTUM DESIGN,INC. PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
QUANTUM DESIGN,INC.

D Employer Identification Number (EIN)
95-3728858

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)	948009	1143135
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	477347	533522
(8) Participant loans	1c(8)		
(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)	15774542	16458176
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	900374	1508559
(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	18100272	19643392
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	18100272	19643392

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)	1642954	
(B) Participants	2a(1)(B)	827823	
(C) Others (including rollovers)	2a(1)(C)	22177	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2492954
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)	22517	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		22517
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(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)		-401113
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		2114358
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	337168	
	(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)		337168
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)	104420	
	(3) Investment advisory and management fees	2i(3)	103720	
	(4) Other	2i(4)	25930	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		234070
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		571238
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		1543120
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: MATRANGA & RILEY,CPAS **(2)** EIN: 20-1147648

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
QUANTUM DESIGN,INC. PROFIT SHARING & 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
QUANTUM DESIGN,INC.

D Employer Identification Number (EIN)
95-3728858

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): 31-4156830

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

QUANTUM DESIGN, INC.
PROFIT SHARING 401(k) PLAN
FINANCIAL STATEMENTS
SEPTEMBER 30, 2011 AND 2010

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Matranga & Company
An Accountancy Corporation

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
Quantum Design Profit Sharing 401(k) Plan
San Diego, California

We have audited the accompanying statements of net assets available for Plan benefits of Quantum Design Profit Sharing 401(k) Plan (the "Plan") as of September 30, 2011 and 2010, and the related statements of changes in net assets available for Plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 7, which was certified by Nationwide Financial, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 custodian as of and for the years ended September 30, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and 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.

Matranga & Company

San Diego, California
July 10, 2012

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
SEPTEMBER 30, 2011 AND 2010

ASSETS:	2011	2010
Investments, at fair value:		
Guaranteed Investment Contract:		
Nationwide Insurance Company:		
Best of American Virtuoso II	$ 1,508,559	$ 900,374
Shares of pooled separate accounts:		
Mnsty Large Cap Growth	1,839,981	0
NW Money Market Fund	1,602,916	1,610,244
Dreyfus S & P 500 Index	1,417,781	1,298,461
Goldman Sachs Growth Opportunity	1,416,983	1,556,606
MFS Growth A	1,401,968	0
Thornburg Intl Value I	1,161,000	1,190,448
Ivy Science & Technology Fund Y	1,022,869	1,025,875
Pimco Total Return Fund Class A	983,506	602,299
Fidelity Adv New Insights	888,366	763,134
Janus Balance S	715,948	716,873
Franklin MSF Mutual Shrs Fund Class A	434,270	421,639
Lord Abbot Dev Growth	419,218	61,552
Rydex SER OTC Fund AC	389,264	370,938
New Perspective Fund	381,207	378,779
Van Eck Global	326,764	206,030
Dreyfus Intermediate Term Inc	280,272	411,670
Janus Perkins Mid Cap Value	247,234	251,497
MFS Value Fund A	246,729	79,673
Davis NY Venture	245,531	406,013
Neu Ber Genesis Fund	240,017	308,394
Fidelity Adv Leveraged	216,635	249,504
Fidelity High Yield Trust	204,195	179,866
Invesco Real Estate A	202,677	0
Janus Forty S	98,629	161,838
American Century Infl Adj Bond	50,244	20,329
Black Rock Health & Science	13,777	0
JPM US Large Cap	6,821	0
Parnassus Small Cap	2,876	0
Dreyfuss Opportunity Mid Cap Value	498	0
Fidelity Magellan	0	1,755,553
Growth Fund of America	0	1,416,111
Van Kampen Small Cap Growth	0	178,056
Van Kamp Real Estate Sec Fund A	0	153,160
	17,966,735	16,674,916

The accompanying notes are an integral part of these financial statements.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
SEPTEMBER 30, 2011 AND 2010

	2011	2010
Participant loans	533,522	477,347
Total investments	18,500,257	17,152,263
Employer contributions receivable	1,143,135	948,009
Total receivables	1,143,135	948,009
Total assets	19,643,392	18,100,272
LIABILITIES:		
Total liabilities	0	0
Net assets available for Plan benefits	$ 19,643,392	$ 18,100,272

The accompanying notes are an integral part of these financial statements.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
SEPTEMBER 30, 2011 AND 2010

