

## **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, CT 06907

Address 3:

Phone: (203) 323-5161

Email: lrozner@ctmmedia.com

Website(s): www.ctmholdings.com

#### IR Contact

Address 1: 11 Largo Drive South

Address 2: Stamford, CT 06907

Address 3:

Phone: (203) 323-5161

Email: lrozner@ctmmedia.com

Website(s): 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: March 17, 2015

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 355,098 (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: January 31, 2015

#### 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.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within 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 equity securities, including debt convertible into equity 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.

#### 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. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

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;

## **IDW**

Idea and Design Works, LLC ("IDW") is a pre-eminent independent comic book publisher, boasting such high-profile titles as G.I. Joe, Locke and Key, Star Trek, The Transformers, Teenage Mutant Ninja Turtles, My Little Pony, Classic Disney characters including Mickey Mouse, Donald Duck and Uncle Scrooge, Powerpuff Girls, X-Files, Orphan Black and Godzilla. IDW is also the home to the Library of American Comics imprint, which publishes classic comic strip reprints, Yoe! Books, a partnership with Yoe! Studio and the multiple award-winning Artist's Edition imprint.

The Company owns a 76.665% interest in IDW.

IDW is one of the premiere publishers of comic books and graphic novels and was the 4th largest publisher in 2014 with a market share of 5.7%. IDW has been named Publisher of the Year five times by Diamond Comic Distributors. IDW titles have won 34 Eisner and Harvey Awards and their titles regularly appear on the New York Times bestseller list.

On December 12, 2014, IDW purchased principally all of the assets of Top Shelf Productions, a publisher of graphic novels. The purchase increased the properties and products of IDW.

IDW's comic book and trade paperback print publications are distributed through three channels: (i) to comic book specialty stores on a non-returnable basis (the "direct market") (ii) to traditional retail outlets, including bookstores and mass market stores, on a returnable basis (the "non-direct market") and (iii) to ebook distributors ("digital publishing"). In addition, IDW provides clients with custom comic books and artwork/graphic design services ("creative services").

In the three months ended January 31, 2015 and January 31, 2014, direct market revenue accounted for 48% and 58% of IDW's revenue, respectively. Non-direct market revenue accounted for 26% and 22% of IDW's revenue in the three months ended January 31, 2015 and January 31, 2014, respectively. Digital publishing revenue accounted for 9% and 10% in the three months ended January 31, 2015 and January 31, 2014. Other publishing revenue, which includes new product launches and specialty sales, accounted for 5% and 6% of IDW's revenue in the three months ended January 31, 2015 and January 31, 2014, respectively. IDW's revenue from IDW Games (a new revenue generating category) accounted for 8% and 0% of IDW's revenue for the three months ended January 31, 2015 and January 31, 2014, respectively. IDW's other sources of revenue include direct to consumer sales, licensing and royalty revenue, which accounted for 5% and 5% of IDW's revenues for three months ended January 31, 2015 and January 31, 2014. IDW Games revenue and Micro Comic Fun Packs (included in other publishing revenue) have greatly expanded the number of distributors and accounts that IDW sells to directly. 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.

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, Amazon Kindle, Nokia, Kobo Arc, 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 and DC Comics, which are substantially larger than IDW and have much greater resources than IDW.

In the three months ended January 31, 2015 and January 31, 2014, IDW generated net revenues of \$7,022,000 and \$6,516,000, respectively, and operating income of \$897,000 and \$1,460,000, respectively.

## **CTM**

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

13,400 proprietary brochure display stations to distribute printed brochures, magazines and rack cards to the traveling public.

CTM also develops and distributes digital advertising and information through its affiliate Etractions Inc.'s website, ettractions.com and its ExploreBoard network of inter-active touch screen kiosks throughout its market areas.

CTM was an independent brochure distribution company until it was purchased by IDT Corporation ("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 at the time included Boston and other locations in New England, Toronto, Ottawa, Philadelphia, Southeast Florida and Ohio.

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

On February 13, 2015, CTM acquired the assets of the brochure distribution network of a company in New England. This acquisition expands CTM's network in the area adding over 1,200 display stations.

On July 31, 2014, CTM acquired a substantial portion of the brochure distribution network of a company in the Southeast United States that includes Georgia and parts of Tennessee, North Carolina and South Carolina. This purchase added over 1,000 display stations to CTM's network.

CTM's client base includes advertisers in 31 states and provinces in the United States and Ontario, Canada. Its distribution territory in the United States includes the Northeast, Southeast, Mid-Atlantic and Midwestern states, as well as Southeast Florida. 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, Cleveland and Atlanta.

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 13,400 strategically located display stations. Brochure distribution is CTM's largest line of business generating approximately 81% and 82% of CTM's revenues in the three months ended January 31, 2015 and January 31, 2014, respectively.

