Item 5 Financial Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following information should be read in conjunction with the accompanying consolidated financial statements and the associated notes thereto of this Quarterly Report, and the audited consolidated financial statements and the notes thereto and our Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report.

As used below, unless the context otherwise requires, the terms "the Company," "we," "us," and "our" refer to CTM Media Holdings, Inc., a Delaware corporation, and our subsidiaries.

Forward-Looking Statements

This Quarterly Report contains forward-looking statements. Statements that are not historical facts are forward-looking statements. Examples of forward-looking statements include:

- statements about the Company and its divisions' future performance;
- projections of the Company and its divisions' results of operations or financial condition; and
- statements regarding the Company plans, objectives or goals, including those relating to its strategies, initiatives, competition, acquisitions, dispositions and/or its products.

Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "aim," "will," "should," "likely," "continue" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Readers are cautioned not to place undue reliance on these forward-looking statements and all such forward-looking statements are qualified in their entirety by reference to the following cautionary statements.

Forward-looking statements are based on the Company's current expectations, estimates and assumptions and because forward-looking statements address future results, events and conditions, they, by their very nature, involve inherent risks and uncertainties, many of which are unforeseeable and beyond the Company's control. Such known and unknown risks, uncertainties and other factors may cause the Company's actual results, performance or other achievements to differ materially from the anticipated results, performance or achievements expressed, projected or implied by these forward-looking statements.

These factors include those discussed under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual financial statements.

The Company cautions that such factors are not exhaustive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements.

Forward-looking statements speak only as of the date they are made and are statements of the Company's current expectations concerning future results, events and conditions and the Company is under no obligation to update any of the forward-looking statements, whether as a result of new information, future events or otherwise.

OVERVIEW

We are a former subsidiary of IDT Corporation. As a result of the Spin-Off, on September 14, 2009, we became an independent public company. IDT Corporation has provided certain functions pursuant to a Master Services Agreement, dated September 14, 2009. The agreement automatically renews in six month increments. The Company expects to utilize such services if and when the need arises. The Company has either brought such services in house or secured outside providers for services previously supplied by IDT Corporation. During the three months ended January 31, 2013 and 2012, the Company had no selling, general and administrative expenses pursuant to this agreement. At January 31, 2013 and 2012 no balances were owed to IDT Corporation.

On May 5, 2010, the Company sold substantially all of the assets used in the WMET radio station business (other than working capital). WMET 1160 AM is a radio station serving the Washington, D.C. metropolitan area. The sale price for the WMET assets was $4,000,000 in a combination of cash and a promissory note of the buyer that is secured by the assets sold. $1,300,000 of the purchase price was paid in cash at the closing and the remainder was owed pursuant to a two-year promissory note, extendable in part to three years at the option of the buyer. The extension provision was elected by the borrower effective March 5, 2012. On May 5, 2012, the Company amended and restated the secured promissory note resulting in the extension of the maturity date to May 5, 2016, extension of payment dates and revision of payment amounts.

On November 17, 2009, the Company commenced a tender offer to purchase up to thirty percent of its outstanding common stock. The Company concluded the tender offer and repurchased 178,517 shares (approximately 8,925 shares after giving effect to the Reverse Split) of Class A common stock and 794,128 shares (approximately 39,706 shares after giving effect to the Reverse Split) of Class B common stock for an aggregate purchase price of $1,069,910, representing approximately 14% of its total outstanding capital stock at the time.

Our principal businesses consist of:

CTM Media Group ("CTM"), our brochure and digital distribution company and other advertising-based product initiatives focused on small to medium sized businesses; and

Our majority interest in Idea and Design Works, LLC ("IDW"), which is a comic book and graphic novel publisher that creates and licenses intellectual property.

CTM

CTM develops and distributes print and digital-based advertising and information in targeted tourist markets. Throughout its operating region, CTM operates four integrated and complimentary business lines: Brochure Distribution, Publishing, RightCard™, and Digital Distribution. CTM offers its customers a comprehensive media marketing approach through these business lines. In fiscal 2012, CTM serviced over 2,950 clients and maintained more than 11,000 display stations in over 28 states and provinces in the United States (including Puerto Rico) and Canada. CTM's display stations are located in travel, tourism and entertainment venues, including hotels and other lodgings, corporate and community venues, transportation terminals and hubs, tourist attractions and entertainment venues. CTM's revenues represented 43.1% and 50.6% of our consolidated revenues in the three months ended January 31, 2013 and 2012, respectively.

IDW

IDW is a comic book and graphic novel publisher that creates and licenses intellectual property. IDW's revenues represented 56.9% and 49.4% of our consolidated revenues in the three months ended January 31, 2013 and 2012, respectively.

On November 5, 2009 we purchased an additional 23.335% interest in IDW for a purchase price of approximately $414,000. As a result of the transaction, the Company owns a 76.665% interest in IDW.

REPORTABLE SEGMENTS

We have the following two reportable business segments: CTM and IDW.

