Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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
THE UPPER DECK COMPANY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2004

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

THE UPPER DECK COMPANY

THE UPPER DECK COMPANY
2251 RUTHERFORD ROAD
CARLSBAD, CA 92008

THE UPPER DECK COMPANY
2251 RUTHERFORD ROAD
CARLSBAD, CA 92008

2b Employer Identification Number (EIN) 20-0379590

2c Sponsor's telephone number 760-929-3413

2d Business code (see instructions) 339900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	DWAYNE TEXAS
	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")
THE UPPER DECK COMPANY

THE UPPER DECK COMPANY
2251 RUTHERFORD ROAD
CARLSBAD, CA 92008

3b Administrator's EIN
20-0379590

3c Administrator's telephone number
760-929-3413

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**	283
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**	115
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	124
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	239
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	240
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	181
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
THE UPPER DECK COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE UPPER DECK COMPANY

D Employer Identification Number (EIN)
20-0379590

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	15129	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
RAINIER SM/MID CAP - US BANCORP FUN 39-0281260	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
THE UPPER DECK COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE UPPER DECK COMPANY

D Employer Identification Number (EIN)
20-0379590

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)		
(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)	0	480945
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	169669	102750
(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)	11126074	8229004
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	11295743	8812699
	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		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	11295743	8812699

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)		
	(B) Participants	2a(1)(B)	360503	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		360503
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	50	
	(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)	6425	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6475
	(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)	212271	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		212271
	(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)		

		(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)		
(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)		-378007
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		201242
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2663352	
(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)		2663352
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		1013
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	19921	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		19921
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2684286
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-2483044
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: SLABAUGH ACCOUNTING CORP **(2)** EIN: 33-0886460

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
THE UPPER DECK COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE UPPER DECK COMPANY

D Employer Identification Number (EIN)
20-0379590

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): 04-6568107

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

THE UPPER DECK COMPANY 401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

FOR THE YEAR ENDED
DECEMBER 31, 2011

THE UPPER DECK COMPANY 401(k) PLAN

FOR THE YEAR ENDED DECEMBER 31, 2011

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SUPPLEMENTAL SCHEDULE*

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* All other schedules required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

SLABAUGH
ACCOUNTANCY
CORPORATION

REPORT OF INDEPENDENT AUDITORS

The Plan Administrator
The Upper Deck Company 401(k) Plan
Carlsbad, California

We were engaged to audit the financial statements and supplemental schedule of The Upper Deck Company 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note D, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the 2011 financial statements and supplemental schedule, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

San Diego, California
July 9, 2012

7878 Clairemont Mesa Blvd., Suite I • San Diego, California 92111
E-mail: SlabaughAccountancy@saccpa.net
Telephone: 858.636.7911 • Fax: 858.636.7931

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments, at fair value		
Registered investment company mutual funds	$ 8,709,949	$ 11,126,073
Total Investments	8,709,949	11,126,073
Receivables		
Notes receivable from participants	103,763	169,669
Participant contributions	9,727	12,476
Total Receivables	113,490	182,145
Total Assets	8,823,439	11,308,218
LIABILITIES		
Corrective distributions payable	2,238	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,821,201	$ 11,308,218

See Notes to Financial Statements and Report of Independent Auditors.

THE UPPER DECK COMPANY 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS		
Contributions		
Participant deferrals and rollover contributions	$	355,516
Investment Income		
Net investment gains and losses, and net depreciation in fair value of investments		(378,007)
Interest and dividends		212,318
Net Investment Income		(165,689)
Interest income on notes receivable from participants		6,429
Total Additions		196,256
DEDUCTIONS		
Benefit payments and termination distributions to participants		2,663,352
Administrative expenses		19,921
Total Deductions		2,683,273
Decrease in Net Assets Available for Benefits		(2,487,017)
Net Assets Available for Benefits at the Beginning of Plan Year		11,308,218
NET ASSETS AVAILABLE FOR BENEFITS AT THE END OF PLAN YEAR	$	8,821,201

See Notes to Financial Statements and Report of Independent Auditors.

THE UPPER DECK COMPANY 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2011

NOTE A DESCRIPTION OF THE PLAN

The following description of The Upper Deck Company 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a 401(k) profit sharing plan covering the employees of The Upper Deck Company and affiliated companies, Upper Deck Company LLC, Rancho Flores Property Management, LLC, and Advanced Anomaly, Inc. (collectively referred to as the "Company", "Employer", or "Sponsor"), and provides employees the opportunity to make tax deferred contributions to accumulate funds for their retirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and the Internal Revenue Code (IRC). The Plan has also been amended to conform to the federal EGTRRA tax act and various tax legislation known collectively as the GUST Amendments. Fidelity Management Trust Company ("Fidelity"), the Plan's Investment Custodian (the "Custodian") and Trustee (the "Trustee"), holds and invests the Plan assets and executes Plan transactions. The Company is the Administrator for the Plan.

