

## 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: September 16, 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: July 31, 2013

#### 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;

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 July 31, 2013, CTM had 151 employees, including 144 full time and 7 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 had been driven both by organic expansion to new territories and through selective purchases of regional businesses.

CTM's client base includes advertisers in 28 states and provinces 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. CTM's Puerto Rico operation had been losing money for a number of years. After numerous attempts to turn the operation around, CTM's management determined that a return to profitability was not likely and consequently discontinued its Puerto Rico operations on May 31, 2013. The effect on CTM is not material.

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 82% of CTM's revenues in the nine months ended July 31, 2013 compared to 87% of CTM's revenues in the nine months ended July 31, 2012.

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 the nine months ended July 31, 2013, 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 the nine month periods ended July 31, 2013 and 2012. .

### 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 3% of CTM's revenues in the nine month periods ended July 31, 2013 and 2012.

### Digital Distribution

CTM's digital marketing platform, offered under the affiliate Etractions, Inc., continued its strong growth in fiscal 2013. The Etractions Digital Distribution program offers CTM's customers a multi-channel marketing platform that includes the web, mobile internet and ExploreBoard interactive touch screens. Overall revenue from digital marketing programs rose from \$719,000 in the nine month period ended July 31, 2012 to \$1,268,000 in the nine month period ended July 31, 2013. Digital distribution revenues accounted for approximately 9% of CTM's revenues in for the nine months ended July 31, 2013 compared to 5% of CTM's revenues in the nine months ended July 31, 2012.

The increase in digital revenue was mostly driven by the placement of 235 Etractions ExploreBoard interactive touchscreens during fiscal 2012 through the nine months ended July 31, 2013. 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 the nine month periods ended July 31, 2013 and 2012. 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, My Little Pony, 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 of 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 the nine month periods ended July 31, 2013 and 2012, the direct market accounted for 58% and 64%, respectively, of IDW's revenues, non-direct market accounted for 20% and 20%, respectively, creative services accounted for 2% and 2%, respectively, and digital publishing accounted for 10% and 8%, respectively. IDW's other sources of revenue include direct to consumer sales, licensing and royalty revenue, which accounted for 10% and 6% of IDW's revenues in the nine months ended July 31, 2013 and 2012 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, 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, 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 based 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 larger audience for the underlying source material (i.e. movies) generates a larger audience for IDW's comics/graphic novels.

In the nine month period ended July 31, 2013, IDW generated net revenues of \$17,538,000 and operating income of \$3,259,000. In the nine month period ended July 31, 2012, IDW generated net revenues of \$12,569,000 and operating income of \$1,659,000. IDW currently employs 39 full-time employees and 1 part-time employee.

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 July 31, 2013, CTM had 152 employees, including 142 full time and 10 part time, 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.

## 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 C 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. (controlling persons - Raging Capital Management, LLC and William C. Martin), 10 Princeton Avenue, PO Box 228, Rocky Hill, NJ 08553-0228 - Class A Common Stock - 6,380 shares; Class B Common Stock -77,327.

## 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: rwilson@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.

September 16, 2013 [Date]

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

/s/ Leslie Rozner [CFO's Signature]

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