PRESENTATION OF FINANCIAL INFORMATION

Basis of presentation

The consolidated financial statements for the periods reflect our financial position, results of operations, and cash flows. The financial statements have been prepared using the historical basis for the assets and liabilities and results of operations.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States. Our significant accounting policies are described in Note 1 to the consolidated financial statements included in our Annual Report for fiscal 2012. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses as well as the disclosure of contingent assets and liabilities. Critical accounting policies are those that require application of management's most subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. Our critical accounting policies include those related to the allowance for doubtful accounts and intangible assets with indefinite useful lives and valuation of long-lived assets including intangible assets with finite useful lives. Management bases its estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

On October 14, 2009, our Board of Directors granted our Chairman and founder, Howard S. Jonas, 1,785,714 restricted shares (approximately 89,285 restricted shares after giving effect to the Reverse Split) of our Class B common stock with a value of $1,250,000 on the date of grant in lieu of a cash base salary for the next five years. The restricted shares vest in equal thirds on each of October 14, 2011, October 14, 2012 and October 14, 2013. This arrangement does not impact Mr. Jonas' cash compensation from the date of the Spin-Off through the pay period including the grant date. Total unrecognized compensation cost on the grant date was $1,250,000. The unrecognized compensation cost has been and is expected to continue to be recognized over the vesting period from October 14, 2009 through October 14, 2014. The related stock-based compensation related to this grant for the three months ended January 31, 2013 and 2012 was approximately $69,000 for each period.

Bad Debt Expense. Bad debt expense increased to approximately to $22,000 for the three months ended January 31, 2013 from ($12,000) for the same period in 2012 due to seasonal reserve experiences in the collections and aging of CTM segment trade receivables.

Net income attributable to CTM Media Holdings, Inc. and non-controlling interests

(in thousands)					Change		
Three months ended January 31,		**2013**		**2012**		**$**	**%**
Income from operations	**$**	**559**	$	61	$	498	816.4%
Interest income, net		**15**		14		1	7.1%
Other income (expense), net		**4**		(2)		6	300.0%
Provision for income taxes		**(149)**		(25)		(124)	496.6%
Net income		**429**		48		381	793.8%
Less: Net income attributable to non controlling interest		**(246)**		(116)		(130)	112.1%
Net income attributable to CTM Media Holdings, Inc.	**$**	**183**	$	(68)	$	251	369.1%

Income Taxes. Income tax (expense) benefit increased for the three months ended January 31, 2013 compared to 2012 by approximately $124,000. The increase in expense for the three months ended January 31, 2013 is due primarily to increased taxable income.

The Company and IDT entered into a Tax Separation Agreement, dated as of September 14, 2009, to provide for certain tax matters including the assignment of responsibility for the preparation and filing of tax returns, the payment of and indemnification for taxes, entitlement to tax refunds and the prosecution and defense of any tax controversies. Pursuant to this agreement, IDT must indemnify us from all liability for taxes of ours and our subsidiaries for periods ending on or before September 14, 2009, and we must indemnify IDT from all liability for taxes of ours and our subsidiaries accruing after September 14, 2009. Also, for periods ending on or before September 14, 2009, IDT shall have the right to control the conduct of any audit, examination or other proceeding brought by a taxing authority. We shall have the right to participate jointly in any proceeding that may affect our tax liability unless IDT has indemnified the Company. Finally, the Company and its subsidiaries agreed not to carry back any net operating losses, capital losses or credits for any taxable period ending after September 14, 2009 to a taxable period ending on or before September 14, 2009 unless required by applicable law, in which case any refund of taxes attributable to such carry back shall be for the account of IDT Corporation.

Income attributable to non-controlling interest. Non-controlling interests arise from the 23.335% interest in IDW not held by the Company.

CTM

(in thousands)								
					Change			
Three months ended January 31,		**2013**		**2012**		**$**	**%**
Revenues	**$**	**3,931**	$	3,816	$	115	3.0%
Direct cost of revenues		**1,453**		1,438		15	1.0%
Selling, general and administrative		**2,710**		2,631		79	3.0%
Depreciation and amortization		**243**		191		52	27.2%
Bad debt expense		**22**		(12)		34	283.3%
(Loss) from operations	**$**	**(497)**	$	(432)	$	(65)	15.0%

Revenues. The increase in CTM's revenues during the three months ended January 31, 2013 compared to the three months ended January 31, 2012 was primarily due to increased digital product revenue of $213,000, publication and other revenue of $32,000, offset by weakness in Broadway US distribution revenue of ($130,000).

Direct Cost of Revenues. Direct cost of revenues consists primarily of distribution and fulfillment payroll, warehouse, distribution vehicle expenses, print and design expenses and digital content costs. Direct cost of revenues for the three months ended January 31, 2013 remained relatively flat compared to fiscal 2012. Direct cost of revenues increased by approximately $15,000 primarily due to the re-alignment of CTM staff from operations to sales and support offset by decreases in printing and publishing costs.

CTM's gross margin increased in the three months ended January 31, 2013 to 63.0% compared to 62.3% in the three months ended January 31, 2012. These increases were due primarily to payroll reductions and the change in product mix to digital products from printing and publishing.

