

## OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

### Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier.

#### Initial Qualification:

1. Subscribe to the [OTC Disclosure & News Service](#) on [www.OTCIQ.com](http://www.OTCIQ.com) to publish your financial reports and material news.
2. Create the following documents, save them in PDF format and upload them via [www.OTCIQ.com](http://www.OTCIQ.com):
  - Annual Financial statements (Document must include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the [PCAOB](#) registered audit firm. Each year’s Annual Financial statements should be posted separately under the report type “Annual Report” in OTCIQ.
  - Any subsequent Quarterly Reports since the most recent Annual Report.
  - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.
  - Financial reports must be prepared according to U.S. GAAP, but are not required to be audited to qualify for OTC Pink Current Information tier.
3. If financial reports are not audited by a [PCAOB](#) registered audit firm:
  - Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)).
  - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with [Attorney Letter Guidelines](#) through your [otciq.com](http://otciq.com) account.

#### Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via [www.OTCIQ.com](http://www.OTCIQ.com) within **45 days** of the quarter end. (A separate quarterly report is not required for the 4<sup>th</sup> quarter.) The Quarterly Report should include:
  - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
  - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements). Financial reports must be prepared according to U.S. GAAP, but are not required to be audited.
  - No Audit Letter or Attorney Letter is required.
2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
  - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
  - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited). Financial reports must be prepared according to U.S. GAAP, but are not required to be audited.
3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via [www.OTCIQ.com](http://www.OTCIQ.com) complying with the [Attorney Letter Guidelines](#) within **120 days** of the fiscal year end.

## **Qualifications for the OTC Pink - Limited Information Tier**

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](#) on [www.OTCIQ.com](http://www.OTCIQ.com) to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via [www.OTCIQ.com](http://www.OTCIQ.com). The Quarterly Report or Annual Report includes:
  - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on [www.otcmarkets.com](http://www.otcmarkets.com))
  - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

## **Current Reporting of Material Corporate Events**

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

## OTC Pink Basic Disclosure Guidelines

### 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

\_\_\_\_\_[CTM Media Holdings, Inc.](#)

### 2) Address of the issuer's principal executive offices

#### Company Headquarters

Address 1: \_\_\_\_\_[11 Largo Drive South](#)

Address 2: \_\_\_\_\_[Stamford, Connecticut 06907](#)

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_[203-323-5161](#)

Email: \_\_\_\_\_[lrozner@ctmmedia.com](mailto:lrozner@ctmmedia.com)

Website(s): \_\_\_\_\_[www.ctmholdings.com](http://www.ctmholdings.com)

#### IR Contact

Address 1: [11 Largo Drive South](#)\_\_\_\_\_

Address 2: [Stamford, Connecticut 06907](#)\_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: [203-323-5161](#)\_\_\_\_\_

Email: \_\_\_\_\_[lrozner@ctmmedia.com](mailto:lrozner@ctmmedia.com)

Website(s): \_\_\_\_\_[www.ctmholdings.com](http://www.ctmholdings.com)

### 3) Security Information

Trading Symbol: \_\_\_\_\_[CTMMA and CTMMB](#)

Exact title and class of securities outstanding: \_\_\_\_\_[Class A Common Stock, Class B Common Stock and Class C Common Stock](#)

CUSIP: \_\_\_\_\_[22944D302 and 22944D401](#)

Par or Stated Value: \_\_\_\_\_[\\$0.01](#)

Total shares authorized: \_\_\_\_\_[Class A Common Stock - 300,000, Class B Common Stock - 600,000, Class C Common Stock - 125,000](#)

as of: \_\_\_\_\_[January 29, 2013](#)

Total shares outstanding: \_\_\_\_\_[Class A Common Stock 55,307 \(excluded from these numbers are 8,925 shares of Class A common stock held in treasury by CTM Media Holdings, Inc.\)—Class B Common Stock 303,112 \(excluded from these numbers are 43,011 shares of Class B common stock held in treasury by CTM Media Holdings, Inc.\) Class C Common Stock 54,536](#) \_\_\_\_\_ as of: \_\_\_\_\_[October 31, 2012](#)

#### Transfer Agent

Name: \_\_\_\_\_[American Stock Transfer & Trust Company, LLC](#)

Address 1: \_\_\_\_\_[6201 15<sup>th</sup> Avenue](#)

Address 2: \_\_\_\_\_[Brooklyn, NY 11219](#)

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_[877-248-6417](#)

Is the Transfer Agent registered under the Exchange Act?\* Yes:  No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

\_\_\_\_\_

Describe any trading suspension orders issued by the SEC in the past 12 months.