Plan Eligibility

The Plan is available to all eligible employees of the Company who are not covered by a collective bargaining agreement. Employees are eligible to participate in the Plan upon completion of one month of service. Enrollments are allowed on the first day of the month.

Participant Contributions

Participants may contribute, and therefore defer for income tax purposes, a portion of their annual compensation not to exceed the maximum contribution allowable under the IRC. The maximum annual contribution allowed by the Internal Revenue Service (IRS) for each participant was $16,500 ($22,000 for those attaining age 50) during the calendar year 2011. Contributions are made through authorized payroll withholdings of up to 60% of eligible compensation per pay period, as designated by each participant. Participants may also contribute rollover amounts representing distributions from other qualified plans. Each participant's account is segregated and all investment assets are participant-directed within each account.

Employer Contributions

Effective February 23, 2009, the Plan was amended to suspend the employer matching contribution. Prior to the amendment, the Company matched participant contributions, within prescribed limits, as determined on an annual basis.

The Plan also allows for the Company to make a discretionary "profit sharing" contribution. Participants who completed at least 1,000 hours of service during the year and are employed on the last day of the Plan year are eligible for this contribution. The Company did not make any discretionary "profit sharing" contributions for Plan years 2010 or 2011.

NOTE A DESCRIPTION OF THE PLAN (CONTINUED)

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each account is credited with the participant's salary deferral contributions and rollover contributions, the Company's matching and discretionary "profit sharing" contribution, if any, and an allocation of Plan earnings or losses and expenses. Allocations are based on employee compensation or account balances, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

The portions of the participant's account attributable to elective deferral contributions and rollover contributions, plus the actual earnings thereon, are 100% vested and non-forfeitable.

The amounts allocated to each employee's account as Company matching contributions and discretionary "profit sharing," if any, become vested (i.e., non-forfeitable) in accordance with the following vesting schedule:

Years of Service	Vesting Percentage
Less than 2	–
2 or more	20%
3 or more	40%
4 or more	60%
5 or more	80%
6 or more	100%

A year of service is defined as any year in which an employee works at least 1,000, or equivalent, hours of service. A participant becomes fully vested in the entire balance of his or her account upon retirement, disability, death or upon termination of the Plan.

Investment Options

Upon enrollment in the Plan, participants may direct their salary deferral contributions, their share of any Employer contributions, and rollover contributions, into any of Forty-five (45) diversified investment alternatives as made available by the Plan Administrator, which are more fully described in the Plan's literature. At any time during the year, participants may directly make changes to their salary deferral percentage or to the percentage allocated to each investment fund within their account.

Benefit Payments and Other Distributions

Distributions from a participant's account, generally made upon termination of employment, disability, retirement, or death, are available in the form of lump-sum distributions. The benefit, to which a participant is entitled to receive, is the benefit that can be provided from the vested portion of the participant's account. Distributions made during the participant's employment are limited to financial requirements meeting the hardship provisions of the Plan or upon the participant attaining age 59 ½. Distributions cannot be delayed beyond the year in which a participant attains the age of 70 ½, pursuant to IRS regulations.

NOTE A DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

The Plan is permitted to make loans to participants not to exceed the lesser of 50% of a participant's vested account balance or $50,000. Only one outstanding loan is permitted to any participant at any one time. The loans bear interest at a fixed rate based on the prevailing interest rates as determined by the Plan Administrator at the date of the loan. At December 31, 2011, the interest rates ranged from 4.25% to 9.25% on the participants' loan balances, with individual maturities through August 2016. Principal and interest for active participants are repaid through payroll withholdings, generally over five years, although participants may select a shorter term. The Plan provides for maturities of up to ten years if the loan is used by the participant to acquire a principal residence.

Forfeiture Accounts

The Plan provides that nonvested Employer contribution balances, if any, in the accounts of terminated employees, become forfeitures. These balances are available first to reduce Company contributions and second to pay Plan trustee and administrative expenses. The Plan used $14,285 to reduce Plan expenses during the year ended December 31, 2011. Unallocated balances in the forfeiture account totaled $134,159 and $90,955 respectively, for the years ended December 31, 2011 and 2010.