Selling, General and Administrative. Selling, general and administrative expenses consist primarily of payroll and related benefits, facilities costs and insurance. Selling, general and administrative expenses increased in the three months ended January 31, 2013 as compared to the three months ended January 31, 2012 due primarily to elevated commission structure to increase client acquisition and growth opportunities.

As a percentage of CTM's revenue, selling, general and administrative expenses were flat for the three months ended January 31, 2013 at 68.9% compared to 68.9% in the three months ended January 31, 2012.

IDW

(in thousands) Three months ended January 31,	2013	2012	Change $	Change %
Revenues	**$ 5,182**	$ 3,718	$ 1,464	39.4%
Direct cost of revenues	**2,887**	2,242	645	28.8%
Selling, general and administrative	**1,234**	978	256	26.2%
Depreciation and amortization	**5**	5	-	0.0%
Income from operations	**$ 1,056**	$ 493	$ 563	114.2%

Revenues. The increase in IDW's revenues in the three months ended January 31, 2013 compared to the three months ended January 31, 2012 was primarily due to increases across the board, led by increases in direct market sales (independent comic book stores), in the amount of $733,000 and digital publishing revenues, in the amount of $244,000. Increases in non-direct market sales, in the amount of $301,000 and increases in IDW's Internet store, in the amount of $75,000 also contributed to the revenue increase. The increases reflect new titles and a more diverse mix of products. Additional revenue contributions for the three months in the current period compared to the three months ended January 31, 2012 are primarily due to the strength in IDW's product sell-through in their distribution network.

Increases in digital revenue also result from IDW's effort to increase availability of versions of its content at retail outlets. IDW entered into a number of digital distribution agreements over the past calendar year and IDW's publications are currently available for purchase via mobile devices such as iOS and Android devices, Amazon Kindle and Fire, and direct-to-desktop via several websites. Distribution partners include Apple, Amazon, Barnes & Noble, Kobo, Nokia, Microsoft, Google, comiXology, iVerse Media, Mindshapes, Follet, Open Road, Diamond Digital and Digital Manga.

Direct Cost of Revenues. Direct cost of revenues consists primarily of printing expenses and costs of artists and writers. Direct costs of revenues increased in the three months ended January 31, 2013 compared to the three months ended January 31, 2012 primarily due to increases in the direct costs of digital publishing and print publishing costs. The increase in direct cost of digital publishing and print publishing revenue was primarily attributable to the increase in related revenue.

IDW's gross margin for the three months ended January 31, 2013 increased to 44.3% from 39.7% in the three months ended January 31, 2012. The increase was primarily due to the increasing contributions of digital publishing and direct market revenues that produce higher rates of gross profit.

Selling, General and Administrative. Selling, general and administrative expenses increased in the three months ended January 31, 2013 compared to the three months ended January 31, 2012 primarily due to compensation and benefit costs related to new hires and compensation based on net income, increased advertising and marketing costs, increased selling and distribution costs related to revenue increases.

As a percentage of IDW's aggregate revenues, selling, general and administrative expenses declined in the three months ended January 31, 2013 to 23.8% from 26.3% in the three months ended January 31, 2012. The decline in the percentage primarily reflect the increases in revenues.

LIQUIDITY AND CAPITAL RESOURCES

We satisfied our cash requirements primarily through cash provided by the Company's operating activities.

(in thousands)	Three Months ended January 31,	
	2013	2012
Cash flows provided by (used in):		
Operating activities	**$ 971**	$ 450
Investing activities	**(78)**	(128)
Financing activities	**(2,796)**	(574)
Decrease in cash and cash equivalents	**$ (1,903)**	$ (252)

Operating Activities. Our cash flow from operations varies from quarter to quarter and from year to year, depending on our operating results and the timing of operating cash receipts and payments, specifically trade accounts receivable and trade accounts payable. Cash flows provided by operating activities based on these factors were approximately $971,000 and $450,000 for the three months ended January 31, 2013 and 2012, respectively.

Investing Activities. Our capital expenditures were approximately $153,000 and $203,000 in the three months ended January 31, 2013 and 2012, respectively. We currently anticipate that total capital expenditures for all of our divisions in fiscal 2013 will be approximately $1,000,000. We expect to fund our capital expenditures with our cash and cash equivalents on hand.

Financing Activities. During the three months ended January 31, 2013 and January 31, 2012, we paid a special dividend and regular dividend in the amount of approximately $2,478,000 and $508,000 to our shareholders, and distributed cash to the minority shareholders of IDW in the amount of $304,000 and $13,000, respectively. In connection with the special dividend, the Company suspended its regular quarterly dividends for 2013. We also repaid capital lease obligations of approximately $68,000 and $58,000 in the three months ended January 31, 2013 and January 31, 2012, respectively.

CHANGES IN TRADE ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Gross trade accounts receivable increased to approximately $4,196,000 at January 31, 2013 compared to $3,600,000 at January 31, 2012, reflecting higher revenue in 2013. The allowance for doubtful accounts as a percentage of gross trade accounts receivable decreased to 2.8% at January 31, 2013 from 20.1% at January 31, 2012 principally due to the write off of uncollectible receivables that had been previously reserved.