Additions to net assets attributed to:	2011	2010
Investment income:		
Net realized and unrealized gains (losses) in current value of investments including dividends and interest	$ (401,114)	$ 1,116,383
Participant loan interest	22,517	24,287
Total investment gain (loss)	(378,597)	1,140,670
Contributions:		
Employer contributions	1,642,955	1,381,532
Employee contributions	827,823	749,056
Other contributions(rollovers)	22,177	102,099
Total contributions	2,492,955	2,232,687
Other additions		
Transfer from money purchase plan	0	4,126,603
Total additions	2,114,358	7,499,960
Deductions:		
Deductions from net assets attributed to:		
Benefit withdrawals paid	(337,168)	(170,846)
Administration fees	(234,070)	(520)
Total deductions	(571,238)	(171,366)
Increase in net assets available for Plan benefits	1,543,120	7,328,594
Net assets available for Plan benefits, beginning of year	18,100,272	10,771,678
Net assets available for Plan benefits, end of year	$ 19,643,392	$ 18,100,272

The accompanying notes are an integral part of these financial statements.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Quantum Design Profit Sharing 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

Effective October 1, 1986, Quantum Design, Inc., (the "Company" or "Employer") established and adopted the Plan for its employees. The Plan is a defined contribution profit sharing 401(k) plan covering substantially all employees who have reached the age of 21 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by an Administrative Committee consisting of one or more persons appointed by the Board of Directors of the Company.

Contributions

Under the terms of the Plan, participants may elect to defer a percentage of their regular earnings from the Company into the Plan. Such salary reduction contributions on a pre-tax basis shall not exceed 15% of the participants' annual base salaries, up to a maximum Internal Revenue Service ("IRS") dollar limit of $16,500 in 2010 and $16, 500 in 2011. Additionally, participants who will be at least age 50 by the end of the tax year may make additional "catch up" contributions of $5,500 in 2011 and 2010. Participants may also contribute rollover distributions from other qualified plans.

The Company has the right to make an additional discretionary contribution, which shall be allocated, to each eligible employee in proportion to his or her compensation as a percentage of the compensation of all eligible employees. For the years ended September 30, 2011 and 2010, the Company made contributions of $1,642,955 and $1,381,532, respectively, to the plan. Contributions are subject to certain limitations under IRS regulations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution, and (b) the Plan earnings or losses. Allocations are based on participant earnings or losses on account balances, as defined. Forfeited balances of terminated participants' non-vested accounts are applied at the end of the plan year in which they occur to reduce employer contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 - DESCRIPTION OF PLAN (Cont.)

Investment Options

Upon enrollment into the Plan, a participant may direct their employee contributions in various percentage increments among any of the various investment options.

Vesting

Participants are immediately 100% vested in their elective contributions plus actual earnings thereon.

The non-elective employer contributions, matching contributions, and transferred benefits accounts of a participant shall vest subject to the following vesting schedule:

Vesting Years Of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Participant Loans

Participants may borrow from their fund accounts a maximum of, the lesser of, $50,000 or 50% of their vested account balance. Loan transactions are treated as segregated investments of the individual participant. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 4.25% to 10.5%. Principal and interest payments are paid ratably through payroll deductions.

Termination or Modification of the Plan

The Company has the right to terminate the Plan upon 60 days notice in writing to the trustee. The sponsor may amend any or all provisions of this plan without obtaining the approval or consent of the employer providing the amendment does not permit any part of the corpus or income of the Plan to be used for any purpose other than for the benefit of the participant and their beneficiaries. In the event the Plan is terminated, all participants will become 100% vested in their accounts.

See independent auditors' report.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared using the accrual method of accounting and present the net assets available for Plan benefits at September 30, 2011 and 2010, and changes in net assets available for Plan benefits for the year ended September 30, 2011 and 2010.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. If available, quoted market prices are used to value investments. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loan receivables are valued at cost which approximate current value. See Note 6 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.

Benefit Withdrawals Paid

Benefits are recorded when paid. For the year ended September 30, 2011 and 2010, the Plan reported distributions of $337,168 and $170,846 of which $0 and $48,573 were deemed distributions, respectively.

Administrative Expenses

The employer is authorized to reimburse the Plan for all expenses and fees incurred in the administration of the Plan and paid out of the assets of the fund. For the year ended September 30, 2011 and 2010, the Plan expenses were $234,070 and $520, respectively.

