

**QUARTERLY COMPANY INFORMATION
AND DISCLOSURE STATEMENT**

FOR

VERDE MEDIA GROUP, INC.

FOR THE PERIOD ENDING SEPTEMBER 30, 2011

FORWARD LOOKING STATEMENTS

THIS INITIAL COMPANY INFORMATION AND DISCLOSURE STATE, IN PARTICULAR, “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS” AND “BUSINESS,” INCLUDE “FORWARD-LOOKING STATEMENTS” WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE STATEMENTS REPRESENT THE COMPANY’S EXPECTATIONS OR BELIEFS CONCERNING, AMONG OTHER THINGS, FUTURE REVENUE, EARNINGS, AND OTHER FINANCIAL RESULTS, PROPOSED ACQUISITIONS AND NEW PRODUCTS, ENTRY INTO NEW MARKETS, FUTURE OPERATIONS AND OPERATING RESULTS, FUTURE BUSINESS AND MARKET OPPORTUNITIES. THE COMPANY WISHES TO CAUTION AND ADVISE READERS THAT THESE STATEMENTS INVOLVE RISK AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE EXPECTATIONS AND BELIEFS CONTAINED HEREIN. FOR A SUMMARY OF CERTAIN RISKS RELATED TO THE COMPANY’S BUSINESS, SEE “RISK FACTORS.” UNDER “DESCRIPTION OF BUSINESS.”

Unless the context requires otherwise, references to the Company or Issuer are to Verde Media Group, Inc.

PART A GENERAL COMPANY INFORMATION

Cautionary Factors That May Affect Future Results (Cautionary Statements Under the Private Securities Litigation Reform Act of 1995)

The disclosure and analysis set forth herein contains certain forward looking statements, particularly statements relating to future actions, performance or results of current and anticipated products and services, sales efforts, expenditures, and financial results. From time to time, the Company also provides forward-looking statements in other publicly-released materials, both written and oral. Forward-looking statements provide current expectations or forecasts of future events such as new products or services, product approvals, revenues, and financial performance. These statements are identified as any statement that does not relate strictly to historical or current facts. They use words such as “anticipates,” “intends,” “plans,” “expects,” “will,” and other words and phrases of similar meaning. In all cases, a broad variety of assumptions can affect the realization of the expectations or forecasts in those statements. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially.

The Company undertakes no obligation to update any forward-looking statements, but investors are advised to consult any further disclosures by the Company on this subject in its subsequent filings. Furthermore, as permitted by the Private Securities Litigation Reform Act of 1995, the Company provides these cautionary statements identifying risk factors, listed below, that could cause the Company’s actual results to differ materially from expected and historical results. It is not possible to foresee or identify all

such factors. Consequently, this list should not be considered an exhaustive statement of all potential risks, uncertainties and inaccurate assumptions.

RISK FACTORS

No Active Market. Although the Company's shares are listed on the Pink Sheets listing service, the Company believes that the public trading price may be an inaccurate representation of the value of the Company because there is little or no trading volume in the Company's shares and no analysts or NASD market makers actively follow the Company.

We have never issued a Dividend and don't anticipate any Dividends in the future. Verde Media Group has never issued a dividend and we do not anticipate paying dividends on our common stock in the foreseeable future. Furthermore, we may also be restricted from paying dividends in the future pursuant to subsequent financing arrangements or pursuant to Delaware law.

You could be diluted from the Issuance of additional Common and Preferred Stock. Verde Media Group is authorized to issue up to 500,000,000 shares of common stock and 10,000,000 shares of preferred stock. To the extent of such authorization, our board of directors will have the ability, without seeking shareholder approval, to issue additional shares of common stock in the future for such consideration as the board may consider sufficient. The issuance of additional common stock in the future may reduce your proportionate ownership and voting power.

Volatility of Stock Prices. In the event that there is an established public market for the Company's Common Stock, market prices will be influenced by many factors and will be more subject to significant fluctuations in response to variations in operating results of the Company and other factors such as investor perceptions of the Company, supply and demand, interest rates, general economic conditions and those specific to the industry, developments with regard to the Company's activities, future financial condition and management.