OTHER SOURCES AND USES OF RESOURCES

We intend to, where appropriate, make strategic investments and acquisitions to complement, expand, and/or enter into new businesses. In considering acquisitions and investments, we search for opportunities to profitably grow our existing businesses, to add qualitatively to the range of businesses in our portfolio and to achieve operational synergies. Historically, such acquisitions have not exceeded $500,000. If we were to pursue an acquisition in excess of $500,000 we would likely need to secure financing arrangements. At this time, we cannot guarantee that we will be presented with acquisition opportunities that meet our return on investment criteria, or that our efforts to make acquisitions that meet our criteria will be successful.

We do not currently have any material debt obligations. We expect that our operations in fiscal 2013, the balance of cash and cash equivalents that we held as of January 31, 2013, and a $1.5 million line of credit established with our primary bank will be sufficient to meet our currently anticipated working capital and capital expenditure requirements, capital lease obligations, make limited acquisitions and investments, pay the currently announced and any future declared dividends and fund any potential operating cash flow deficits within any of our segments for at least the next twelve months. In addition, we anticipate that our expected cash balances, as well as cash flows from our operations, will be sufficient to meet our long-term liquidity needs. The foregoing is based on a number of assumptions, including that we will collect on our receivables, effectively manage our working capital requirements, and maintain our revenue levels and liquidity. Predicting these matters is particularly difficult in the current worldwide and national economic situations. Failure to generate sufficient revenues and operating income could have a material adverse effect on our results of operations, financial condition and cash flows.

FOREIGN CURRENCY RISK

Revenues from our international operations represented 5.0% and 5.8% of our consolidated revenues for the three months ended January 31, 2013 and January 31, 2012, respectively. These revenues are in Canadian dollars. Our foreign currency exchange risk is somewhat mitigated by our ability to offset the majority of Canadian Dollar-denominated revenues with operating expenses that are paid in the same currency. While the impact from fluctuations in foreign exchange rates affects our revenues and expenses denominated in the foreign currency, the net amount of our exposure to foreign currency exchange rate changes at the end of each reporting period is generally not material.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any "off-balance sheet arrangements," as defined in relevant SEC regulations that are reasonably likely to have a current or future effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

RECENTLY ADOPTED ACCOUNTING STANDARDS

On February 1, 2010, the Company adopted the amendment to the accounting standard relating to fair value measurements, which is intended to improve the disclosures about fair value measurements in financial statements. The main provisions of the amendment require new disclosures about (1) transfers in and out of the three levels of the fair value hierarchy and (2) activity within Level 3 of the hierarchy. In addition, the amendment clarifies existing disclosures about (1) the level of disaggregation of fair value measurements, (2) valuation techniques and inputs used to measure fair value, and (3) postretirement benefit plan assets. The adoption of the changes to the disclosures about fair value measurements did not have an impact on the Company's financial position, results of operations or cash flows. Pursuant to the amendment, the adoption of certain of the disclosures about the activity within Level 3 was not required until August 1, 2011. The adoption of these changes to its disclosures about fair value measurements did not have an impact on its financial position, results of operations or cash flows.

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" ("ASU 2011-04"). The amendments in this ASU generally represent clarification of Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. The update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards ("IFRS"). The amendments were effective for interim and annual periods beginning after December 15, 2011 and applied prospectively. Accounting standards Update ASU 2011-04 did not have a material impact on our Financial Statements.

In June 2011, the FASB issued guidance on presentation of comprehensive income. The new guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. Instead, an entity will be required to present either a continuous statement of net income and other comprehensive income or in two separate but consecutive statements. This information is provided in the Condensed Consolidated Financial Statements.

CTM MEDIA HOLDINGS, INC.

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CTM MEDIA HOLDINGS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)	January 31, 2013 (unaudited)	October 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	**$ 6,351**	$ 8,254
Trade accounts receivable, net	**4,078**	2,971
Inventory – finished goods	**1,846**	1,597
Prepaid expenses	**890**	936
Note receivable – current portion	**320**	310
Deferred taxes – current portion	**103**	101
Total current assets	**13,588**	14,169
Property and equipment, net	**2,380**	2,471
Intangible assets, net	**15**	19
Note receivable – non-current portion	**1,530**	1,615
Deferred taxes – non-current portion	**13,761**	13,811
Other assets	**198**	196
Total assets	**$ 31,472**	$ 32,281
Liabilities and stockholders' equity		
Current liabilities:		
Line of credit payable	**$ 300**	-
Trade accounts payable	**1,787**	$ 1,013
Accrued expenses	**1,483**	1,633
Deferred revenue	**1,498**	1,228
Income taxes payable	**324**	169
Capital lease obligations – current portion	**204**	209
Other current liabilities	**539**	395
Total current liabilities	**6,135**	4,647
Deferred revenue – long term portion	**-**	-
Capital lease obligations – long term portion	**464**	473
Other liabilities	**11**	11
Total non-current liabilities	**475**	484
Total liabilities	**6,610**	5,131
Stockholders' Equity (see note 1):		
CTM Media Holdings, Inc. stockholders' equity:		
Preferred stock, $.01 par value; authorized shares – 25 at January 31, 2013 and October 31, 2012; no shares issued at January 31, 2013 and October 31, 2012	**-**	-
Class A common stock, $0.01 par value; authorized shares – 300; 64 shares issued and outstanding at January 31, 2013 and October 31, 2012	**1**	1
Class B common stock, $0.01 par value; authorized shares – 600; 346 shares issued and outstanding at January 31, 2013 and October 31, 2012	**3**	3
Class C common stock, $0.01 par value; authorized shares – 125; 55 shares issued and outstanding at January 31, 2013 and October 31, 2012	**1**	1
Additional paid-in capital	**52,350**	54,759
Treasury stock, at cost, consisting of 9 shares of Class A, 43 and 40 shares of Class B at January 31, 2013 and October 31, 2012, respectively	**(1,196)**	(1,196)
Accumulated other comprehensive income	**196**	206
Accumulated deficit	**(26,952)**	(27,141)
Total CTM Media Holdings, Inc. stockholders' equity	**24,403**	26,633
Non-controlling interests	**459**	517
Total stockholders' equity	**24,862**	27,150
Total liabilities and stockholders' equity	**$ 31,472**	$ 32,281