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 could differ from those estimates.

NOTE 3 - INCOME TAX STATUS

The Internal Revenue Service has determined the Plan and related trust is designed in accordance with applicable sections of the Internal Revenue Code. Although the plan has been amended since receiving the determination letter, the plan administrator believe that the plan is

NOTE 3 - INCOME TAX STATUS (Cont.)

designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and therefore believe that the plan is qualified and the related trust is tax exempt.

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 or asset if the plan has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan and has concluded that as of September 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. 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.

NOTE 4 - ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held by the custodian of the Plan, Nationwide Life Insurance Company. At September 30, 2011 and 2010, the assets of the Plan were administered under a custodian agreement with Nationwide. The custodian agreement requires that the custodian holds, administers and distributes the funds of the Plan in accordance with the text of the Plan and instructions of the trustees.

NOTE 5 - INVESTMENTS

The following investments represent 5% or more of the net assets available for Plan benefits at September 30, 2011:

Description	Fair Value
Mnsty Large Cap Growth	$ 1,839,981
NW Money Market Fund	1,602,916
Best of American Virtuoso II	1,508,559
Dreyfus S & P 500 Index	1,417,781
Goldman Sachs Growth Opportunity	1,416,983
MFS Growth A	1,401,968
Thornburg Intl Value I	1,161,000
Ivy Science & Technology Fund Y	1,022,869
Pimco Total Return Fund Class A	983,506

See independent auditors' report.

NOTE 5 – INVESTMENTS (Cont.)

The following investments represent 5% or more of the net assets available for Plan benefits at September 30, 2010:

Description	Fair Value
Fidelity Magellan	$ 1,755,553
NW Money Market Fund	1,610,244
Goldman Sachs Growth Opportunity	1,556,606
Growth Fund of America	1,416,111
Dreyfus S & P 500 Index	1,298,461
Thornburg Intl Value I	1,190,448
Ivy Science & Technology Fund Y	1,025,875

NOTE 6 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements). 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.

NOTE 6 – FAIR VALUE MEASUREMENTS(Cont.)

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.

Following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

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 September 30, 2011 and 2010:

	September 30, 2011			
Input levels by investment category:				
Investment category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Participant loans	$ 533,522	$ 0	$ 0	$ 533,522
Guaranteed Interest Account	1,508,559	0		1,508,559
Pooled Separate Accounts	16,458,176	16,458,176	0	0
Total	$ 18,500,257	$ 16,458,176	$ 0	$ 2,042,081

See independent auditors' report.

NOTE 6 – FAIR VALUE MEASUREMENTS(Cont.)

September 30, 2010

Input levels by investment category:

Investment category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Participant loans	$ 477,347	$ 0	$ 0	$ 477,347
Guaranteed Interest Account	900,374	0		900,374
Pooled Separate Accounts	15,774,542	15,774,542	0	0
Total	$ 17,152,263	$ 15,774,542	$ 0	$ 1,377,721

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended September 30, 2011 and 2010:

Effect of level 3 inputs on net assets or liabilities: September 30, 2011

Investment category	Beginning Balance	Total Gains or Losses	Interest Credited	Purchases, Issuances, Settlements	Ending Balance	Unrealized Gains or Losses
Participant loans	$ 477,347	$ 0	$ 22,517	$ 33,658	$ 533,522	$ 0
Guaranteed Interest	900,374	0	35,205	572,980	1,508,559	0
Total	$ 1,377,721	$ 0	$ 57,722	$ 606,638	$ 2,042,081	$ 0

Effect of level 3 inputs on net assets or liabilities: September 30, 2010

Investment category	Beginning Balance	Total Gains or Losses	Interest Credited	Purchases, Issuances, Settlements	Ending Balance	Unrealized Gains or Losses
Participant loans	$ 375,710	$ 0	$ 24,287	$ 77,350	$ 477,347	$ 0
Guaranteed Interest	97,832	0	11,404	791,138	900,374	0
Total	$ 473,542	$ 0	$ 35,691	$ 868,488	$ 1,377,721	$ 0

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

See independent auditors' report.

NOTE 7 – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

At September 30, 2011 and 2010, the Plan's investments were held by the Custodian. The following is a summary of the Plan's financial information that is included in the accompanying financial statements and supplemental schedules based on information that has been prepared and certified by the Custodian as complete and accurate in accordance with Section 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.

