Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
VERDE HOLDINGS, INC. 401K PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 04/01/2010

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

VERDE HOLDINGS, INC.

4230 GREENBRIAR DRIVE
STAFFORD, TX 77497

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.	07/11/2014	ANN KIM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/11/2014	ANN KIM
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	548
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**	544
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	75
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	619
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	619
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	494
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
VERDE HOLDINGS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 003

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 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

PIMCO FUNDS

95-2632339

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

AMERICAN BEACON

75-2401150

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

AMERICAN FUNDS

95-1411037

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

DODGE & COX

94-1441976

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

GOLDMAN SACHS

13-5108880

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

HOTCHKIS & WILEY

95-4871957

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

OAKMARK

04-3276558

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

ROYCE

52-2343049

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

THORNBURG

85-0301299

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

VANGUARD

23-1945930

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

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

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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
21 37 49 50 52 60 62 64	SERVICE PROVIDER	21530	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

WELLS FARGO ADVISORS, LLC

34-1542819

(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?
27 51	NONE	14093	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
VERDE HOLDINGS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
76-0697864

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE RETURN FUND N60

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251407-001	C	454017

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
VERDE HOLDINGS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 003

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		435
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)		
(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)	293380	488788
(9) Value of interest in common/collective trusts	1c(9)	297717	454017
(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)	6492101	9967087
(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	7083198	10910327
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	7083198	10910327

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)	2592006	
(C) Others (including rollovers)	2a(1)(C)	481406	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3073412
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	16495	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16495
(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)	226683	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		226683
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4329
(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)		1018581
c Other income	2c		23
d Total income. Add all **income** amounts in column (b) and enter total	2d		4339523
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	472147	
(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)		472147
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		9180
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)	31067	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		31067
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		512394
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3827129
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
VERDE HOLDINGS, INC. 401K PLAN

B Three-digit plan number (PN) ▶ 003

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): 41-6257133

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



VERDE HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REPORT
WITH SUPPLEMENTAL SCHEDULE

SEPTEMBER 30, 2013 AND 2012

Verde Holdings, Inc.401(k) Plan
Financial Statements
September 30, 2013 and 2012

C O N T E N T S

Page

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

Hein & Associates LLP
500 Dallas St., Suite 2500
Houston, Texas 77002

www.heincpa.com
P 713.850.9814
F 713.850.0725

INDEPENDENT AUDITOR'S REPORT

To the Verde Holdings, Inc. 401(k) Administration Committee
and Verde Holdings, Inc. Board of Directors:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Verde Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended September 30, 2013 and 2012, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified or provided by Wells Fargo Bank, N. A., the Custodian and Recordkeeper of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Custodian as of September 30, 2013 and 2012, and for the years ended September 30, 2013 and 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

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

Other Matter
The supplemental schedule – Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of September 30, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hein & Associates LLP

Houston, Texas
July 9, 2014

Verde Holdings, Inc. 401(k) Plan
Statements of Net Assets Available For Benefits

	September 30, 2013	September 30, 2012
Assets:		
Investments, at fair value:		
Registered investment companies	$ 9,580,205	$ 6,158,841
Stable value fund	386,882	333,120
Common / collective funds	454,452	297,857
	10,421,539	6,789,818
Receivables:		
Employee contributions	93,036	90,249
Notes from participants	488,788	293,380
	581,824	383,629
Net assets available for benefits	$ 11,003,363	$ 7,173,447

The accompanying notes are an integral part of these financial statements

Verde Holdings, Inc. 401(k) Plan
Statements of Changes in Net Assets Available For Benefits

	For the years ended September 30,	
	2013	2012
Additions to net assets:		
Investment income:		
Net appreciation of investments from:		
Registered investment companies	$ 992,307	$ 692,013
Common / collective funds	4,329	3,563
Interest and dividend income	226,683	131,400
	1,223,319	826,976
Interest on participant notes	16,495	9,817
Participant contributions	3,076,199	2,622,954
Total additions to net assets	4,316,013	3,459,747
Deductions from net assets:		
Benefits paid to participants	463,466	232,262
Administrative expenses	22,631	18,035
Total deductions from net assets	486,097	250,297
Net increase in net assets available for benefits	3,829,916	3,209,450
Net assets available for benefits:		
Beginning of year	7,173,447	3,963,997
End of year	$ 11,003,363	$ 7,173,447

The accompanying notes are an integral part of these financial statements

Verde Holdings, Inc. 401(k) Plan
Notes to Financial Statements
September 30, 2013 and 2012

A. Description of the Plan

The following brief description of the Verde Holdings, Inc. 401(k) 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, contributory plan was adopted April 1, 2010 and covers substantially all domestic employees of Verde Holdings, Inc. (the "Company" or "Employer") and of its subsidiaries. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration - Wells Fargo Bank, N.A. ("Wells Fargo") serves as Trustee, Custodian and Recordkeeper of the Plan. The Trustee is responsible for the safekeeping of the trust fund. Duties of the Custodian include, among others, receiving contributions, collecting income, reinvesting the trust fund and making payments from the trust fund as directed. The term "trust fund" refers to all assets of whatever kind of nature held from time to time by the Custodian under the trust without distinction between contributions and income.

