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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
VERDE HOLDINGS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1960

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

P.O. BOX 2000
STAFFORD, TX 77497-2000

4230 GREENBRIAR DR.
STAFFORD, TX 77477-3917

2b Employer Identification Number (EIN)
76-0697864

2c Sponsor's telephone number
281-240-2000

2d Business code (see instructions)
423800

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.	07/11/2011	DAN ENGLISH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/11/2011	DAN ENGLISH
	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")
VERDE HOLDINGS, INC.

P.O. BOX 2000
STAFFORD, TX 77497-2000

3b Administrator's EIN
76-0697864

3c Administrator's telephone number
281-240-2000

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**	443
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**	418
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	35
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	453
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	453
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	453
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
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:
2I 2O 3H 2C 2Q

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)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A Name of plan
VERDE HOLDINGS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
76-0697864

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)	2995558	2375448
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	875	309
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4428527	4558603
(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)		
(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)	28312360	31695518
(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)	117125506	132027840
	(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	152862826	170657718
	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	152862826	170657718

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)	3675454	
	(B) Participants	2a(1)(B)		
	(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)		3675454
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	12251	
	(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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12251
	(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)	343797	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		343797
	(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)	11907925	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		11907925
(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)		3039361
c Other income	2c		6950299
d Total income. Add all **income** amounts in column (b) and enter total	2d		25929087
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8134195	
(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)		8134195
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8134195
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		17794892
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: HEIN & ASSOCIATES LLP (2) EIN: 84-0749233

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			

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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 10/01/2009 and ending 09/30/2010

A Name of plan
VERDE HOLDINGS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
76-0697864

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): 76-0028668

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** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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):

HEIN & ASSOCIATES LLP
Certified Public Accountants and Advisors

VERDE HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS

SEPTEMBER 30, 2010 AND 2009

Verde Holdings, Inc. Employee Stock Ownership Plan
Financial Statements
September 30, 2010 and 2009

C O N T E N T S

Independent Auditor's Report 1

Statements of Net Assets Available for Benefits 2

Statements of Changes in Net Assets Available for Benefits 3

Notes to Financial Statements ..... 4 - 10

Supplemental Schedule

Schedule H, line 4i – Schedule of Assets (Held at End of Year) 11

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because the schedules are not applicable.

HEIN & ASSOCIATES LLP
Certified Public Accountants and Advisors

INDEPENDENT AUDITOR'S REPORT

June 27, 2011

To the Committee of the Verde Holdings, Inc. Employee Stock Ownership Plan:

We were engaged to audit the statements of net assets available for benefits of the Verde Holdings, Inc. Employee Stock Ownership Plan (the "Plan") as of September 30, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule as of September 30, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Amegy Bank, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Committee that the custodian holds the Plan's investment assets and executes investment transactions. The Committee has obtained a certification from the custodian as of September 30, 2010 and 2009 and for the year then ended, that the information provided to the Committee by the custodian is complete and accurate.

Because of the significance of the information 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 form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hein & Associates LLP

Certified Public Accountants

500 Dallas Street, Suite 2900
Houston, Texas 77002
Telephone: 713-850-9814
Fax: 713-850-0725
www.heincpa.com

Verde Holdings, Inc. Employee Stock Ownership Plan
Statements of Net Assets Available For Benefits

	September 30, 2010	September 30, 2009
Assets:		
Investments, at fair value:		
Interest bearing cash	$ 4,558,603	$ 4,428,527
Verde Holdings, Inc. common stock	132,027,840	117,125,506
Mutual funds	31,695,518	28,312,360
	168,281,961	149,866,393
Receivables:		
Employer's contribution	2,375,448	2,995,558
Accrued interest	309	875
	2,375,757	2,996,433
Net assets available for benefits	$ 170,657,718	$ 152,862,826

See notes to financial statements.

