

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

<b>Part I Reporting Issuer</b>		
1 Issuer's name  CTM Media Holdings, Inc		2 Issuer's employer identification number (EIN)  26-4831346
3 Name of contact for additional information  Investor relations	4 Telephone No. of contact  203-323-5161	5 Email address of contact  Irozner@ctmmedia.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  11 Largo Drive South		7 City, town, or post office, state, and Zip code of contact  Stamford CT 06907
8 Date of action  1/16/12, 3/14/12 12/21/12	9 Classification and description  Class A & B Common	
10 CUSIP number  22944D302 & 22944D401	11 Serial number(s)	12 Ticker symbol  CTMMA CTMMB
13 Account number(s)		

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ CTM made distributions per share of Class A & B Common share as follows on 1/16 of \$1.20, 3/14 of \$1.20 and 12/21 of \$6.00 that was considered a Return of Capital

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ This distribution reduces the cost basis of the shareholder

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Distribution was \$1.20, \$1.20 and \$6.00 per share respectively as indicated above

**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ n/a

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18 Can any resulting loss be recognized? ▶ n/a

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Report covers calendar year 2012

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
Signature ▶ Leslie Rozner Date ▶ 1/8/2013  
Print your name ▶ Leslie Rozner Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.