Eligibility - Each employee may become a participant on the first entry date coinciding with, or following attainment of age 21. Entry dates are the first day of the month.

Contributions - Participants may elect voluntary salary deferral contributions withheld from their salary based on an elected percentage, subject to annual individual deferral limitations imposed by the Internal Revenue Code ("IRC"). 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"). Annual statutory contribution limits were $17,500 for 2013 and $17,000 for 2012. Participants who are aged 50 during the plan year ended September 30, 2013 and 2012, are eligible to make catch-up contributions of up to $5,500 per year.

Participant contributions are matched by employer contributions of 100 percent of the participant's contribution up to a maximum of 4 percent of employee's eligible compensation. Participants may also contribute amounts representing distributions from other qualified benefit or contribution plans. Participant's salary deferral contributions are self-directed in the investment funds of the Plan. Employer matching contributions are contributed to the Company's Employee Stock Ownership Plan (ESOP) using cash, Company stock or a combination thereof.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of Plan earnings and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – In the Plan years ended September 30, 2013 and 2012, participants were vested immediately at 100 percent in their elective contributions and the safe harbor matching contributions made into the ESOP.

A. Description of the Plan (Continued)

Notes from Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 8.0%. Principal and interest are paid ratably through regular payroll deductions for current employees, and remitted directly to the Trustee. Loan balances for terminated employees are payable upon termination of employment.

Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Benefits - On termination of employment or a disability, a participant is eligible to receive benefit payments in the amount equal to the value of the participant's vested interest in his or her account. A participant may elect to receive either a lump-sum amount equal to their account, or a rollover to another employer sponsored retirement plan or individual retirement account. The Plan also permits distributions based on hardship.

Plan Termination - Although it has not expressed intent to terminate the Plan, the Company's Board of Directors may do so. In such event, the trustee of the Plan will distribute the account balance to each participant.

B. Summary of Significant Accounting Policies

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting.

Risks and Uncertainties - The Plan provides for investments that are exposed to various 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 the amounts reported in the statements of net assets available for benefits, and therefore could affect participants' account balances.

B. Summary of Significant Accounting Policies (Continued)

Benefits Payable - Benefits are recorded when paid. Accordingly, benefits payable to persons who have elected to withdraw from the Plan but have not yet been paid are not accrued. At September 30, 2013 and 2012, there were no amounts payable to participants.

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, 2013 and 2012, the Company paid $54,689 and $93,363, 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 management 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.

Investment Valuation and Income Recognition – Investments in registered investment companies are valued at quoted market prices as of the date of the statement of net assets available for benefits. Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Realized gains (losses) on sales of investments and unrealized appreciation (depreciation) are reported on the average cost method. The Plan's investments in common collective trusts are stated at fair value as determined by the Custodian based upon the quoted market values of the underlying assets. Interest income is reported on the accrual basis.

C. Fair Value Measurements

The Financial Accounting Standards Board ("FASB") established 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 are described below:

C. Fair Value Measurements (Continued)

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

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

	Investments at fair value as of September 30, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment Companies	$ 9,580,205	$ -	$ -	$ 9,580,205
Stable value funds	-	386,882	-	386,882
Common / collective funds	-	454,452	-	454,452
Total investments at fair value	$ 9,580,205	$ 841,334	$ -	$10,421,539

	Investments at fair value as of September 30, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment Companies	$ 6,158,841	$ -	$ -	$ 6,158,841
Stable value funds	-	333,120	-	333,120
Common / collective funds	-	297,857	-	297,857
Total investments at fair value	$ 6,158,841	$ 630,977	$ -	$ 6,789,818

D. Information certified by Wells Fargo Bank, N.A. (for the years ended September 30, 2013 and 2012

The following is a summary of the plan's asset information as of September 30, 2013 and 2012, and for the years ended September 30, 2013 and 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Custodian and furnished to the Plan Administrator. The Plan Administrator has obtained

D. Information certified by Wells Fargo Bank, N.A. (for the years ended September 30, 2013 and 2012) (Continued)

certifications from the Custodian that information provided to the Plan Administrator by the Custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

	September 30,	
	2013	2012
Investments at fair value:		
Registered investment Companies	$ 9,580,205	$ 6,158,841
Stable value funds	386,882	333,120
Common / collective funds	454,452	297,857

For the year ended September 30, 2013 and 2012, Wells Fargo Bank, N.A. also certified to the completeness and accuracy of $996,636 and $667,131, respectively, of net appreciation / (depreciation) in fair value of investments and $243,178 and $141,217, respectively, of interest and dividends related to the aforementioned plan assets.