	2011	2010
Investments, at fair value:		
Guranteed Interest Account	$ 1,508,559	$ 900,374
Mutual Funds	14,855,260	14,164,298
Money funds	1,602,916	1,610,244
Investment income (loss)	(401,114)	1,116,383

NOTE 8 – DATE OF MANAGEMENT EVALUATION

Management has evaluated subsequent events through July 10, 2012, the date on which the financial statements were available to be issued.

See independent auditors' report.

SUPPLEMENTARY INFORMATION

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
SCHEDULE H LINE 4i SCHEDULE OF ASSETS HELD AT END OF PLAN YEAR
SEPTEMBER 30, 2011

Plan Sponsor's Name:	**Quantum Design, Inc.**
Plan Name:	**Quantum Design Profit Sharing 401(k) Plan**
Employer Identification Number:	**95-3728858**
Plan Number:	**002**

(a)	(b)	(c)	(d)	(e)
*	Identity of Issue, Borrower, Lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	Cost	Current Value
*	Nationwide Life Insurance Co.	Mnsty Large Cap Growth	$ 1,839,981	$ 1,839,981
*	Nationwide Life Insurance Co.	NW Money Market Fund	1,602,916	1,602,916
*	Nationwide Life Insurance Co.	Dreyfus S & P 500 Index	1,417,781	1,417,781
*	Nationwide Life Insurance Co.	Goldman Sachs Growth Opportunity	1,416,983	1,416,983
*	Nationwide Life Insurance Co.	MFS Growth A	1,401,968	1,401,968
*	Nationwide Life Insurance Co.	Thornburg Intl Value I	1,161,000	1,161,000
*	Nationwide Life Insurance Co.	Ivy Science & Technology Fund Y	1,022,869	1,022,869
*	Nationwide Life Insurance Co.	Pimco Total Return Fund Class A	983,506	983,506
*	Nationwide Life Insurance Co.	Fidelity Adv New Insights	888,366	888,366
*	Nationwide Life Insurance Co.	Janus Balance S	715,948	715,948
*	Nationwide Life Insurance Co.	Franklin MSF Mutual Shrs Fund Class A	434,270	434,270
*	Nationwide Life Insurance Co.	Lord Abbot Dev Growth	419,218	419,218
*	Nationwide Life Insurance Co.	Rydex SER OTC Fund AC	389,264	389,264
*	Nationwide Life Insurance Co.	New Perspective Fund	381,207	381,207
*	Nationwide Life Insurance Co.	Van Eck Global	326,764	326,764
*	Nationwide Life Insurance Co.	Dreyfus Intermediate Term Inc	280,272	280,272
*	Nationwide Life Insurance Co.	Janus Perkins Mid Cap Value	247,234	247,234
*	Nationwide Life Insurance Co.	MFS Value Fund A	246,729	246,729
*	Nationwide Life Insurance Co.	Davis NY Venture	245,531	245,531
*	Nationwide Life Insurance Co.	Neu Ber Genesis Fund	240,017	240,017
*	Nationwide Life Insurance Co.	Fidelity Adv Leveraged	216,635	216,635

See independent auditors' report.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
SCHEDULE H LINE 4i SCHEDULE OF ASSETS HELD AT END OF PLAN YEAR
SEPTEMBER 30, 2011

Plan Sponsor's Name:	**Quantum Design, Inc.**
Plan Name:	**Quantum Design Profit Sharing 401(k) Plan**
Employer Identification Number:	**95-3728858**
Plan Number:	**002**

*	Nationwide Life Insurance Co.	Fidelity High Yield Trust	204,195	204,195
*	Nationwide Life Insurance Co.	Invesco Real Estate A	202,677	202,677
*	Nationwide Life Insurance Co.	Janus Forty S	98,629	98,629
*	Nationwide Life Insurance Co.	American Century Infl Adj Bond	50,244	50,244
*	Nationwide Life Insurance Co.	Black Rock Health & Science	13,777	13,777
*	Nationwide Life Insurance Co.	JPM US Large Cap	6,821	6,821
*	Nationwide Life Insurance Co.	Parnassus Small Cap	2,876	2,876
*	Nationwide Life Insurance Co.	Dreyfuss Opportunity Mid Cap Value	498	498
*	Nationwide Life Insurance Co.	Best of American Virtuoso II	1,508,559	1,508,559
	Participant Loans	Interest rates vary from 4.25% to 10.50%	0	533,522

See independent auditors' report.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
SEPTEMBER 30, 2011

Plan Sponsor's Name:	**Quantum Design, Inc.**
Plan Name:	**Quantum Design Profit Sharing 401(k) Plan**
Employer Identification Number:	**95-3728858**
Plan Number:	**002**

There were no Reportable Transactions for the End of Plan Year Ending September 30, 2011.