Verde Holdings, Inc. Employee Stock Ownership Plan
Statements of Changes in Net Assets Available for Benefits

	Years Ended September 30,	
	2010	2009
Additions to net assets:		
Investment income:		
Net appreciation of investments from:		
Verde Holdings, Inc. common stock	$ 11,907,925	$ 24,665,795
Mutual funds	3,383,158	-
Interest and other	12,251	61,715
Corporate distributions from Verde Holdings, Inc.	6,950,299	5,015,987
Employer contributions	3,675,454	4,231,318
Total additions to net assets	25,929,087	33,974,815
Deductions from net assets:		
Net depreciation of investments from:		
Mutual funds	-	3,194,403
Benefits paid to participants	8,134,195	13,751,956
Total deductions from net assets	8,134,195	16,946,359
Net increase (decrease) in net assets	17,794,892	17,028,456
Net assets available for benefits:		
Beginning of year	152,862,826	135,834,370
End of year	$ 170,657,718	$ 152,862,826

See notes to financial statements.

A. Description of the Plan

The following brief description of the Verde Holdings, Inc. Employee Stock Ownership Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General – The Plan, a defined contribution, trusteed, non-contributory plan, was adopted on November 1, 1960 by Puffer-Sweiven, Inc. to provide eligible employees with future retirement benefits. The Plan was amended, restated and became qualified as an employee stock ownership plan on November 1, 1978. During 2002, the Company implemented a holding company structure and changed its name to Verde Holdings, Inc. (the "Company"), and on May 15, 2002, the Plan was amended to change its name to Verde Holdings, Inc. Employee Stock Ownership Plan. Since the Plan's adoption, it has been subjected to various other amendments. The Plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan previously consisted of both a Money Purchase Pension Plan ("MPPP") and a Stock Bonus Profit Sharing Plan ("SBPSP"). Effective October 1, 2002, the MPPP was frozen. All activity since October 1, 2002 has been conducted in the SBPSP.

Effective, April 1, 2010, the Company adopted Verde Holdings, Inc. 401(k) Plan (plan number 003, the "401(k) Plan"). The 401(k) Plan is separate from the ESOP. However, the 401(k) Plan requires certain contributions to be made to the ESOP. Specifically, effective April 1, 2010, safe harbor contributions and discretionary matching contributions that are tied to deferrals under the 401(k) Plan will be made to special sub-accounts established under the ESOP.

Trust and Administration – Effective October 1, 2004, A. J. Grobmyer, D. A. English, and S. L. Shaver were appointed as the Plan's Co-trustees ("Trustee"), all of whom were members of the Company's Board of Directors and served without compensation for services as co-trustees. Duties of the Trustee include, among others, receiving contributions, collecting income, reinvesting the trust fund and authorizing payments from the trust fund. The term "trust fund" refers to all assets held from time to time by the custodian under the Trust without distinction between contributions and income.

The Plan is administered by the Company by a Committee appointed by the Company's Board of Directors. At September 30, 2010 and 2009, the Committee consisted of three members, all of whom were members of the Company's Board of Directors and served without compensation for their services on the Committee. Duties of the Administrator include, but are not limited to the power to interpret the Plan and to decide on all questions of eligibility and the status and rights of participants.

A. Description of the Plan (Continued)

Eligibility – For purposes of the SBPSP and discretionary matching contribution segments of the Plan, eligible employees shall commence participation on the October 1 or April 1 coinciding with or next following the date they complete one eligibility year of service with the Company (or a participating employer). In order to receive the stock bonus profit sharing contribution and/or discretionary matching contribution, the eligible employee must either (i) be employed on the last day of the plan year and must have completed 1,000 hours of service with an employer during the plan or (ii) must have died, retired on or after attaining normal retirement age or suffered a permanent and total disability during the plan year. For purposes of the safe harbor contributions made with respect to the plan year running from April 1, 2010 through September 30, 2010, all eligible employees commence on the October 1 or April 1 coinciding with or next following the date they become eligible employees. There is no requirement that an eligible employee either complete 1,000 hours of service or be employed on the last day of the plan year in order to receive safe harbor contributions. Employees must have attained the age of 21 years in order to be eligible to participate in any segment of the Plan.

Contributions – The Company, in its discretion, may make a contribution to the SBPSP segment of the Plan from its current or accumulated net profits in an amount which the Company's Board of Directors deems advisable.