E. Investments

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

	As of September 30,	
	2013	2012
Wells Fargo Advantage DJ Target 2015	$ 462,154	$ 467,736
Wells Fargo Advantage DJ Target 2020	1,406,176	1,214,947
Wells Fargo Advantage DJ Target 2030	2,572,498	1,696,904
Wells Fargo Advantage DJ Target 2040	1,213,565	698,982

F. Reconciliation of financial statement to Form 5500

The following table reconciles net assets available for benefits in the financial statement to the Form 5500, as of September 30, 2013 and 2012.

	As of September 30,	
	2013	2012
Net assets available for benefits per the financial statements	$11,003,363	$7,173,447
Contributions receivable	(93,036)	(90,249)
Net assets available for benefits per the Form 5500	$10,910,327	$7,083,198

The following is a reconciliation of the net change in net assets available for benefits per the financial statements to the Form 5500 for the years ended September 30, 2013 and 2012:

	For the years ended September 30,	
	2013	2012
Net increase in net assets per the financial statements	$3,829,916	$3,209,450
Plus/(Less): Excess contributions payable – prior year	-	(3,773)
Plus/(Less): Contributions receivable - prior year	90,249	-
Plus/(Less): Contributions receivable	(93,036)	(90,249)
Changes in net assets available for benefits per for Form 5500	$3,827,129	$3,115,428

G. Federal Income Taxes

The IRS has determined and informed the Company by a letter dated March 31, 2008 that the Plan is designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed tax positions taken by the Plan, and has concluded that as of September 30, 2013, 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 Committee believes it is no longer subject to income tax examinations for years prior to 2008.

H. Party-in-Interest Transactions

The Plan's investment assets represent funds invested in, or maintained by, Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Custodian and Recordkeeper of Plan assets; and, therefore, these investments represent party-in-interest transactions.

I. Subsequent Events

The Plan has evaluated subsequent events through July 9, 2014, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Verde Holdings, Inc. 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
September 30, 2013

Plan EIN 76-0697864
Plan Number 003

(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	(e) Current Value
	Cash	435.470	$ 435
*	Wells Fargo Advantage DJ Target 2030	156,764.049	2,572,498
*	Wells Fargo Advantage DJ Target 2020	91,727.064	1,406,176
*	Wells Fargo Advantage DJ Target 2040	65,000.807	1,213,565
	Vanguard 500 Index Fund	3,183.598	493,521
	Vanguard Midcap Index Fund	16,901.346	472,055
	Hotchkis & Wiley Mid Cap Value	12,116.017	463,559
*	Wells Fargo Advantage DJ Target 2015	45,220.596	462,154
*	Wells Fargo Stable Return Fund N6	9,556.296	454,017
	PIMCO Total Return Fund	35,756.178	386,882
	Oakmark International Fund (Class I)	14,264.583	369,310
	Goldman Sachs Growth Opportunity I	10,673.618	324,264
	Dodge & Cox Balance Fund	3,504.360	319,387
	Vanguard Small Cap Index Fund	6,148.196	301,262
	American Funds Growth Fund of America R6	6,316.368	265,982
*	Wells Fargo Advantage DJ Target 2050	22,762.607	241,284
	American Beacon Large Cap Value	7,455.748	186,021
	Stephens Small Cap Growth A	10,395.137	173,807
	Thornburg International Value (R5)	4,720.548	144,968
	Royce Total Return Fund	6,464.503	106,923
*	Wells Fargo Advantage DJ Target Today	5,775.137	63,469
			10,421,539
*	*Notes from Participants - Interest rates of 4.25% to 8.0%		488,788
	Total		$ 10,910,327

* Party-In-interest

See accompanying independent auditor's report.