Applicability of Low Priced Stock Risk Disclosure Requirements. The Common Stock of the Company may be considered a low priced security under rules promulgated under the Securities Exchange Act of 1934. Under these rules, broker-dealers participating in transactions in low priced securities must first deliver a risk disclosure document which describes the risks associated with such stocks, the broker-dealer's duties, the customer's rights and remedies, certain market and other information, and make a suitability determination approving the customer for low priced stock transactions based on the customer's financial situation, investment experience and objectives. Broker-dealers must also disclose these restrictions in writing to the customer, obtain specific written consent of the customer, and provide monthly account statements to the customer. With all these restrictions, the likely effect of designation as a low priced stock will be to decrease the willingness of broker-dealers to make a market for the stock, to decrease the liquidity of the stock and to increase the transaction cost of sales and purchases of such stock compared to other securities.

PART A. GENERAL COMPANY INFORMATION

Item 1. The address of its principal executive officers:

Verde Media Group, Inc.
1901 Avenue of the Stars 2nd Floor
Los Angeles, CA 90067
Telephone: 310-954-9160
Fax: 310-954-9160
Email: info@verdemediagroup.com

Item 2. The number of shares or total amount of the securities outstanding for each class of securities authorized:

November 21, 2011	Authorized Shares	Outstanding Shares	Freely Trading Shares	Total Number of Beneficial Shareholders	Total Number of Shareholders of Record
Common	500,000,000	83,875,172	41,514,509	227	227
Preferred	10,000,000	1,000,000	0	1	1

Item 3. Financial Statements

VERDE MEDIA GROUP, INC.

Consolidated Financial Accounts
for the Three-Month Period ended

30 September 2011

VERDE MEDIA GROUP, INC.
STATEMENT OF INCOME
For the Quarter Ended September 30, 2011
(Unaudited)

Sales	\$ -
Operating Expenses	
Salaries and consulting	12,500
Selling, general and administrative	3,402
Loss From Operations	<u>(15,902)</u>
Interest expense	(8,426)
Loss Before Income Taxes	<u>(24,329)</u>
Income Tax Expense	-
Net Loss	<u><u>\$ (24,329)</u></u>

VERDE MEDIA GROUP, INC.
BALANCE SHEET
As At September 30, 2011
(Unaudited)

ASSETS

Current Assets	
Cash	\$ 383
Equipment, net	2,625
Film costs	97,666
Total Assets	<u>100,675</u>

LIABILITIES AND SHAREHOLDERS' DEFICIT

Liabilities

Current Liabilities	
Accrued liabilities	244,369
Notes payable, current	<u>789,461</u>
Total Current Liabilities	1,033,830
Notes payable	214,900
Total Liabilities	1,248,730

Shareholders' Deficit

Preferred stock, \$0.001 par value; 10,000,000 shares authorized; 1,000,000 shares issued and outstanding	1,000
Common stock, \$0.001 par value; 500,000,000 shares authorized; 40,625,000 shares issued and outstanding	40,625
Additional paid-in capital	2,592,119
Accumulated deficit	<u>(3,781,799)</u>
Total Shareholders' Deficit	<u>(1,148,055)</u>

Total Liabilities & Shareholders' Deficit	<u>\$ 100,675</u>
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VERDE MEDIA GROUP, INC.
STATEMENT OF CASH FLOWS
For the Quarter Ended September 30, 2011
(Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net Loss	\$ (24,329)
Depreciation	291
Shares issued for services	12,500
Changes in operating assets and liabilities:	
Accrued liabilities	8,121
Net cash used by operating activities	<u>(3,417)</u>

CASH FLOWS FROM INVESTING ACTIVITIES:

-

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from notes payable	3,000
Proceeds from capital contribution	800
Net cash provided by financing activities	<u>3,800</u>

NET DECREASE IN CASH AND CASH EQUIVALENTS **\$ 383**

CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD **-**

CASH AND CASH EQUIVALENTS, END OF PERIOD **\$ 383**

SUPPLEMENTAL CASH FLOW INFORMATION

Cash Payments For:	
Interest	\$ -
Income taxes	\$ -

VERDE MEDIA GROUP, INC.
SHAREHOLDER EQUITY STATEMENT & EARNINGS REPORT
September 30, 2011
(Unaudited)