Plan Termination Provision

Although the Plan Sponsor has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all participants' accounts become fully vested and non-forfeitable.

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently in the preparation of the Plan's financial statements:

Basis of Accounting

The financial statements of the Plan are reported on the accrual basis of accounting, in conformity with United States generally accepted accounting principles.

Recent Accounting Pronouncements

New Accounting Standards Adopted

The accounting standards initially adopted in the 2011 financial statements described below affected certain note disclosures but did not impact the statements of net assets available for benefits or the statement of changes in net assets available for benefits.

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) – Fair Value Measurement* (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. ASU 2011-04 is effective for the Plan prospectively for the year ending December 31, 2012. The adoption will not have a material effect on the statements of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the disclosures in the financial statements.

Investment Valuation and Income Recognition

The Plan's investments, which consist of units in registered investment company mutual funds, are valued at trade prices in active security markets, which approximates fair market value.

The category titled "Interest and dividends," as reflected in the accompanying "statement of changes in net assets available for benefits," consists primarily of interest and dividend earnings. The category "Net investment gains and losses, and net appreciation in fair value of investments," also presented in the "statement of changes in net assets available for benefits," consists of the net realized gains or losses from executed trades, and unrealized appreciation or depreciation in the current fair market value of the investments, as determined by the average cost method.

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

Notes Receivable from Participants

Notes receivable from participants are measured at amortized cost, which is determined as their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document. Interest income on participant loans is recorded when received by the Plan.

Administrative Expenses

Expenses to the Plan, including legal, audit, administrative, and trustee expenses, are generally paid by the Company, with the exception of certain record keeping and investment management expenses, which are paid for by the Plan and charged to the participants' accounts. Mutual fund administrative fees are charged directly to the accounts of participants who have elected to invest in that fund. Participants with notes pay an origination and annual loan fee for loan administration and maintenance from their respective Plan accounts.

Payment of Benefits

Benefit payments to participants are recorded in the financial statements as a reduction of assets available for benefit, as of the date the distribution is paid.

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the "statements of net assets available for benefits" and the "statement of changes in net assets available for benefits."

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires the Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Date of Management's Review

The management of the Plan has reviewed the results of operations for the period of time from its year-end December 31, 2011 through July 9, 2012, the date these financial statements were available to be issued, and have determined that no adjustments are necessary to the amounts reported in the accompanying financial statements, nor were there any subsequent events to recognize in these financial statements.

NOTE C FAIR VALUE MEASUREMENT

In accordance with ASC 820, *Fair Value Measurements and Disclosures*, the Plan's investments are reported at fair value in the accompanying "statements of net assets available for benefits." The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

- Level 1 - Inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and are observable for the asset or liability, either directly or indirectly, for substantially the full-term of the financial instrument.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's 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.

NOTE C FAIR VALUE MEASUREMENT (CONTINUED)

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds: These investments are public investment vehicles valued at the Net Asset Value (NAV) of shares held by the Plan at year-end. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

The following tables set forth by level, within the fair value of hierarchy, the Plan's asset at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value Measurements as of December 31, 2011, Utilizing:		
	Quoted Market Price Inputs (Level 1)	Significant Other Observable Inputs (Level 2)	Total Fair Value
Registered Investment Company Mutual Funds:			
Mid/large-cap stock	$ 5,834,789	$ -	$ 5,834,789
Small-cap stock	1,059,926	-	1,059,926
International	642,001	-	642,001
Fixed income	692,287	-	692,287
Money market	480,946	-	480,946
Total Mutual Funds	$ 8,709,949	$ -	$ 8,709,949

	Assets at Fair Value Measurements as of December 31, 2010, Utilizing:		
	Quoted Market Price Inputs (Level 1)	Significant Other Observable Inputs (Level 2)	Total Fair Value
Registered Investment Company Mutual Funds:			
Mid/large-cap stock	$ 7,608,530	$ -	$ 7,608,530
Small-cap stock	1,286,250	-	1,286,250
International	894,076	-	894,076
Fixed income	773,056	-	773,056
Money market	564,161	-	564,161
Total Mutual Funds	$ 11,126,073	$ -	$ 11,126,073

NOTE D INVESTMENTS AND INFORMATION CERTIFIED BY THE FIDELITY MANAGEMENT TRUST COMPANY (UNAUDITED)

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA.