VERDE HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REPORT
WITH SUPPLEMENTAL SCHEDULE

SEPTEMBER 30, 2013 AND 2012

Verde Holdings, Inc.401(k) Plan
Financial Statements
September 30, 2013 and 2012

C O N T E N T S

Page

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

Hein & Associates LLP
500 Dallas St., Suite 2500
Houston, Texas 77002

www.heincpa.com
P 713.850.9814
F 713.850.0725

INDEPENDENT AUDITOR'S REPORT

To the Verde Holdings, Inc. 401(k) Administration Committee
and Verde Holdings, Inc. Board of Directors:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Verde Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended September 30, 2013 and 2012, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified or provided by Wells Fargo Bank, N. A., the Custodian and Recordkeeper of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Custodian as of September 30, 2013 and 2012, and for the years ended September 30, 2013 and 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

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

Other Matter
The supplemental schedule – Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of September 30, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hein & Associates LLP

Houston, Texas
July 9, 2014

Verde Holdings, Inc. 401(k) Plan
Statements of Net Assets Available For Benefits

	September 30, 2013	September 30, 2012
Assets:		
Investments, at fair value:		
Registered investment companies	$ 9,580,205	$ 6,158,841
Stable value fund	386,882	333,120
Common / collective funds	454,452	297,857
	10,421,539	6,789,818
Receivables:		
Employee contributions	93,036	90,249
Notes from participants	488,788	293,380
	581,824	383,629
Net assets available for benefits	$ 11,003,363	$ 7,173,447

The accompanying notes are an integral part of these financial statements

Verde Holdings, Inc. 401(k) Plan
Statements of Changes in Net Assets Available For Benefits

	For the years ended September 30,	
	2013	2012
Additions to net assets:		
Investment income:		
Net appreciation of investments from:		
Registered investment companies	$ 992,307	$ 692,013
Common / collective funds	4,329	3,563
Interest and dividend income	226,683	131,400
	1,223,319	826,976
Interest on participant notes	16,495	9,817
Participant contributions	3,076,199	2,622,954
Total additions to net assets	4,316,013	3,459,747
Deductions from net assets:		
Benefits paid to participants	463,466	232,262
Administrative expenses	22,631	18,035
Total deductions from net assets	486,097	250,297
Net increase in net assets available for benefits	3,829,916	3,209,450
Net assets available for benefits:		
Beginning of year	7,173,447	3,963,997
End of year	$ 11,003,363	$ 7,173,447

The accompanying notes are an integral part of these financial statements

Verde Holdings, Inc. 401(k) Plan
Notes to Financial Statements
September 30, 2013 and 2012

A. Description of the Plan

The following brief description of the Verde Holdings, Inc. 401(k) 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, contributory plan was adopted April 1, 2010 and covers substantially all domestic employees of Verde Holdings, Inc. (the "Company" or "Employer") and of its subsidiaries. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration - Wells Fargo Bank, N.A. ("Wells Fargo") serves as Trustee, Custodian and Recordkeeper of the Plan. The Trustee is responsible for the safekeeping of the trust fund. Duties of the Custodian include, among others, receiving contributions, collecting income, reinvesting the trust fund and making payments from the trust fund as directed. The term "trust fund" refers to all assets of whatever kind of nature held from time to time by the Custodian under the trust without distinction between contributions and income.

Eligibility - Each employee may become a participant on the first entry date coinciding with, or following attainment of age 21. Entry dates are the first day of the month.

Contributions - Participants may elect voluntary salary deferral contributions withheld from their salary based on an elected percentage, subject to annual individual deferral limitations imposed by the Internal Revenue Code ("IRC"). 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"). Annual statutory contribution limits were $17,500 for 2013 and $17,000 for 2012. Participants who are aged 50 during the plan year ended September 30, 2013 and 2012, are eligible to make catch-up contributions of up to $5,500 per year.

Participant contributions are matched by employer contributions of 100 percent of the participant's contribution up to a maximum of 4 percent of employee's eligible compensation. Participants may also contribute amounts representing distributions from other qualified benefit or contribution plans. Participant's salary deferral contributions are self-directed in the investment funds of the Plan. Employer matching contributions are contributed to the Company's Employee Stock Ownership Plan (ESOP) using cash, Company stock or a combination thereof.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of Plan earnings and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – In the Plan years ended September 30, 2013 and 2012, participants were vested immediately at 100 percent in their elective contributions and the safe harbor matching contributions made into the ESOP.

A. Description of the Plan (Continued)

Notes from Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 8.0%. Principal and interest are paid ratably through regular payroll deductions for current employees, and remitted directly to the Trustee. Loan balances for terminated employees are payable upon termination of employment.

Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Benefits - On termination of employment or a disability, a participant is eligible to receive benefit payments in the amount equal to the value of the participant's vested interest in his or her account. A participant may elect to receive either a lump-sum amount equal to their account, or a rollover to another employer sponsored retirement plan or individual retirement account. The Plan also permits distributions based on hardship.