\_\_\_\_\_

#### 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

\_\_\_\_\_N/A

B. Any jurisdictions where the offering was registered or qualified;

\_\_\_\_\_

C. The number of shares offered;

\_\_\_\_\_

D. The number of shares sold;

\_\_\_\_\_

E. The price at which the shares were offered, and the amount actually paid to the issuer;

\_\_\_\_\_

F. The trading status of the shares; and

\_\_\_\_\_

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

\_\_\_\_\_

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

#### 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

CTM Media Group, Inc. (CTM) develops and distributes print based advertising and information in targeted tourist markets. Advertisers include entertainment venues, tourist attractions, and cultural sites as well as their related service providers including dining, lodging, and transport services. CTM leverages its regional network of more than 11,000 proprietary brochure display stations to distribute printed brochures and cards to the traveling public, and to drive mobile and Internet traffic to its online tourist information services.

Through its affiliate, Etractions Inc., CTM Media Group, Inc. also distributes digital advertising and information through its website, ettractions.com, and its ExploreBoard interactive touchscreen kiosks throughout its market areas.

CTM is headquartered at 11 Largo Drive South, Stamford, Connecticut. As of October 31 2012, CTM has 158 employees, including 152 full time and 6 part time.

CTM was an independent brochure distribution company until it was purchased by IDT in June 2000. At that time, CTM's primary business centered on the distribution of brochures promoting Broadway shows within the greater New York City metropolitan area. Additional territories included Boston and other locations in New England, Toronto, Ottawa, Philadelphia, Southeast Florida and Ohio. In September 2009, CTM Media Group, Inc. was included in the spinoff of its parent company, CTM Media Holdings Inc., which now operates as a separate company.

CTM has grown both geographically and by developing related lines of business. Geographic growth has been driven both by organic expansion to new territories and through selective purchases of regional businesses.

CTM's client base includes advertisers in 22 states in the United States, Puerto Rico and Ontario, Canada. Its distribution territory in the United States includes the Northeast, Mid-Atlantic and Midwestern states. CTM is a brochure distribution market leader in each of the following greater metro areas: New York City, Boston, Toronto, Ottawa, Miami, Ft. Lauderdale, Philadelphia, Chicago, St. Louis, Kansas City, Minneapolis/St. Paul, Pittsburgh, Detroit, Milwaukee, and Cleveland.

Throughout its operating region, CTM operates four integrated and complimentary business lines: Brochure Distribution, Publishing, RightCardTM, and Digital Distribution.

### Brochure Distribution

CTM distributes client brochures through its network of more than 11,000 strategically located display stations. Brochure distribution is CTM's largest line of business generating approximately 87% of CTM's revenues in fiscal 2012 compared to 89% of CTM's revenues in fiscal 2011.

CTM's extensive distribution and display station network is the key value driver and differentiator in this line of business. The large quantity and diversity of its display station locations allows CTM to segment its visitor audience and tailor targeted marketing programs for its clients. Locations are typically hosted within facilities serving the travel, tourism and entertainment industry, including: hotels and other lodgings, corporate and community venues, transportation terminals and hubs, tourist attractions and entertainment venues. CTM also contracts with public transportation authorities and high volume retail chains to host a small percentage of its brochure display stations.

CTM has developed strong relationships with its display station hosts and its regional client advertisers. These relationships constitute a significant barrier to entry that CTM believes provides it with a competitive advantage over new entrants into the industry or movement by other industry participants into certain metropolitan markets.

In fiscal 2012, CTM remained one of the largest travel and tourism brochure display companies in the Eastern and Midwestern United States, and the second largest nationally. Privately held Certified Folder Display is the national market leader with over 21,000 display station locations, primarily in the Western United States. Certified's key metropolitan areas include San Francisco, Seattle, Los Angeles, Phoenix and Las Vegas. An estimated 20 to 30 other distribution companies competing from smaller regional bases comprise the remainder of the brochure distribution and display industry.