See accompanying notes to condensed consolidated financial statements.

CTM MEDIA HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)	Three Months Ended January 31, 2013 (Unaudited)	Three Months Ended January 31, 2012 (Unaudited)
Revenues	**$ 9,114**	$ 7,534
Costs and expenses:		
Direct cost of revenues	**4,340**	3,680
Selling, general and administrative (i)	**3,945**	3,609
Depreciation and amortization	**248**	196
Bad debt expense	**22**	(12)
Total costs and expenses	**8,555**	7,473
Income from operations	**559**	61
Interest income, net	**15**	14
Other income (expense), net	**4**	(2)
Income before income taxes	**578**	73
Provision for income taxes	**(149)**	(25)
Net income	**429**	48
Less: net income attributable to non-controlling interests	**(246)**	(116)
Net income (loss) attributable to CTM Media Holdings, Inc.	**$ 183**	$ (68)
Basic and diluted income per share attributable to CTM Media Holdings, Inc. common stockholders (see notes 1 and 3):		
Net income (loss) per share	**$ 0.44**	$ (0.16)
Weighted-average number of shares used in the calculation of basic and diluted income per share:	**413**	416
Dividend declared per common share:	**$ 6.00**	$ 1.20
Interest Expense	**$ 11**	6
(i) Stock-based compensation included in selling, general and administrative expenses	**$ 69**	$ 69

See accompanying notes to condensed consolidated financial statements

CTM MEDIA HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(in thousands)	Three Months Ended January 31, 2013	Three Months Ended January 31, 2012
Net income	$ **429**	48
Foreign currency translation adjustments	**(4)**	(17)
Comprehensive income	**425**	31
Comprehensive income attributable to non-controlling interests	**(246)**	(116)
Comprehensive income attributable to CTM Media Holdings, Inc.	$ **179**	(85)

See accompanying notes to condensed consolidated financial statements.

CTM MEDIA HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

Three Months ended January 31, (in thousands)	2013	2012
Operating activities:		
Net income	**$ 429**	$ 48
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**248**	196
Bad debt expense	**22**	(12)
Stock based compensation	**69**	69
Changes in assets and liabilities:		
Trade accounts receivable	**(1,127)**	(47)
Inventory, prepaid and other assets	**(201)**	(64)
Deferred taxes	**48**	37
Line of credit payable	**300**	
Trade accounts payable, accrued expenses and other current liabilities	**913**	216
Deferred revenue	**270**	7
Net cash provided by operating activities	**971**	450
Investing activities:		
Capital expenditures	**(153)**	(203)
Payments received from notes receivable on sale of assets	**75**	75
Net cash used in investing activities	**(78)**	(128)
Financing activities:		
Distributions to holders of non-controlling interests	**(304)**	(13)
Dividends paid	**(2,478)**	(508)
Financing under capital leases	**54**	5
Repayments of capital lease obligations	**(68)**	(58)
Cash used in financing activities	**(2,796)**	(574)
Net decrease in cash and cash equivalents	**(1,903)**	(252)
Cash and cash equivalents at beginning of period	**8,254**	6,817
Cash and cash equivalents at end of period	$ **6,351**	$ 6,565
Supplemental schedule of investing and financing activities		
Cash paid for interest	$ **11**	**$** 6
Purchases of property and equipment through capital lease obligations	$ **141**	$ -

The effect of exchange rate changes on cash and cash equivalents is not material.

See accompanying notes to condensed consolidated financial statements.

Note 1—Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of CTM Media Holdings, Inc. and its subsidiaries (the "Company") have been prepared by Management in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). In the opinion of management, all adjustments (consisting principally of normal recurring accruals) considered necessary for a fair presentation have been included. The balance sheet at October 31, 2012 has been derived from the Company's annual financial statements at that date.