Plan Termination - Although it has not expressed intent to terminate the Plan, the Company's Board of Directors may do so. In such event, the trustee of the Plan will distribute the account balance to each participant.

B. Summary of Significant Accounting Policies

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting.

Risks and Uncertainties - The Plan provides for investments that are exposed to various 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 the amounts reported in the statements of net assets available for benefits, and therefore could affect participants' account balances.

B. Summary of Significant Accounting Policies (Continued)

Benefits Payable - Benefits are recorded when paid. Accordingly, benefits payable to persons who have elected to withdraw from the Plan but have not yet been paid are not accrued. At September 30, 2013 and 2012, there were no amounts payable to participants.

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, 2013 and 2012, the Company paid $54,689 and $93,363, 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 management 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.

Investment Valuation and Income Recognition – Investments in registered investment companies are valued at quoted market prices as of the date of the statement of net assets available for benefits. Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Realized gains (losses) on sales of investments and unrealized appreciation (depreciation) are reported on the average cost method. The Plan's investments in common collective trusts are stated at fair value as determined by the Custodian based upon the quoted market values of the underlying assets. Interest income is reported on the accrual basis.

C. Fair Value Measurements

The Financial Accounting Standards Board ("FASB") established 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 are described below:

C. Fair Value Measurements (Continued)

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

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

	Investments at fair value as of September 30, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment Companies	$ 9,580,205	$ -	$ -	$ 9,580,205
Stable value funds	-	386,882	-	386,882
Common / collective funds	-	454,452	-	454,452
Total investments at fair value	$ 9,580,205	$ 841,334	$ -	$10,421,539

	Investments at fair value as of September 30, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment Companies	$ 6,158,841	$ -	$ -	$ 6,158,841
Stable value funds	-	333,120	-	333,120
Common / collective funds	-	297,857	-	297,857
Total investments at fair value	$ 6,158,841	$ 630,977	$ -	$ 6,789,818

D. Information certified by Wells Fargo Bank, N.A. (for the years ended September 30, 2013 and 2012

The following is a summary of the plan's asset information as of September 30, 2013 and 2012, and for the years ended September 30, 2013 and 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Custodian and furnished to the Plan Administrator. The Plan Administrator has obtained

D. Information certified by Wells Fargo Bank, N.A. (for the years ended September 30, 2013 and 2012) (Continued)

certifications from the Custodian that information provided to the Plan Administrator by the Custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

	September 30,	
	2013	2012
Investments at fair value:		
Registered investment Companies	$ 9,580,205	$ 6,158,841
Stable value funds	386,882	333,120
Common / collective funds	454,452	297,857

For the year ended September 30, 2013 and 2012, Wells Fargo Bank, N.A. also certified to the completeness and accuracy of $996,636 and $667,131, respectively, of net appreciation / (depreciation) in fair value of investments and $243,178 and $141,217, respectively, of interest and dividends related to the aforementioned plan assets.

E. Investments

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

	As of September 30,	
	2013	2012
Wells Fargo Advantage DJ Target 2015	$ 462,154	$ 467,736
Wells Fargo Advantage DJ Target 2020	1,406,176	1,214,947
Wells Fargo Advantage DJ Target 2030	2,572,498	1,696,904
Wells Fargo Advantage DJ Target 2040	1,213,565	698,982

F. Reconciliation of financial statement to Form 5500

The following table reconciles net assets available for benefits in the financial statement to the Form 5500, as of September 30, 2013 and 2012.

	As of September 30,	
	2013	2012
Net assets available for benefits per the financial statements	$11,003,363	$7,173,447
Contributions receivable	(93,036)	(90,249)
Net assets available for benefits per the Form 5500	$10,910,327	$7,083,198

The following is a reconciliation of the net change in net assets available for benefits per the financial statements to the Form 5500 for the years ended September 30, 2013 and 2012:

	For the years ended September 30,	
	2013	2012
Net increase in net assets per the financial statements	$3,829,916	$3,209,450
Plus/(Less): Excess contributions payable – prior year	-	(3,773)
Plus/(Less): Contributions receivable - prior year	90,249	-
Plus/(Less): Contributions receivable	(93,036)	(90,249)
Changes in net assets available for benefits per for Form 5500	$3,827,129	$3,115,428

G. Federal Income Taxes

The IRS has determined and informed the Company by a letter dated March 31, 2008 that the Plan is designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed tax positions taken by the Plan, and has concluded that as of September 30, 2013, 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 Committee believes it is no longer subject to income tax examinations for years prior to 2008.