Effective April 1, 2010, the Company adopted the 401(k) Plan. Certain matching contributions allocated to sub-accounts in the ESOP are tied to deferrals under the 401(k) Plan. Other contributions may be made to the ESOP in order to ensure that the 401(k) Plan satisfies certain nondiscrimination requirements. Specifically, for the 401(k) Plan's short plan year running from April 1, 2010 to September 30, 2010, any discretionary matching contributions allocated to sub-accounts established in the ESOP shall be tied to deferrals in the 401(k) Plan. Furthermore, for the 401(k) Plan's short plan year running from April 1, 2010 to September 30, 2010, safe harbor contributions shall be allocated to sub-accounts established in the ESOP so that the 401(k) Plan can satisfy the nondiscrimination requirements.

The total contributions and forfeitures with respect to a participant's account cannot exceed the limits imposed by the Internal Revenue Code ("IRC") or 100% of the participant's total compensation (as defined in the plan document) for each plan year. The limits imposed by the IRC are adjusted annually for increases in the cost of living in accordance with regulations issued by the Internal Revenue Service ("IRS").

Vesting – Each participant's accrued benefit is 100% nonforfeitable upon and after the attainment of normal retirement age (62 years of age) or termination as a result of death or disability. The amounts allocable to a participant's safe harbor matching contribution sub-account are always 100% vested.

A. Description of the Plan (Continued)

If a participant's employment terminates prior to normal retirement age for any reason other than death or disability, then the participant is entitled to receive the nonforfeitable percentage of his or her accrued benefit in the discretionary matching segment, if any, and the SBPSP segment of the Plan (the balance being a forfeiture) according to years of service as follows:

Years of Service	Percentage of nonforfeitable accrued benefit
Less than two years	None
2 years	20
3 years	40
4 years	60
5 years	80
6 years and over	100

All non-vested forfeited amounts are allocated to the remaining participants in the Plan.

Forfeitures from the MPPP are allocated to participants with MPPP account balances at year end. MPPP forfeitures totaled $14,086 and $18,877 at September 30, 2010 and 2009, respectively. SBPSP forfeitures are used to reduce Company contributions for the year in which the forfeiture occurs. SBPSP forfeitures for the plan year totaled $56,859 and $106,073 at September 30, 2010 and 2009, respectively.

Payment of Benefits – No distributions from the Plan will be made until the participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), reaches age 55 and elects to diversify, otherwise terminates employment with the Company, or unless required through a Qualified Domestic Relations Order.

Unless the participant otherwise elects, the Trustee is required to distribute the participant's nonforfeitable accrued benefit no later than the sixtieth day after the close of the plan year in which occurs the latest of:

(a) The date the participant attains or will have attained normal retirement age; or,
(b) The tenth anniversary of the year in which the participant commenced participation in the Plan; or
(c) The date the participant terminates employment with the Company for any reason.

Distributions were made in cash during the years ended September 30, 2010 and 2009.

A. Description of the Plan (Continued)

Participant Accounts – Each plan year, each participant account of eligible participants is credited with an allocation of the Company's contribution and forfeitures of terminated participants' nonvested account balances as defined in the plan document. Eligible participants are those participants who have either (a) completed 1,000 hours of service (as defined in the plan document) during the plan year and are employed on the last day of the plan year or (b) died, rehired or suffered disability during the plan year. In addition to the allocation discussed above, all eligible participants' accounts are credited with the Plan's earnings or losses, corporate distributions from the Company, and Company contributions.

Termination – Although it has not expressed intent to terminate the Plan, the Company's Board of Directors may do so. In such event, participants will become fully vested in their account balance and the Trustee of the Plan will distribute such amounts to each participant.

B. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements are prepared on the accrual basis of accounting.

Investments – Investments are reported in the financial statements at fair value, based on their quoted closing net asset values per share. The common stock of the Company is not traded on a public exchange; the fair value of Company's stock is determined on an annual or more frequent basis by an independent appraiser. Dividend income is accrued on the ex-dividend date. Interest income is recorded on the accrual basis. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the average cost method. The Plan is non-participant directed.

Risks and Uncertainties – The Plan provides for investment in various securities with a concentration in the Company's common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term.