NOTE D INVESTMENTS AND INFORMATION CERTIFIED BY THE FIDELITY MANAGEMENT TRUST COMPANY (UNAUDITED)(CONTINUED)

Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the following information certified by the Plan's Trustee, Fidelity Management Trust Company, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

Plan assets are held by Fidelity Management Trust Company who is responsible for the valuation and maintenance of all accounting records and the preparation of reports of activity related to those assets. The Trustee has certified to the Plan Administrator the completeness and accuracy of the financial information and data presented in the December 31, 2011 and 2010 "statements of net assets available for benefits" and in the "statement of changes in net assets available for benefits" for the year ended December 31, 2011. Financial information relating to assets included in the accompanying financial statements is based on the following information provided by the Trustee.

The following table presents the fair value of the participant-directed investments in this Plan that were certified as complete and accurate by the Trustee. Single investments representing 5% of the Plan's "net assets available for benefits" as of December 31, 2011 and 2010 are separately identified.

	2011	2010
Fidelity Growth Company Fund	$ 1,034,417	$ 1,422,843
Fidelity Low Price Stock Fund	544,857	1,144,221
Rainier Small/Mid-Cap Fund	845,414	1,014,474
Fidelity Diversified International Fund	642,001	898,076
Fidelity Balanced Fund	614,718	785,756
Fidelity Equity Income Fund	693,038	848,391
Fidelity Retirement Money Market Portfolio	480,945	564,162
Fidelity Freedom 2030 Fund	447,929	*
Fidelity Intermediate Bond	608,441	692,193
Other funds not exceeding 5% of Plan net assets at the end of each Plan year	2,798,189	3,755,957
Total	$ 8,709,949	$ 11,126,073

*Did not exceed 5% of net assets in the respective year indicated.

Fidelity Management Trust Company also certified to the completeness and accuracy of the "net investment gains and losses, and net depreciation in fair value of investments" of $(378,007) and "interest and dividends" of $212,318, relative to the aforementioned investments for the year ended December 31, 2011.

The market volatility of equity-based investments is expected to substantially impact the value of such investments at any given time. It is possible that the value of the Plan's investments, both in total and within the individual accounts of participants, has declined subsequent to December 31, 2011.

NOTE E CORRECTIVE DISTRIBUTIONS PAYABLE

The IRC and the Plan limit the amount certain highly compensated individuals may contribute, based on amounts contributed by lower compensated individuals. The Plan's results did not satisfy certain nondiscrimination tests related to these limitations for the year ended December 31, 2011. As a result, the Plan was required to return excess contributions for the year ended December 31, 2011. The accompanying financial statements include $2,238 in corrective distributions payable related to these issues for the year ended December 31, 2011.

NOTE F ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consisted principally of registered investment company mutual funds, were held and managed by the Trustee of the Plan. Company contributions were held and managed by the Trustee, which invested cash received, interest and dividend income and made distributions to participants.

Certain administrative functions were performed by officers or employees of the Sponsor. No such officer or employee received compensation from the Plan. Administrative expenses were paid primarily by the Plan Sponsor, with the exception of certain Trustee fees that were paid by the Plan.

NOTE G RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Fidelity Management Trust Company, the Plan's Investment Custodian, manages the Plan's investments in registered investment company mutual funds. These transactions qualify as exempt party-in-interest (related party) transactions. Fees paid to the Custodian for investment management services are paid by the Plan. During the year ended December 31, 2011, there were no prohibited party-in-interest (related party) transactions between the Plan and any party-in-interest.

NOTE H TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Fidelity Management Trust Company ("Fidelity"), for which an IRS favorable determination letter was received on March 31, 2008. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan Trustee believe that the Plan is currently being operated in compliance with the applicable requirements of the IRC and that the Plan and related trust continue to be tax-exempt. Participants in a qualified plan are not subject to income taxes on Company contributions or dividend income allocated to their accounts until a distribution is made from the Plan. Therefore, no provision for income taxes has been included in the Plan's financial statements.

United States generally accepted accounting principles 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 not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 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 Plan years prior to the year ended December 31, 2008.