See independent auditors' report.

QUANTUM DESIGN, INC.
PROFIT SHARING 401(k) PLAN
FINANCIAL STATEMENTS
SEPTEMBER 30, 2011 AND 2010

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Matranga & Company
An Accountancy Corporation

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
Quantum Design Profit Sharing 401(k) Plan
San Diego, California

We have audited the accompanying statements of net assets available for Plan benefits of Quantum Design Profit Sharing 401(k) Plan (the "Plan") as of September 30, 2011 and 2010, and the related statements of changes in net assets available for Plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 7, which was certified by Nationwide Financial, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 custodian as of and for the years ended September 30, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and 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.

Matranga & Company

San Diego, California
July 10, 2012

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
SEPTEMBER 30, 2011 AND 2010

ASSETS:	2011	2010
Investments, at fair value:		
Guaranteed Investment Contract:		
Nationwide Insurance Company:		
Best of American Virtuoso II	$ 1,508,559	$ 900,374
Shares of pooled separate accounts:		
Mnsty Large Cap Growth	1,839,981	0
NW Money Market Fund	1,602,916	1,610,244
Dreyfus S & P 500 Index	1,417,781	1,298,461
Goldman Sachs Growth Opportunity	1,416,983	1,556,606
MFS Growth A	1,401,968	0
Thornburg Intl Value I	1,161,000	1,190,448
Ivy Science & Technology Fund Y	1,022,869	1,025,875
Pimco Total Return Fund Class A	983,506	602,299
Fidelity Adv New Insights	888,366	763,134
Janus Balance S	715,948	716,873
Franklin MSF Mutual Shrs Fund Class A	434,270	421,639
Lord Abbot Dev Growth	419,218	61,552
Rydex SER OTC Fund AC	389,264	370,938
New Perspective Fund	381,207	378,779
Van Eck Global	326,764	206,030
Dreyfus Intermediate Term Inc	280,272	411,670
Janus Perkins Mid Cap Value	247,234	251,497
MFS Value Fund A	246,729	79,673
Davis NY Venture	245,531	406,013
Neu Ber Genesis Fund	240,017	308,394
Fidelity Adv Leveraged	216,635	249,504
Fidelity High Yield Trust	204,195	179,866
Invesco Real Estate A	202,677	0
Janus Forty S	98,629	161,838
American Century Infl Adj Bond	50,244	20,329
Black Rock Health & Science	13,777	0
JPM US Large Cap	6,821	0
Parnassus Small Cap	2,876	0
Dreyfuss Opportunity Mid Cap Value	498	0
Fidelity Magellan	0	1,755,553
Growth Fund of America	0	1,416,111
Van Kampen Small Cap Growth	0	178,056
Van Kamp Real Estate Sec Fund A	0	153,160
	17,966,735	16,674,916

The accompanying notes are an integral part of these financial statements.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
SEPTEMBER 30, 2011 AND 2010

	2011	2010
Participant loans	533,522	477,347
Total investments	18,500,257	17,152,263
Employer contributions receivable	1,143,135	948,009
Total receivables	1,143,135	948,009
Total assets	19,643,392	18,100,272
LIABILITIES:		
Total liabilities	0	0
Net assets available for Plan benefits	$ 19,643,392	$ 18,100,272

The accompanying notes are an integral part of these financial statements.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
SEPTEMBER 30, 2011 AND 2010

Additions to net assets attributed to:	2011	2010
Investment income:		
Net realized and unrealized gains (losses) in current value of investments including dividends and interest	$ (401,114)	$ 1,116,383
Participant loan interest	22,517	24,287
Total investment gain (loss)	(378,597)	1,140,670
Contributions:		
Employer contributions	1,642,955	1,381,532
Employee contributions	827,823	749,056
Other contributions(rollovers)	22,177	102,099
Total contributions	2,492,955	2,232,687
Other additions		
Transfer from money purchase plan	0	4,126,603
Total additions	2,114,358	7,499,960
Deductions:		
Deductions from net assets attributed to:		
Benefit withdrawals paid	(337,168)	(170,846)
Administration fees	(234,070)	(520)
Total deductions	(571,238)	(171,366)
Increase in net assets available for Plan benefits	1,543,120	7,328,594
Net assets available for Plan benefits, beginning of year	18,100,272	10,771,678
Net assets available for Plan benefits, end of year	$ 19,643,392	$ 18,100,272