Payments of Benefits – Benefits are recorded when paid.

Administrative Expenses – Administrative expenses consist of all expenses incidental to the administration, termination or protection of the Plan, including, but not limited to, legal and accounting fees. For the years ended September 30, 2010 and 2009, the Company paid $228,999 and $189,615, respectively, in expenses on behalf of the Plan.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Committee to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from these estimates.

B. Summary of Significant Accounting Policies (Continued)

Diversification – Diversification is offered to participants close to retirement age so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least 55 with 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to twenty-five percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to fifty percent.

Investment Valuation and Allocation – Investments are valued at fair value on September 30, 2010 and 2009. Fair value of the common shares of the Company is determined by annual independent appraisals.

At the end of the Plan year, the Committee will allocate gains, losses and earnings for that Plan year to all participants' separate accounts on the basis of each participant's opening account balances for the Plan year less distributions and charges to each participant's accounts during the Plan year.

Codification Standard – On July 1, 2009, Accounting Standards Codification ("Codification" or "ASC") became the single source of authoritative nongovernmental U.S. generally accepted accounting principles ("U.S. GAAP"). The codification is effective for interim and annual periods ended after September 15, 2009 and all previous level (a)-(d) U.S. GAAP standards issued by a standard setter are superseded. The Plan has adopted the provisions of the Codification with its reporting period ended September 30, 2009. Adoption of the new guidance did not materially impact the Plan's financial statements.

New Accounting Pronouncements – In May 2009, the FASB issued new accounting guidance, under ASC Topic 855 on Subsequent events, which sets forth: 1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements; 2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements; and 3) disclosures that an entity should make about events or transactions that occurred after the balance sheet date. This guidance was effective for interim and annual periods ending after June 15, 2009. The adoption of this guidance did not have a material effect on the Plan's financial statements.

C. Individual Plan Amounts

All employees who participated in the Plan prior to the merger of the MPPP component into the SBPSP component continue to have separate accounts that identify their benefits under both the MPPP and SBPSP. The assets, earnings, contributions, and distributions for each of the two components and the totals for the Plan are as follows:

	MPPP	SBPSP	Total Plan
Net assets, September 30, 2008	$ 43,789,873	$ 92,044,497	$ 135,834,370
Employer contributions	-	4,231,318	4,231,318
Distributions to participants	(4,442,520)	(9,309,436)	(13,751,956)
Corporate distributions from Verde Holdings, Inc.	1,588,126	3,427,861	5,015,987
Net investment loss and income	6,741,680	14,791,427	21,533,107
Net assets, September 30, 2009	47,677,159	105,185,667	152,862,826
Employer contributions	-	3,675,454	3,675,454
Distributions to participants	(2,472,396)	(5,661,799)	(8,134,195)
Corporate distributions from Verde Holdings, Inc.	2,145,843	4,804,456	6,950,299
Net investment gain and income	4,800,808	10,502,526	15,303,334
Net assets, September 30, 2010	$ 52,151,414	$ 118,506,304	$ 170,657,718

D. Fair Value Measurements

As of October 1, 2008, the Plan adopted the provisions of SFAS No. 157, *Fair Value Measurements* ("SFAS No. 157") for its investments. SFAS No. 157 establishes a 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 identifiable assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). An asset or liability's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy under SFAS No. 157 are described below:

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.

D. Fair Value Measurements (Continued)

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

The Plan's investments measured at fair value on a recurring basis were as follows:

	Investments at fair value as of September 30, 2010			
	Level 1	Level 2	Level 3	Total
Interest bearing cash	$ 4,558,603			$ 4,558,603
Mutual funds	31,695,518			31,695,518
Company stock		132,027,840		132,027,840
Total investments at fair value	$ 36,254,121	$ 132,027,840	$ -	$ 168,281,961

	Investments at fair value as of September 30, 2009			
	Level 1	Level 2	Level 3	Total
Interest bearing cash	$ 4,428,527			$ 4,428,527
Mutual funds	28,312,360			28,312,360
Company stock		117,125,506		117,125,506
Total investments at fair value	$ 32,740,887	$ 117,125,506	$ -	$ 149,866,393

E. Information certified by the Plan custodian (for the years ended September 30, 2010 and 2009)

The Committee has elected the method of annual reporting compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information is a summary of unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedules that were prepared by the Plan's custodian (for the years ended September 30, 2010 and 2009) and furnished to the Committee. The Committee has obtained certifications from the Plan's custodian that such information is complete and accurate as of and for the years ended September 30, 2010 and 2009:

1. Investments, as shown in the Statements of Net Assets Available for Benefits as of September 30, 2010 and 2009 and in Note F.