NOTE I RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements at December 31, 2011 and 2010 to the Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 8,821,201	$ 11,308,218
Receivable for participant contribution receivable at year-end	(9,727)	(12,476)
Accrual for corrective distributions payable at year-end	2,238	-
Deemed distributions during Plan year-end December 31, 2011 on Form 5500	(1,013)	-
Total Net Assets Available for Plan Benefits per Form 5500 Statements	$ 8,812,699	$ 11,295,742

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2011 to Form 5500:

Net decrease in net assets available for benefits per the financial statements	$ (2,487,017)
Participant contributions	
Receivable for participant contributions receivable at December 31, 2011	(9,727)
Deemed Distributions during Plan year-end December 31, 2011 on Form 5500	(1,013)
Accrual for corrective distributions payable at December 31, 2011	2,238
Receivable for participant contributions at December 31, 2010	12,476
Total Net Decrease in Net Assets Available for Benefits per Form 5500	$ (2,483,043)

THE UPPER DECK COMPANY 401(k) PLAN

SUPPLEMENTAL SCHEDULE

FOR THE YEAR ENDED
DECEMBER 31, 2011

THE UPPER DECK COMPANY 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SPONSOR EIN 20-0379590, PLAN NUMBER 001

DECEMBER 31, 2011

(a)	(b) Identity of Issuer	(c) Identity of Investment/Description	(d) Cost	(d) Cost
		Registered Investment Accounts:		
*	Fidelity Management Trust Company	Fidelity Growth Company Fund	-	$ 1,034,417
*	Fidelity Management Trust Company	Fidelity Low Price Stock Fund	-	544,857
*	Fidelity Management Trust Company	Rainer Small/Mid-Cap Fund	-	845,414
*	Fidelity Management Trust Company	Fidelity Diversified International Fund	-	642,001
*	Fidelity Management Trust Company	Fidelity Balanced Fund	-	614,718
*	Fidelity Management Trust Company	Fidelity Equity Income Fund	-	693,038
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Portfolio	-	480,945
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	-	447,929
*	Fidelity Management Trust Company	Fidelity Intermediate Bond	-	608,441
*	Fidelity Management Trust Company	Fidelity OTC Portfolio Fund	-	422,218
*	Fidelity Management Trust Company	Fidelity Fund	-	316,636
*	Fidelity Management Trust Company	Fidelity Select Natural Resources Fund	-	266,657
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	-	362,061
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	-	222,472
*	Fidelity Management Trust Company	Fidelity Telecom & Utilities Fund	-	175,321
*	Fidelity Management Trust Company	Fidelity Select Technology Fund	-	92,930
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	-	26,026
*	Fidelity Management Trust Company	Fidelity Select Heathcare Fund	-	140,035
*	Fidelity Management Trust Company	Fidelity Small-Cap Stock Fund	-	98,450
*	Fidelity Management Trust Company	Wells Fargo Small-Cap Investment Fund	-	101,653
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	-	64,760
*	Fidelity Management Trust Company	Fidelity Select Industrials Fund	-	88,926
*	Fidelity Management Trust Company	Fidelity Select Utilities Fund	-	96,825
*	Fidelity Management Trust Company	Fidelity Cap Appreciation Fund	-	27,058
*	Fidelity Management Trust Company	Fidelity Value Fund	-	42,150
*	Fidelity Management Trust Company	Fidelity Select Financial Fund	-	41,300
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	-	61,245
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	-	24,853
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	-	33,176
*	Fidelity Management Trust Company	Fidelity Freedom 2000 Fund	-	47,401
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	-	9,071
*	Fidelity Management Trust Company	Spartan Extended Market Index Fund	-	18,519
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	-	769
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	-	3,268
*	Fidelity Management Trust Company	Fidelity Stock Select Small-Cap	-	14,409
*	Notes Receivable from Particpants	Interest rates ranging from 4.25% to 9.25%, maturing through August 2016	-0-	103,763

*Represents an investment with a party-in-interest.

The above information, with the exception of the notes recievable from participants, has been certified as complete and accurate to the best of their knowledge by Fidelity Management Trust Company, the Investment Custodian and Trustee.

Column (d) is not required to present cost information as all investments are participant-directed.

Schedule R (FORM 5500)	Retirement Plan 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 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.**	**2011** **This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning // and ending //

A Name of Plan
The Upper Deck Company 401(k) Plan

B Three-digit plan number (PN): 001

C Plan sponsor's name as shown on line 2a of Form 5500
The Upper Deck Company

D Employer Identification Number (EIN)
200379590

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): 046568107

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 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: 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.

6a 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

11a Does the ESOP hold any preferred stock? ( ) Yes ( ) No

11b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" ( ) Yes ( ) No

loan?(See instructions for definition of "back-to-back" loan.)

12 Does the ESOP hold any stock that is not readily tradable on an established securities market?

☐ Yes ☐ No

THE UPPER DECK COMPANY 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SPONSOR EIN 20-0379590, PLAN NUMBER 001

DECEMBER 31, 2011

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