H. Party-in-Interest Transactions

The Plan's investment assets represent funds invested in, or maintained by, Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Custodian and Recordkeeper of Plan assets; and, therefore, these investments represent party-in-interest transactions.

I. Subsequent Events

The Plan has evaluated subsequent events through July 9, 2014, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Verde Holdings, Inc. 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
September 30, 2013

Plan EIN 76-0697864
Plan Number 003

(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	(e) Current Value
	Cash	435.470	$ 435
*	Wells Fargo Advantage DJ Target 2030	156,764.049	2,572,498
*	Wells Fargo Advantage DJ Target 2020	91,727.064	1,406,176
*	Wells Fargo Advantage DJ Target 2040	65,000.807	1,213,565
	Vanguard 500 Index Fund	3,183.598	493,521
	Vanguard Midcap Index Fund	16,901.346	472,055
	Hotchkis & Wiley Mid Cap Value	12,116.017	463,559
*	Wells Fargo Advantage DJ Target 2015	45,220.596	462,154
*	Wells Fargo Stable Return Fund N6	9,556.296	454,017
	PIMCO Total Return Fund	35,756.178	386,882
	Oakmark International Fund (Class I)	14,264.583	369,310
	Goldman Sachs Growth Opportunity I	10,673.618	324,264
	Dodge & Cox Balance Fund	3,504.360	319,387
	Vanguard Small Cap Index Fund	6,148.196	301,262
	American Funds Growth Fund of America R6	6,316.368	265,982
*	Wells Fargo Advantage DJ Target 2050	22,762.607	241,284
	American Beacon Large Cap Value	7,455.748	186,021
	Stephens Small Cap Growth A	10,395.137	173,807
	Thornburg International Value (R5)	4,720.548	144,968
	Royce Total Return Fund	6,464.503	106,923
*	Wells Fargo Advantage DJ Target Today	5,775.137	63,469
			10,421,539
*	*Notes from Participants - Interest rates of 4.25% to 8.0%		488,788
	Total		$ 10,910,327

* Party-In-interest

See accompanying independent auditor's report.



VERDE HOLDINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REPORT
WITH SUPPLEMENTAL SCHEDULE

SEPTEMBER 30, 2013 AND 2012

Verde Holdings, Inc.401(k) Plan
Financial Statements
September 30, 2013 and 2012

C O N T E N T S

Page

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

Hein & Associates LLP
500 Dallas St., Suite 2500
Houston, Texas 77002

www.heincpa.com
P 713.850.9814
F 713.850.0725

INDEPENDENT AUDITOR'S REPORT

To the Verde Holdings, Inc. 401(k) Administration Committee
and Verde Holdings, Inc. Board of Directors:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Verde Holdings, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended September 30, 2013 and 2012, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified or provided by Wells Fargo Bank, N. A., the Custodian and Recordkeeper of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Custodian as of September 30, 2013 and 2012, and for the years ended September 30, 2013 and 2012, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

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

Other Matter
The supplemental schedule – Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of September 30, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hein & Associates LLP

Houston, Texas
July 9, 2014

Verde Holdings, Inc. 401(k) Plan
Statements of Net Assets Available For Benefits

	September 30, 2013	September 30, 2012
Assets:		
Investments, at fair value:		
Registered investment companies	$ 9,580,205	$ 6,158,841
Stable value fund	386,882	333,120
Common / collective funds	454,452	297,857
	10,421,539	6,789,818
Receivables:		
Employee contributions	93,036	90,249
Notes from participants	488,788	293,380
	581,824	383,629
Net assets available for benefits	$ 11,003,363	$ 7,173,447

The accompanying notes are an integral part of these financial statements

Verde Holdings, Inc. 401(k) Plan
Statements of Changes in Net Assets Available For Benefits

	For the years ended September 30,	
	2013	2012
Additions to net assets:		
Investment income:		
Net appreciation of investments from:		
Registered investment companies	$ 992,307	$ 692,013
Common / collective funds	4,329	3,563
Interest and dividend income	226,683	131,400
	1,223,319	826,976
Interest on participant notes	16,495	9,817
Participant contributions	3,076,199	2,622,954
Total additions to net assets	4,316,013	3,459,747
Deductions from net assets:		
Benefits paid to participants	463,466	232,262
Administrative expenses	22,631	18,035
Total deductions from net assets	486,097	250,297
Net increase in net assets available for benefits	3,829,916	3,209,450
Net assets available for benefits:		
Beginning of year	7,173,447	3,963,997
End of year	$ 11,003,363	$ 7,173,447