The accompanying notes are an integral part of these financial statements.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Quantum Design Profit Sharing 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

Effective October 1, 1986, Quantum Design, Inc., (the "Company" or "Employer") established and adopted the Plan for its employees. The Plan is a defined contribution profit sharing 401(k) plan covering substantially all employees who have reached the age of 21 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by an Administrative Committee consisting of one or more persons appointed by the Board of Directors of the Company.

Contributions

Under the terms of the Plan, participants may elect to defer a percentage of their regular earnings from the Company into the Plan. Such salary reduction contributions on a pre-tax basis shall not exceed 15% of the participants' annual base salaries, up to a maximum Internal Revenue Service ("IRS") dollar limit of $16,500 in 2010 and $16, 500 in 2011. Additionally, participants who will be at least age 50 by the end of the tax year may make additional "catch up" contributions of $5,500 in 2011 and 2010. Participants may also contribute rollover distributions from other qualified plans.

The Company has the right to make an additional discretionary contribution, which shall be allocated, to each eligible employee in proportion to his or her compensation as a percentage of the compensation of all eligible employees. For the years ended September 30, 2011 and 2010, the Company made contributions of $1,642,955 and $1,381,532, respectively, to the plan. Contributions are subject to certain limitations under IRS regulations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution, and (b) the Plan earnings or losses. Allocations are based on participant earnings or losses on account balances, as defined. Forfeited balances of terminated participants' non-vested accounts are applied at the end of the plan year in which they occur to reduce employer contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 - DESCRIPTION OF PLAN (Cont.)

Investment Options

Upon enrollment into the Plan, a participant may direct their employee contributions in various percentage increments among any of the various investment options.

Vesting

Participants are immediately 100% vested in their elective contributions plus actual earnings thereon.

The non-elective employer contributions, matching contributions, and transferred benefits accounts of a participant shall vest subject to the following vesting schedule:

Vesting Years Of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Participant Loans

Participants may borrow from their fund accounts a maximum of, the lesser of, $50,000 or 50% of their vested account balance. Loan transactions are treated as segregated investments of the individual participant. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 4.25% to 10.5%. Principal and interest payments are paid ratably through payroll deductions.

Termination or Modification of the Plan

The Company has the right to terminate the Plan upon 60 days notice in writing to the trustee. The sponsor may amend any or all provisions of this plan without obtaining the approval or consent of the employer providing the amendment does not permit any part of the corpus or income of the Plan to be used for any purpose other than for the benefit of the participant and their beneficiaries. In the event the Plan is terminated, all participants will become 100% vested in their accounts.

See independent auditors' report.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared using the accrual method of accounting and present the net assets available for Plan benefits at September 30, 2011 and 2010, and changes in net assets available for Plan benefits for the year ended September 30, 2011 and 2010.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. If available, quoted market prices are used to value investments. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loan receivables are valued at cost which approximate current value. See Note 6 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.

Benefit Withdrawals Paid

Benefits are recorded when paid. For the year ended September 30, 2011 and 2010, the Plan reported distributions of $337,168 and $170,846 of which $0 and $48,573 were deemed distributions, respectively.

Administrative Expenses

The employer is authorized to reimburse the Plan for all expenses and fees incurred in the administration of the Plan and paid out of the assets of the fund. For the year ended September 30, 2011 and 2010, the Plan expenses were $234,070 and $520, respectively.

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 could differ from those estimates.

NOTE 3 - INCOME TAX STATUS

The Internal Revenue Service has determined the Plan and related trust is designed in accordance with applicable sections of the Internal Revenue Code. Although the plan has been amended since receiving the determination letter, the plan administrator believe that the plan is

NOTE 3 - INCOME TAX STATUS (Cont.)

designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and therefore believe that the plan is qualified and the related trust is tax exempt.

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 or asset if the plan has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan and has concluded that as of September 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. 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.