2. Investment activity (net appreciation or depreciation) in fair value of investments and interest and dividend income as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended September 30, 2010 and 2009 and in Note C.

3. Supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) at September 30, 2010.

E. Information certified by the Plan custodian (for the years ended September 30, 2010 and 2009) (Continued)

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

F. Investments

The following presents the fair value of investments held by the Plan. Individual investments that represent 5% or more of the Plan's net assets available for benefits in either plan year are separately identified below:

	September 30,	
	2010	2,009
Vanguard S&P 500 Index	$ 11,860,750	$ 10,765,198
Verde Holdings, Inc. Common Stock *	132,027,840	117,125,506
Other	24,393,371	21,975,689
	$ 168,281,961	$ 149,866,393

* Party-in-interest.

G. Federal Income Taxes

The Plan obtained its latest determination letter dated October 15, 2003, in which the IRS stated that the Plan was in compliance with the applicable requirements of the IRC and as such, the Plan continues to be tax exempt. This determination letter covers amendments to the Plan through January 3, 2002. The Plan has been amended since that date. However, the Committee believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

H. Party-in-Interest Transactions

Certain Plan investments are shares of the Company's common stock. Transactions with the Company qualify as party-in-interest transactions.

I. Subsequent Events

Subsequent to year end, Reliance Trust Company became the Plan's Trustee effective January 1, 2011.

The Plan has evaluated subsequent events through June 27, 2011 the date which the financial statements were issued.

SUPPLEMENTAL SCHEDULE

Verde Holdings, Inc. Employee Stock Ownership Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
September 30, 2010

Plan EIN 76-0697864
Plan Number 001

(a)	(b)	(c)	(d)	(e)
Parties in Interest	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, including number of shares, Maturity Date, Collateral, Par or Maturity Value	Cost	Current Value
	Interest bearing cash:			
	Fidelity Fund 541 Money Mkt Port CL II		$ 4,558,603	$ 4,558,603
	Common Stock:			
*	Verde Holdings, Inc	3,996,000	19,799,619	132,027,840
	Mutual Funds:			
	Vanguard S&P 500 Index	113,630	13,149,559	11,860,750
	Baron Asset FD	115,503	6,634,448	5,690,835
	Fairholme FD Com	177,970	4,907,477	5,830,306
	Buffalo Small Cap	75,932	1,400,000	1,804,148
	Paradigm FDS Value FD	42,795	2,381,195	2,008,369
	Thornburg Invt TR Global Value I	169,406	5,001,229	4,501,110
			$ 57,832,130	$ 168,281,961

* Party- in- interest

See independent auditor's report.

Verde Holdings, Inc. Employee Stock Ownership Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
September 30, 2010

Plan EIN 76-0697864
Plan Number 001

(a) Parties in Interest	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, including number of shares, Maturity Date, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Interest bearing cash:			
	Fidelity Fund 541 Money Mkt Port CL II		$ 4,558,603	$ 4,558,603
	Common Stock:			
*	Verde Holdings, Inc	3,996,000	19,799,619	132,027,840
	Mutual Funds:			
	Vanguard S&P 500 Index	113,630	13,149,559	11,860,750
	Baron Asset FD	115,503	6,634,448	5,690,835
	Fairholme FD Com	177,970	4,907,477	5,830,306
	Buffalo Small Cap	75,932	1,400,000	1,804,148
	Paradigm FDS Value FD	42,795	2,381,195	2,008,369
	Thornburg Invt TR Global Value I	169,406	5,001,229	4,501,110
			$ 57,832,130	$ 168,281,961

* Party- in- interest

See independent auditor's report.