The accompanying notes are an integral part of these financial statements

Verde Holdings, Inc. 401(k) Plan
Notes to Financial Statements
September 30, 2013 and 2012

A. Description of the Plan

The following brief description of the Verde Holdings, Inc. 401(k) 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, contributory plan was adopted April 1, 2010 and covers substantially all domestic employees of Verde Holdings, Inc. (the "Company" or "Employer") and of its subsidiaries. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration - Wells Fargo Bank, N.A. ("Wells Fargo") serves as Trustee, Custodian and Recordkeeper of the Plan. The Trustee is responsible for the safekeeping of the trust fund. Duties of the Custodian include, among others, receiving contributions, collecting income, reinvesting the trust fund and making payments from the trust fund as directed. The term "trust fund" refers to all assets of whatever kind of nature held from time to time by the Custodian under the trust without distinction between contributions and income.

Eligibility - Each employee may become a participant on the first entry date coinciding with, or following attainment of age 21. Entry dates are the first day of the month.

Contributions - Participants may elect voluntary salary deferral contributions withheld from their salary based on an elected percentage, subject to annual individual deferral limitations imposed by the Internal Revenue Code ("IRC"). 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"). Annual statutory contribution limits were $17,500 for 2013 and $17,000 for 2012. Participants who are aged 50 during the plan year ended September 30, 2013 and 2012, are eligible to make catch-up contributions of up to $5,500 per year.

Participant contributions are matched by employer contributions of 100 percent of the participant's contribution up to a maximum of 4 percent of employee's eligible compensation. Participants may also contribute amounts representing distributions from other qualified benefit or contribution plans. Participant's salary deferral contributions are self-directed in the investment funds of the Plan. Employer matching contributions are contributed to the Company's Employee Stock Ownership Plan (ESOP) using cash, Company stock or a combination thereof.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of Plan earnings and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – In the Plan years ended September 30, 2013 and 2012, participants were vested immediately at 100 percent in their elective contributions and the safe harbor matching contributions made into the ESOP.

A. Description of the Plan (Continued)

Notes from Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 8.0%. Principal and interest are paid ratably through regular payroll deductions for current employees, and remitted directly to the Trustee. Loan balances for terminated employees are payable upon termination of employment.

Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Benefits - On termination of employment or a disability, a participant is eligible to receive benefit payments in the amount equal to the value of the participant's vested interest in his or her account. A participant may elect to receive either a lump-sum amount equal to their account, or a rollover to another employer sponsored retirement plan or individual retirement account. The Plan also permits distributions based on hardship.

Plan Termination - Although it has not expressed intent to terminate the Plan, the Company's Board of Directors may do so. In such event, the trustee of the Plan will distribute the account balance to each participant.

B. Summary of Significant Accounting Policies

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting.

Risks and Uncertainties - The Plan provides for investments that are exposed to various 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 the amounts reported in the statements of net assets available for benefits, and therefore could affect participants' account balances.

B. Summary of Significant Accounting Policies (Continued)

Benefits Payable - Benefits are recorded when paid. Accordingly, benefits payable to persons who have elected to withdraw from the Plan but have not yet been paid are not accrued. At September 30, 2013 and 2012, there were no amounts payable to participants.

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, 2013 and 2012, the Company paid $54,689 and $93,363, 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 management 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.

Investment Valuation and Income Recognition – Investments in registered investment companies are valued at quoted market prices as of the date of the statement of net assets available for benefits. Purchases and sales of investments are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Realized gains (losses) on sales of investments and unrealized appreciation (depreciation) are reported on the average cost method. The Plan's investments in common collective trusts are stated at fair value as determined by the Custodian based upon the quoted market values of the underlying assets. Interest income is reported on the accrual basis.

C. Fair Value Measurements

The Financial Accounting Standards Board ("FASB") established 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 are described below:

C. Fair Value Measurements (Continued)

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

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

	Investments at fair value as of September 30, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment Companies	$ 9,580,205	$ -	$ -	$ 9,580,205
Stable value funds	-	386,882	-	386,882
Common / collective funds	-	454,452	-	454,452
Total investments at fair value	$ 9,580,205	$ 841,334	$ -	$10,421,539

	Investments at fair value as of September 30, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment Companies	$ 6,158,841	$ -	$ -	$ 6,158,841
Stable value funds	-	333,120	-	333,120
Common / collective funds	-	297,857	-	297,857
Total investments at fair value	$ 6,158,841	$ 630,977	$ -	$ 6,789,818