NOTE 4 - ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held by the custodian of the Plan, Nationwide Life Insurance Company. At September 30, 2011 and 2010, the assets of the Plan were administered under a custodian agreement with Nationwide. The custodian agreement requires that the custodian holds, administers and distributes the funds of the Plan in accordance with the text of the Plan and instructions of the trustees.

NOTE 5 - INVESTMENTS

The following investments represent 5% or more of the net assets available for Plan benefits at September 30, 2011:

Description	Fair Value
Mnsty Large Cap Growth	$ 1,839,981
NW Money Market Fund	1,602,916
Best of American Virtuoso II	1,508,559
Dreyfus S & P 500 Index	1,417,781
Goldman Sachs Growth Opportunity	1,416,983
MFS Growth A	1,401,968
Thornburg Intl Value I	1,161,000
Ivy Science & Technology Fund Y	1,022,869
Pimco Total Return Fund Class A	983,506

See independent auditors' report.

NOTE 5 – INVESTMENTS (Cont.)

The following investments represent 5% or more of the net assets available for Plan benefits at September 30, 2010:

Description	Fair Value
Fidelity Magellan	$ 1,755,553
NW Money Market Fund	1,610,244
Goldman Sachs Growth Opportunity	1,556,606
Growth Fund of America	1,416,111
Dreyfus S & P 500 Index	1,298,461
Thornburg Intl Value I	1,190,448
Ivy Science & Technology Fund Y	1,025,875

NOTE 6 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements). 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.

NOTE 6 – FAIR VALUE MEASUREMENTS(Cont.)

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.

Following is a description of the valuation methodologies used for assets measured at fair value.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

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 September 30, 2011 and 2010:

	September 30, 2011			
Input levels by investment category:				
Investment category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Participant loans	$ 533,522	$ 0	$ 0	$ 533,522
Guaranteed Interest Account	1,508,559	0		1,508,559
Pooled Separate Accounts	16,458,176	16,458,176	0	0
Total	$ 18,500,257	$ 16,458,176	$ 0	$ 2,042,081

See independent auditors' report.

NOTE 6 – FAIR VALUE MEASUREMENTS(Cont.)

September 30, 2010

Input levels by investment category:

Investment category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Participant loans	$ 477,347	$ 0	$ 0	$ 477,347
Guaranteed Interest Account	900,374	0		900,374
Pooled Separate Accounts	15,774,542	15,774,542	0	0
Total	$ 17,152,263	$ 15,774,542	$ 0	$ 1,377,721

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended September 30, 2011 and 2010:

Effect of level 3 inputs on net assets or liabilities: September 30, 2011

Investment category	Beginning Balance	Total Gains or Losses	Interest Credited	Purchases, Issuances, Settlements	Ending Balance	Unrealized Gains or Losses
Participant loans	$ 477,347	$ 0	$ 22,517	$ 33,658	$ 533,522	$ 0
Guaranteed Interest	900,374	0	35,205	572,980	1,508,559	0
Total	$ 1,377,721	$ 0	$ 57,722	$ 606,638	$ 2,042,081	$ 0

Effect of level 3 inputs on net assets or liabilities: September 30, 2010

Investment category	Beginning Balance	Total Gains or Losses	Interest Credited	Purchases, Issuances, Settlements	Ending Balance	Unrealized Gains or Losses
Participant loans	$ 375,710	$ 0	$ 24,287	$ 77,350	$ 477,347	$ 0
Guaranteed Interest	97,832	0	11,404	791,138	900,374	0
Total	$ 473,542	$ 0	$ 35,691	$ 868,488	$ 1,377,721	$ 0

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

See independent auditors' report.

NOTE 7 – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

At September 30, 2011 and 2010, the Plan's investments were held by the Custodian. The following is a summary of the Plan's financial information that is included in the accompanying financial statements and supplemental schedules based on information that has been prepared and certified by the Custodian as complete and accurate in accordance with Section 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.

	2011	2010
Investments, at fair value:		
Guranteed Interest Account	$ 1,508,559	$ 900,374
Mutual Funds	14,855,260	14,164,298
Money funds	1,602,916	1,610,244
Investment income (loss)	(401,114)	1,116,383

NOTE 8 – DATE OF MANAGEMENT EVALUATION

Management has evaluated subsequent events through July 10, 2012, the date on which the financial statements were available to be issued.

See independent auditors' report.