As at September 30, 2011:

Total Assets	\$ 100,675
Total Liabilities	\$ 1,248,730
Total Stockholders' Deficit	\$ (1,148,055)
Common Shares Issued and Outstanding	40,625,000

For the quarter ended September 30, 2011:

Net loss	\$ (24,329)
Net loss per common share	\$ (0.0006)
Weighted average common shares outstanding	40,312,500

VERDE MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2011

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements. The following policies are considered to be significant:

a. Accounting Method

The Company recognizes income and expenses based on the accrual method of accounting. The Company has elected a calendar year-end.

b. Cash and Cash Equivalents

Cash equivalents are generally comprised of certain highly liquid investments with original maturities of less than three months.

c. Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 - PREFERRED AND COMMON SHARES

On May 6, 2011, the Company restated its certificate of incorporation. Included among the articles set forth in the restated certificate are changes to the number of shares authorized by the Company and changes to par values. The Company now has 10,000,000 authorized preferred shares and 500,000,000 authorized common shares. Preferred and common shares each have a par value of \$0.001 per share.

On May 2, 2011, our board of directors approved a 1-for-100 reverse split of our preferred and common shares ("Reverse Split"). The Reverse Split became effective on May 20, 2011. As a result of the Reverse Split, each shareholder of record as of May 24, 2011 received one (1) share of stock (preferred or common) for each one thousand (1,000) shares of stock they held prior to the Reverse Split.

All references to preferred and common shares in the financial statements and accompanying notes to the financial statements have been retroactively restated to reflect the changes in capital structure resulting from the restatement of the Company's certificate of incorporation and the Reverse Split.

NOTE 3 - SUBSEQUENT EVENTS

On October 26, 2011, the Company acquired the controlling interest of the outstanding equity of Heathrow Natural Food and Beverage, Inc. (OTC: HRNF) through the issuance of 15,000,000 shares of its common stock.

Item 4 Management's Discussion and Analysis or Plan of Operation

Results of Operations

Following is management's discussion of the relevant items affecting results of operations for the quarter ended September 30, 2011.

Revenues. The Company did not generate revenues during the third quarter of 2011.

Salaries & Consulting. As in the previous quarter, management did not draw a salary during the quarter ended September 30, 2011. However, during this quarter, the Company engaged outside consultants for professional services. The expense associated with these services is \$12,500.

Selling, General and Administrative Expenses. Selling, general and administrative expenses totaled \$3,402 for the quarter ended September 30, 2011. This is a decrease of \$33,752 from the previous quarter and is a result of concerted cost-cutting measures taken by management.

Interest Expense. Interest expense was \$8,426 for the quarter ended September 30, 2011. The Company has not made payments on loans outstanding as of December 31, 2008 (totaling \$777,510) and has continued to accrue interest on these loans. Since December 31, 2008, the Company has borrowed from a related party only.

Liquidity and Capital Resources

For the quarter ended September 30, 2011, the Company has funded its operations solely from loan financing. In future periods, management anticipates to increasingly acquire cash through its operations as it earns revenues from the distribution of its current film and television projects and its anticipated acquisition of film libraries.

The Company experienced a net loss of \$24,329 for the quarter ended September 30, 2011. In the continued absence of operating revenues, management believes that its capital resources are insufficient for ongoing operations. The Company will likely require additional financing to make any significant advancement in its business strategy. There is no assurance that the Company will be able to raise additional funds, or that such funds will be available on acceptable terms. Funds raised through future equity financing will likely be dilutive to current shareholders. Lack of additional funds will materially affect the Company and its business, and may cause the Company to cease operations.

Item 5 Legal Proceedings

None.

Item 6 Defaults Upon Senior Securities

None.

Item 7 Other Information

None.

Item 8 Exhibits

None

Item 9 Issuer's Certifications

I, William Veve, certify that:

1. I have reviewed this Quarterly Disclosure Statement of Verde Media Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the quarter covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the quarters presented in this disclosure statement.

Dated: November 21, 2011

By: 

William Veve
Chief Executive Officer