### Publishing

CTM publishes maps with integrated display advertising and identified tourist locations. Current maps cover key metropolitan areas within CTM's territory including Boston/New England, Chicago, Kansas City, Minneapolis/St. Paul, New York City, Philadelphia, Southeast Florida, St. Louis, and Toronto. Publishing accounted for approximately 4% of CTM's revenues in fiscal 2012 compared to 5% of CTM's revenues in fiscal 2011.

### RightCardTM

CTM designs and prints RightCardsTM – pocket-sized cards in a consistent format distributed through a network of specialized display stations in high-traffic areas. The RightCardTM content format can include a discount or value offer, map and contact information. The RightCardTM program contributed approximately 2% of CTM's revenues in fiscal 2012 compared to 3% of CTM's revenues in fiscal 2011.

### Digital Distribution

CTM's digital marketing platform, offered under the affiliate Etractions, Inc., has continued its strong growth in fiscal 2012. The Etractions Digital Distribution program offers CTM's customers a multi-channel marketing platform that includes the web, mobile internet and ExploreBoard interactive touch screen. Overall revenue from digital marketing programs rose from \$454,000 in fiscal 2011 to \$1,109,000 in fiscal 2012. Digital distribution revenues accounted for approximately 6% of CTM's revenues in fiscal 2012 compared to 2% of CTM's revenues in fiscal 2011.

The increase in digital revenue was mostly driven by the placement of 150 Etractions ExploreBoard interactive touchscreens. Additional advertisers, more advertising opportunities and more traffic were all contributing factors. Web and mobile traffic reached a level of approximately 150,000 monthly visitors in the peak travel planning months.

### Design & Print

CTM leveraged its in-house design team and large print volumes to provide clients with cost-effective custom design and print services. Design & Print services contributed approximately 1% of CTM's revenues in fiscal 2012 and in fiscal 2011. Beginning in the fourth quarter of 2010, CTM ceased providing Print Services to its clients but instead referred its clients to outside printers and retained a referral fee.

### IDW

Idea and Design Works, LLC is an independent comic book publisher pre-eminent in the horror and action genres, boasting such high-profile titles as 30 Days of Night, Angel, Doctor Who, G.I. Joe, Locke and Key, Star Trek, The Transformers, True Blood, Teenage Mutant Ninja Turtles, Dungeons & Dragons, and Godzilla.

In 1999, four entertainment executives and artists established IDW as a creative-service company providing artwork and graphic design to entertainment companies. In 2001, IDW formed its publishing division, IDW Publishing, which initially focused on producing a small number of high-quality publications and has since grown into a fully staffed publishing company. In June 2007, a subsidiary of IDT purchased a 53% interest in IDW. Founders of IDW, including Ted Adams, its current CEO, retained the remaining ownership interests in IDW. In November 2009, we purchased an additional 23.335% interest in IDW for a purchase price of \$414,000 in cash. As a result of the transaction, we own a 76.665% interest in IDW.

IDW has established itself as a significant player in the comic book and graphic novel marketplace. IDW has been named Publisher of the Year five times by Diamond Comic Distributors, Inc. In 2011, IDW won five Eisner Awards --- the most of any publisher, and four Harvey Awards --- also the most of any publisher for a diverse slate of titles and creators. In each of the last four years, IDW was the only comic publisher named by Global License as one on the "Top Global Licensees."

IDW's comic book and trade paperback print publications are distributed through two channels: (i) to comic book specialty stores on a non-returnable basis (the "direct market") and (ii) to traditional retail outlets, including bookstores and newsstands, on a returnable basis (the "non-direct market"). In addition, IDW provides clients with custom comic books and artwork/graphic design services ("creative services") as well as distributes their comic book and trade paperback publications digitally ("digital publishing"). In fiscal 2012 and 2011, the direct market accounted for 64% and 57%, respectively, of IDW's revenues, non-direct market accounted for 19% and 25%, respectively, creative services accounted for 2% and 3%, respectively, and digital publishing accounted for 8% and 5%, respectively. IDW's other sources of revenue include direct to consumer sales, licensing and royalty revenue, which accounted for 7% and 10% of IDW's revenues in 2012 and 2011 respectively. IDW's primary customer is Diamond Comic Distributors, Inc. ("Diamond"), an unaffiliated entity that handles the vast majority of all comic publishers' direct market distribution. Diamond purchases IDW's publications and subsequently sells them to both the direct and non-direct markets. Retail stores are also indirect IDW customers.