D. Information certified by Wells Fargo Bank, N.A. (for the years ended September 30, 2013 and 2012

The following is a summary of the plan's asset information as of September 30, 2013 and 2012, and for the years ended September 30, 2013 and 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Custodian and furnished to the Plan Administrator. The Plan Administrator has obtained

D. Information certified by Wells Fargo Bank, N.A. (for the years ended September 30, 2013 and 2012) (Continued)

certifications from the Custodian that information provided to the Plan Administrator by the Custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

	September 30,	
	2013	2012
Investments at fair value:		
Registered investment Companies	$ 9,580,205	$ 6,158,841
Stable value funds	386,882	333,120
Common / collective funds	454,452	297,857

For the year ended September 30, 2013 and 2012, Wells Fargo Bank, N.A. also certified to the completeness and accuracy of $996,636 and $667,131, respectively, of net appreciation / (depreciation) in fair value of investments and $243,178 and $141,217, respectively, of interest and dividends related to the aforementioned plan assets.

E. Investments

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

	As of September 30,	
	2013	2012
Wells Fargo Advantage DJ Target 2015	$ 462,154	$ 467,736
Wells Fargo Advantage DJ Target 2020	1,406,176	1,214,947
Wells Fargo Advantage DJ Target 2030	2,572,498	1,696,904
Wells Fargo Advantage DJ Target 2040	1,213,565	698,982

F. Reconciliation of financial statement to Form 5500

The following table reconciles net assets available for benefits in the financial statement to the Form 5500, as of September 30, 2013 and 2012.

	As of September 30,	
	2013	2012
Net assets available for benefits per the financial statements	$11,003,363	$7,173,447
Contributions receivable	(93,036)	(90,249)
Net assets available for benefits per the Form 5500	$10,910,327	$7,083,198

The following is a reconciliation of the net change in net assets available for benefits per the financial statements to the Form 5500 for the years ended September 30, 2013 and 2012:

	For the years ended September 30,	
	2013	2012
Net increase in net assets per the financial statements	$3,829,916	$3,209,450
Plus/(Less): Excess contributions payable – prior year	-	(3,773)
Plus/(Less): Contributions receivable - prior year	90,249	-
Plus/(Less): Contributions receivable	(93,036)	(90,249)
Changes in net assets available for benefits per for Form 5500	$3,827,129	$3,115,428

G. Federal Income Taxes

The IRS has determined and informed the Company by a letter dated March 31, 2008 that the Plan is designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed tax positions taken by the Plan, and has concluded that as of September 30, 2013, 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 Committee believes it is no longer subject to income tax examinations for years prior to 2008.

H. Party-in-Interest Transactions

The Plan's investment assets represent funds invested in, or maintained by, Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Custodian and Recordkeeper of Plan assets; and, therefore, these investments represent party-in-interest transactions.

I. Subsequent Events

The Plan has evaluated subsequent events through July 9, 2014, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Verde Holdings, Inc. 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
September 30, 2013

Plan EIN 76-0697864
Plan Number 003

(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	(e) Current Value
	Cash	435.470	$ 435
*	Wells Fargo Advantage DJ Target 2030	156,764.049	2,572,498
*	Wells Fargo Advantage DJ Target 2020	91,727.064	1,406,176
*	Wells Fargo Advantage DJ Target 2040	65,000.807	1,213,565
	Vanguard 500 Index Fund	3,183.598	493,521
	Vanguard Midcap Index Fund	16,901.346	472,055
	Hotchkis & Wiley Mid Cap Value	12,116.017	463,559
*	Wells Fargo Advantage DJ Target 2015	45,220.596	462,154
*	Wells Fargo Stable Return Fund N6	9,556.296	454,017
	PIMCO Total Return Fund	35,756.178	386,882
	Oakmark International Fund (Class I)	14,264.583	369,310
	Goldman Sachs Growth Opportunity I	10,673.618	324,264
	Dodge & Cox Balance Fund	3,504.360	319,387
	Vanguard Small Cap Index Fund	6,148.196	301,262
	American Funds Growth Fund of America R6	6,316.368	265,982
*	Wells Fargo Advantage DJ Target 2050	22,762.607	241,284
	American Beacon Large Cap Value	7,455.748	186,021
	Stephens Small Cap Growth A	10,395.137	173,807
	Thornburg International Value (R5)	4,720.548	144,968
	Royce Total Return Fund	6,464.503	106,923
*	Wells Fargo Advantage DJ Target Today	5,775.137	63,469
			10,421,539
*	*Notes from Participants - Interest rates of 4.25% to 8.0%		488,788
	Total		$ 10,910,327

* Party-In-interest

See accompanying independent auditor's report.