SUPPLEMENTARY INFORMATION

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
SCHEDULE H LINE 4i SCHEDULE OF ASSETS HELD AT END OF PLAN YEAR
SEPTEMBER 30, 2011

Plan Sponsor's Name:	**Quantum Design, Inc.**
Plan Name:	**Quantum Design Profit Sharing 401(k) Plan**
Employer Identification Number:	**95-3728858**
Plan Number:	**002**

(a)	(b)	(c)	(d)	(e)
*	Identity of Issue, Borrower, Lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	Cost	Current Value
*	Nationwide Life Insurance Co.	Mnsty Large Cap Growth	$ 1,839,981	$ 1,839,981
*	Nationwide Life Insurance Co.	NW Money Market Fund	1,602,916	1,602,916
*	Nationwide Life Insurance Co.	Dreyfus S & P 500 Index	1,417,781	1,417,781
*	Nationwide Life Insurance Co.	Goldman Sachs Growth Opportunity	1,416,983	1,416,983
*	Nationwide Life Insurance Co.	MFS Growth A	1,401,968	1,401,968
*	Nationwide Life Insurance Co.	Thornburg Intl Value I	1,161,000	1,161,000
*	Nationwide Life Insurance Co.	Ivy Science & Technology Fund Y	1,022,869	1,022,869
*	Nationwide Life Insurance Co.	Pimco Total Return Fund Class A	983,506	983,506
*	Nationwide Life Insurance Co.	Fidelity Adv New Insights	888,366	888,366
*	Nationwide Life Insurance Co.	Janus Balance S	715,948	715,948
*	Nationwide Life Insurance Co.	Franklin MSF Mutual Shrs Fund Class A	434,270	434,270
*	Nationwide Life Insurance Co.	Lord Abbot Dev Growth	419,218	419,218
*	Nationwide Life Insurance Co.	Rydex SER OTC Fund AC	389,264	389,264
*	Nationwide Life Insurance Co.	New Perspective Fund	381,207	381,207
*	Nationwide Life Insurance Co.	Van Eck Global	326,764	326,764
*	Nationwide Life Insurance Co.	Dreyfus Intermediate Term Inc	280,272	280,272
*	Nationwide Life Insurance Co.	Janus Perkins Mid Cap Value	247,234	247,234
*	Nationwide Life Insurance Co.	MFS Value Fund A	246,729	246,729
*	Nationwide Life Insurance Co.	Davis NY Venture	245,531	245,531
*	Nationwide Life Insurance Co.	Neu Ber Genesis Fund	240,017	240,017
*	Nationwide Life Insurance Co.	Fidelity Adv Leveraged	216,635	216,635

See independent auditors' report.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
SCHEDULE H LINE 4i SCHEDULE OF ASSETS HELD AT END OF PLAN YEAR
SEPTEMBER 30, 2011

Plan Sponsor's Name:	**Quantum Design, Inc.**
Plan Name:	**Quantum Design Profit Sharing 401(k) Plan**
Employer Identification Number:	**95-3728858**
Plan Number:	**002**

*	Nationwide Life Insurance Co.	Fidelity High Yield Trust	204,195	204,195
*	Nationwide Life Insurance Co.	Invesco Real Estate A	202,677	202,677
*	Nationwide Life Insurance Co.	Janus Forty S	98,629	98,629
*	Nationwide Life Insurance Co.	American Century Infl Adj Bond	50,244	50,244
*	Nationwide Life Insurance Co.	Black Rock Health & Science	13,777	13,777
*	Nationwide Life Insurance Co.	JPM US Large Cap	6,821	6,821
*	Nationwide Life Insurance Co.	Parnassus Small Cap	2,876	2,876
*	Nationwide Life Insurance Co.	Dreyfuss Opportunity Mid Cap Value	498	498
*	Nationwide Life Insurance Co.	Best of American Virtuoso II	1,508,559	1,508,559
	Participant Loans	Interest rates vary from 4.25% to 10.50%	0	533,522

See independent auditors' report.

QUANTUM DESIGN PROFIT SHARING 401(k) PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
SEPTEMBER 30, 2011

Plan Sponsor's Name:	**Quantum Design, Inc.**
Plan Name:	**Quantum Design Profit Sharing 401(k) Plan**
Employer Identification Number:	**95-3728858**
Plan Number:	**002**

There were no Reportable Transactions for the End of Plan Year Ending September 30, 2011.

See independent auditors' report.