On June 6, 2012, the Board of Directors of the Company approved a change in the Company's fiscal year end from July 31 to October 31. All information is shown giving effect to this change. Each reference below to a fiscal year refers to the fiscal year ending in the calendar year indicated (e.g., fiscal 2013 refers to the fiscal year ending October 31, 2013).

The Company is a holding company consisting of the following principal businesses:

> CTM Media Group ("CTM"), the Company's brochure distribution companies and other advertising-based product initiatives focused on small to medium sized businesses; and
>
> The Company's majority interest in Idea and Design Works, LLC ("IDW"), which is a comic book and graphic novel publisher that creates and licenses intellectual property.

The Company was formerly a subsidiary of IDT Corporation. On September 14, 2009, the Company was spun-off by IDT Corporation and became an independent public company (the "Spin-Off"). IDT Corporation transferred its ownership in all of the entities that became the Company's consolidated subsidiaries prior to the Spin-Off. The entities that became direct or indirect subsidiaries are: CTM; Beltway Acquisition Corporation; IDT Local Media, Inc. (which conducted certain operations related to CTM that are no longer active) and IDT Internet Mobile Group, Inc. ("IIMG"). IIMG owns approximately 76.665% of the equity interests in IDW. All indebtedness owed by any of these entities to IDT Corporation or its affiliates was converted into a capital contribution.

IDT Corporation completed the Spin-Off through a pro rata distribution of the Company's common stock to IDT Corporation's stockholders of record as of the close of business on August 3, 2009 (the "record date"). As a result of the Spin-Off, each of IDT Corporation's stockholders received: (i) one share of the Company's Class A common stock for every three shares of IDT Corporation's common stock held on the record date; (ii) one share of the Company's Class B common stock for every three shares of IDT Corporation's Class B common stock held on the record date; (iii) one share of the Company's Class C common stock for every three shares of the IDT Corporation's Class A common stock held on the record date; and (iv) cash from IDT Corporation in lieu of a fractional share of all classes of the Company's common stock. On September 14, 2009, as a result of the Spin-Off, the Company had 1,284,985 shares (approximately 64,249 shares after giving effect to the Reverse Split) of Class A common stock, 5,137,736 shares (approximately 256,886 shares after giving effect to the Reverse Split) of Class B common stock and 1,090,775 shares (approximately 54,538 shares after giving effect to the Reverse Split) of Class C common stock issued and outstanding.

Prior to the Spin-Off, IDT Corporation provided certain services to the entities that became the Company's consolidated subsidiaries. The Company and IDT Corporation entered into a Master Services Agreement, dated September 14, 2009, pursuant to which IDT Corporation provided the Company, among other things, certain administrative and other services. In addition, pursuant to the Master Services Agreement, IDT Corporation provided certain additional services to the Company, on an interim basis. Such services included assistance with periodic reports that were required to be filed with the SEC, as well as maintaining minutes, books and records of meetings of the Board of Directors, Audit Committee and Compensation Committee, and assistance with corporate governance. The cost of these additional services are not included in the Company's historical results of operations for the period prior to the Spin-Off, as they were not applicable for periods that the Company was not a separate public company. IDT Corporation did not provide any services to the Company during the Three Months ended January 31, 2013 and 2012.

Note 1—Basis of Presentation (continued)

On December 20, 2010 the Company filed an amendment to its Certificate of Incorporation with the Secretary of State of Delaware to reduce its authorized shares of: (i) Class A common stock was reduced from 35,000,000 shares to 6,000,000 shares (300,000 shares after giving effect to the Reverse Split); (ii) Class B common stock was reduced from 65,000,000 shares to 12,000,000 shares (600,000 shares after giving effect to the Reverse Split); (iii) Class C common stock was reduced from 15,000,000 shares to 2,500,000 shares (125,000 shares after giving effect to the Reverse Split); and (iv) Preferred Stock was reduced from 10,000,000 shares to 500,000 shares (25,000 shares after giving effect to the Reverse Split), each at a par value of $0.01 per share. The amendment was authorized by the Company's Board of Directors on October 19, 2010, and approved on November 12, 2010 by the Written Consent of the holders of shares representing approximately 50.1%, 58%, and 100% of the Company's outstanding Class A common stock, Class B common stock and Class C common stock, respectively, and approximately 84% of the combined voting power of the Company's outstanding capital stock.

On December 13, 2011, the Company filed the Form 15 with the Securities and Exchange Commission (the "SEC") suspending its registration under the Exchange Act, thus suspending its filing of periodic reports with the SEC). The Company's Class A Common Stock and Class B Common Stock continues to trade on the OTC Pink Sheets on the Pink tier. The Company continues to make information public by making filings publicly available through the OTC Disclosure & News Service pursuant to OTC Markets Group Guidelines for Providing Adequate Current Information.

Reverse stock split

On October 18, 2011 the Company's Board of Directors approved a one-for-twenty reverse split of the Registrant's Class A common stock, Class B common stock and Class C common stock (the "Reverse Split"). Stockholders who held fractional shares because the number of shares of capital stock they held before the Reverse Split would not be evenly divisible based upon the one-for-twenty split ratio were paid cash payments (without interest or deduction) in lieu of such fractional shares. The Reverse Split was effective December 9, 2011.