CTM's extensive distribution and display station network is the key value driver and differentiator in the CTM's distribution 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 has agreements with public transportation authorities, business improvement districts, public tourism 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.

As of January 31, 2015, 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 ("Certified") 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 distribution 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 for the three months ended January 31, 2015 and January 31, 2014, respectively.

#### RightCard™

CTM designs and prints the RightCard™ – pocket-sized cards in a consistent format distributed through a network of specialized display stations in high-traffic areas. The RightCard™ content format can include a discount or value offer, map and contact information. The RightCard™ program contributed approximately 2% and 3% of CTM's revenues for the three months ended January 31, 2015 and January 31, 2014, respectively.

#### Digital Distribution

CTM's digital marketing platform, offered in association with CTM's affiliate, Ettractions, Inc., continued its growth during the three months ended January 31, 2015. The Ettractions Digital Distribution program offers CTM's customers a multi-channel marketing platform that includes the web, mobile internet and the ExploreBoard interactive touch screens. Total revenue from digital marketing programs was \$491,000 and \$448,000 in the three months ended January 31, 2015 and January 31, 2014. Digital distribution revenues accounted for approximately 12% and 11% of CTM's revenues in the three months ended January 31, 2015 and January 31, 2014, respectively.

The increase in digital revenue was primarily due to the placement of 335 Ettractions ExploreBoard interactive touch screens during the period from fiscal 2012 through the three months ended January 31, 2015. Additional advertisers, more advertising opportunities and increased traffic were also contributing factors to the growth in revenue in CTM's digital distribution business. Internet traffic reached a level of approximately 20,000 active in-market visitors and approximately 51,000 page views during the three months ended January 31, 2015. ExploreBoard profile views totaled approximately 4,500,000 views during the three months ended January 31, 2015.

#### Design & Print

CTM leveraged its in-house design team and large print volumes to provide clients with cost-effective custom design and print referral services. Design & Print Services contributed approximately 0.7% and 0.6% of CTM's revenues for the three months ended January 31, 2015 and January 31, 2014, respectively. CTM provides Print Services to its clients primarily by way of referral of its clients to outside printers and earns a referral fee for this service.

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.

IDW is headquartered in 8,020 square feet of leased space at 5076 and 5080 Santa Fe Street, San Diego, CA. In addition, IDW leases 4,721 square feet of warehouse space at 8291 Aero Place, San Diego, CA. As of January 31, 2015, IDW had 52 full time employees.

CTM is headquartered at 11 Largo Drive South, Stamford, Connecticut. As of January 31, 2015, CTM had 155 employees, including 149 full time and 6 part time, and leases 18 field offices and about 39 distribution facilities within its territory. CTM's strategically located display stations are managed by a dedicated organization utilizing about 39 leased warehouses, branded delivery vans, and a uniformed distribution and delivery team.

## **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 E 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. and ADW Capital Management, LLC - beneficial owners of more than 5% of Class B Common Stock; Kahn Brothers Advisors, LLC; Howard S. Jonas and Deborah Jonas Foundation Inc. and the Jonas Foundation - beneficial owners of more than 5% of Class A 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 – 24,861 shares, Class B Common Stock – 122,650 shares, Class C Common Stock - 54,536 shares.

Marc E Knoller - Class B Common Stock – 8,645 shares.

Leslie Rozner - Class B Common Stock – 1,916 shares.

Raging Capital Master Fund, Ltd. (controlling persons - Raging Capital Management, LLC and William C. Martin), 10 Princeton Avenue, PO Box 228, Rocky Hill, NJ 08553-0228 - Class B Common Stock - 68,562 shares.

Kahn Brothers Advisors, LLC (controlling persons - Kahn Brothers Advisors, LLC and Thomas Graham Kahn), 555 Madison Avenue, New York, NY 10022 - Class A Common Stock – 8,255 shares, Class B Common Stock - 363 shares.

Howard S. Jonas and Deborah Jonas Foundation Inc., 520 Broad St., Newark, NJ 07102 – Class A Common Stock – 5,555 shares, Class B Common Stock - 5,000 shares.

## 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: Rob Wilon

Firm: Schwell Wimpfheimer & Associates LLP

Address 1: 1430 Broadway, Suite 1615

Address 2: New York, NY 10018

Phone: (973) 438-4495

Email: rwilon@swalegal.com

### 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:

We, Marc E Knoller and Leslie Rozner certify that:

1. We have reviewed this quarterly disclosure statement of CTM Media Holdings, Inc.;
2. Based on our 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 our 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.

March 17, 2015 [Date]

/s/ Marc E Knoller [CEO's Signature]

/s/ Leslie Rozner [CFO's Signature]

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