IDW's business cycle is driven by its publishing schedule and movie release dates (of movies for which IDW publishes comic books and graphic novels) which are set by third party studios.

In an effort to increase availability of versions of its content at retail outlets, IDW has entered into a number of digital distribution agreements, and IDW's publications are currently available for purchase via handheld devices, including iPhones, iPod Touch, iPad, PSP, PSP Go, Kindle, Nokia, Blackberry and Google Android devices. IDW titles are also available direct-to-desktop via several websites.

IDW faces significant competition from other publishers such as Marvel Comics, DC Comics and Dark Horse Comics, many of which are substantially larger than IDW and have much greater resources than IDW.

As a diverse publisher that produces comics/graphic novels based on a variety of source material, including movies, IDW's results are affected by the number of blockbuster movies that are released. When IDW is able to publish material on a movie that has a large marketing campaign behind it and that ultimately finds a large public audience, IDW is able to sell more comics/graphic novels. Generally, a bigger audience for the underlying source material (i.e. movies) means there will be a bigger audience for IDW's comics/graphic novels.

In fiscal 2012, IDW generated net revenues of \$17,290,000 and operating income of \$2,187,000. In fiscal 2011, IDW generated revenues of \$13,889,000 and operating income of 1,351,000. IDW currently employs 34 full-time employees and 1 temporary/part-time employees.

B. Date and State (or Jurisdiction) of Incorporation:

\_\_\_\_\_May 2009 Delaware

C. the issuer's primary and secondary SIC Codes;

7310 \_\_\_\_\_

D. the issuer's fiscal year end date;

October 31

E. principal products or services, and their markets;

Please see response to A above.

## 7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

CTM is headquartered at 11 Largo Drive South, Stamford, Connecticut. As of October 31 2012, CTM had 158 employees and leases 16 field offices and about 30 distribution facilities within its territory. CTM's strategically located display stations are managed by a dedicated organization utilizing about 30 leased warehouses, branded delivery vans, and a uniformed distribution and delivery team.

IDW is headquartered in leased space at 5076 and 5080 Santa Fe Street, San Diego, CA. In addition, IDW leases warehouse space at 8291 Aero Place, San Diego, CA.

The Company's Property, Equipment and Leases are more fully described in Notes 10 and 14 in the Notes to Consolidated Financial Statements and is incorporated herein by reference.



## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

——Howard Jonas - Chairman of the Board and Director, Marc Knoller - Chief Executive Officer, President and Director, Leslie Rozner - Chief Financial Officer, Treasurer and Corporate Secretary, Jan Buchsbaum - Director, Perry Davis - Director, Irwin Katsof - Director, Raging Capital Master Fund, Ltd. - beneficial owner of more than 5% of Class A Common Stock and Class B Common Stock

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

——None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

——None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

——None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

——None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

——Howard Jonas, c/o CTM Media Holdings, Inc., 11 Largo Drive South, Stamford, Connecticut 06907  
Class A Common Stock - 24,681 shares, Class B Common Stock - 137,050 shares, Class B Common Stock - 54,536 shares.

Marc Knoller - Class B Common Stock - 255 shares.

Les Rozner - Class B Common Stock - 16 shares.

Raging Capital Master Fund, Ltd. - Class A Common Stock - 6,380 shares; Class B Common Stock - 83,755

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: \_\_\_\_\_

Firm: Schwell Wimpfheimer & Associates LLP

Address 1: 1430 Broadway, Suite 1615

Address 2: New York, NY 10018

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

### Accountant or Auditor

Name: Jack Zwick

Firm: Zwick & Banyai P.L.L.C.

Address 1: 20750 Civic Center Dr., Suite 418

Address 2: Southfield, MI 48075

Phone: 248-356-2330

Email: jackz@zwickcpa.com

### Investor Relations Consultant

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, [identify the certifying individual], certify that:

1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];
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 period 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 periods presented in this disclosure statement.

| \_\_\_\_\_ [Date]

| \_\_\_\_\_ [Signature]  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

| \_\_\_\_\_ [Title]