All Common Stock and related per share amounts in these Consolidated Financial Statements and Notes to Consolidated Financial Statements are reflected on an after-Reverse-Split basis for all periods presented.

Note 2—Dividends

The Company paid of a cash dividend in the amount of $6.00 per share (approximately $2,478,000) on December 21, 2012. The dividend was paid to stockholders of record as of December 17, 2012 of the Registrant's Class A common stock, Class B common stock and Class C common stock. In connection with the declaration of the payment of the special dividend, the Company also suspended its regularly quarterly dividends for 2013.

The Company paid cash dividends in the amount of $1.20 per share (approximately $500,000 each date, in the aggregate) on January 17, 2012, March 14, 2012, June 28, 2012 and October 12, 2012 to stockholders of record as of January 6, 2012, March 5, 2012, June 20, 2012 and September 24, 2012, respectively, of our Class A, Class B and Class C common stock.

The Company also paid cash dividends in the amount of $0.06 per share ($1.20 per share after the Reverse Split) (approximately $500,000) on October 6, 2011 to stockholders of record as of September 26, 2011 of our Class A, Class B and Class C common stock.

Note 3—Earnings Per Share

Basic earnings per share is computed by dividing net income attributable to all classes of common stockholders by the weighted average number of shares of all classes of common stock outstanding during the applicable period. The number of shares outstanding have been increased to include unvested restricted Class B stock issued to our Chairman of the Board and Founder, Howard Jonas and others. Diluted earnings per share is computed in the same manner as basic earnings per share except that the number of shares is increased to include any potentially dilutive shares. During the three months January 31, 2013 and 2012, there were no shares that were potentially dilutive. As a result basic earnings per share and diluted earnings per share were the same. Earnings per share are presented after giving effect to the Reverse Split for all periods presented.

Note 4—Equity

Changes in the components of stockholders' equity were as follows:

	Three Months Ended January 31, 2013		
	Attributable to CTM Media Holdings, Inc.	Non-controlling Interests	Total
		(in thousands)	
Balance, October 31, 2012	$ 26,633	$ 517	$ 27,150
Stock based compensation	69	-	69
Cash distributions	-	(304)	(304)
Cash dividends	(2,478)	-	(2,478)
Comprehensive income:			
Net income	183	246	429
Other comprehensive income	(4)	-	(4)
Total comprehensive income	179	246	425
Balance, January 31, 2013	$ 24,403	$ 459	$ 24,862

As part of the Spin-Off, holders of restricted stock of IDT Corporation received, in respect of those restricted shares, one share of the Company's Class A common stock for every three restricted shares of common stock of IDT Corporation that they owned as of the record date of the Spin-Off and one share of the Company's Class B common stock for every three restricted shares of Class B common stock of IDT Corporation that they owned as of the record date of the Spin-Off. Those particular shares of the Company's stock are restricted under the same terms as the corresponding IDT Corporation restricted shares in respect of which they were issued. Upon completion of the Spin-Off on September 14, 2009, there were approximately 300,000 shares (equivalent to 15,000 shares after giving effect to the Reverse Split) of Class A unvested restricted stock and approximately 500,000 shares (equivalent to 25,000 shares after giving effect to the Reverse Split) of Class B unvested restricted stock.

On September 3, 2009, the Company's Compensation Committee ratified the Company's 2009 Stock Option and Incentive Plan (the "Company's Stock Option and Incentive Plan"), which was previously adopted by the Company's Board of Directors and approved by IDT Corporation as the Company's sole stockholder at the time, to provide incentives to executive officers, employees, directors and consultants of the Company and/or its subsidiaries. The maximum number of shares of the Company's Class B common stock reserved for the grant of awards under the Company's Stock Option and Incentive Plan is 383,020 shares (approximately 19,151 shares after giving effect to the Reverse Split), subject to adjustment. Incentives available under the Company's Stock Option and Incentive Plan may include stock options, stock appreciation rights, limited stock appreciation rights, restricted stock and deferred stock units.

Note 4—Equity (continued)

Under the Company's Stock Option and Incentive Plan, the option price of each option award shall not be less than one hundred percent of the fair market value of the Company's Class B common stock on the date of grant. Each option agreement shall provide the exercise schedule for the option as determined by the Compensation Committee. The exercise period will be ten years from the date of the grant of the option unless otherwise determined by the Compensation Committee. No awards have been granted under the Company's Stock Option and Incentive Plan to date.

On October 14, 2009, the Company's Board of Directors granted its Chairman and founder, Howard S. Jonas, 1,785,714 restricted shares (approximately 89,285 restricted shares after giving effect to the Reverse Split) of the Company's Class B common stock with a value of $1,250,000 on the date of grant in lieu of a cash base salary for the next five years. The restricted shares vested in equal thirds on each of October 14, 2011, October 14, 2012 and October 14, 2013. This arrangement did not impact Mr. Jonas' cash compensation from the date of the Spin-Off through the pay period including the grant date. Total unrecognized compensation cost on the grant date was $1,250,000. The unrecognized compensation is recognized over the vesting period from October 14, 2009 through October 14, 2014.

The Company repurchased $1.1 million of its Class A and Class B common stock in the second quarter ended January 31, 2010 in connection with a tender offer that expired on December 22, 2009.

On February 22, 2011 the Board of Directors approved the buyback of up to 50,000 shares (after giving effect to the Reverse Split) of either the Company's Class A common stock or Class B common stock. Any purchases will be made in compliance with applicable regulations. To date, no shares have been purchased.

On April 24, 2012 the Company repurchased 3,152 shares of its Class B common stock for the aggregate amount of $125,922 from the IDT Corporation 401(k) plan. The Company's Chairman of the Board is also the Chairman of the Board of IDT Corporation, which administers the IDT Corporation 401(k) Plan.

Note 5—Line of Credit

On July 28, 2012, CTM Media Group Inc., a subsidiary of the Company, entered into a loan agreement with its primary bank that provides for a $1.5 million revolving line of credit, expiring June 30, 2013, renewable annually, with interest payable monthly. Any outstanding balance of interest and principal is payable no later than the expiration date of the agreement. The Company has pledged substantially all of its CTM Segment assets in guarantee of the loan and the Company's CTM Segment subsidiaries have also provided guarantees under the agreement. The agreement requires the company to maintain certain ratios related to liquidity and profitability, among other provisions. At January 31, 2013, $300,000 was outstanding under the line of credit.

Note 6—Business Segment Information

The Company has the following two reportable business segments: CTM and IDW. CTM consists of the Company's brochure distribution company and other advertising-based product initiatives focused on small to medium sized businesses. IDW is a comic book and graphic novel publisher that creates and licenses intellectual property.

The Company's reportable segments are distinguished by types of service, customers and methods used to provide their services. The operating results of these business segments are regularly reviewed by the Company's chief operating decision maker.

The accounting policies of the segments are the same as the accounting policies of the Company as a whole. The Company evaluates the performance of its business segments based primarily on operating income. There are no other significant asymmetrical allocations to segments.

Operating results for the business segments of the Company are as follows:

(in thousands)	CTM	IDW	Total
Three months ended January 31, 2013			
Revenues	**$ 3,932**	**$ 5,182**	**$ 9,114**
Operating income	**$ (497)**	**$ 1,056**	**$ 559**
Depreciation and amortization	**$ 243**	**$ 5**	**$ 248**
Total assets at January 31, 2013	**$ 23,132**	**$ 8,340**	**$ 31,472**
Three months ended January 31, 2012			
Revenues	$ 3,816	$ 3,718	$ 7,534
Operating income	$ (432)	$ 493	$ 61
Depreciation and amortization	$ 191	$ 5	$ 196
Total assets at January 31, 2012	$ 11,729	$ 8,218	$ 19,947

Note 7—Provision for Income Taxes

Income tax expense increased for the three months ended January 31, 2013 compared to 2012 by approximately $124,000. The increase in expense for the three months ended January 31, 2013 is due primarily to increased taxable income.

Note 8— Recently Issued Accounting Standards

On February 1, 2010, the Company adopted the amendment to the accounting standard relating to fair value measurements, which is intended to improve the disclosures about fair value measurements in financial statements. The main provisions of the amendment require new disclosures about (1) transfers in and out of the three levels of the fair value hierarchy and (2) activity within Level 3 of the hierarchy. In addition, the amendment clarifies existing disclosures about (1) the level of disaggregation of fair value measurements, (2) valuation techniques and inputs used to measure fair value, and (3) postretirement benefit plan assets. The adoption of the changes to the disclosures about fair value measurements did not have an impact on the Company's financial position, results of operations or cash flows. Pursuant to the amendment, the adoption of certain of the disclosures about the activity within Level 3 was not required until August 1, 2011. The adoption of these changes to its disclosures about fair value measurements did not have an impact on its financial position, results of operations or cash flows.

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" ("ASU 2011-04"). The amendments in this ASU generally represent clarification of Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. The update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards ("IFRS"). The amendments were effective for interim and annual periods beginning after December 15, 2011, applied prospectively. This Accounting Standards Update, ASU 2011-04, did not have a material impact on the Company's Financial Statements.

In June 2011, the FASB issued guidance on presentation of comprehensive income. The new guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. Instead, an entity will be required to present either a continuous statement of net income and other comprehensive income or in two separate but consecutive statements. This information is included in the accompanying consolidated financial statements.

Note 9—Defined Contribution Plans

In September 2009, CTM Media Holdings, Inc. adopted a 401(k) Plan that was available to all its employees meeting certain eligibility criteria. The 401(k) Plan permits participants to contribute a portion of their salary with no minimum deferred required, not to exceed the limits established by the Internal Revenue Code. The Plan provided for discretionary matching contributions as determined in the Company's sole discretion, which vests over six years. All contributions made by participants vest immediately into the participant's account.

The Company has a 401(k) matching plan, payable at the end of each calendar year whereby the Company adds $0.25 to employees' 401(k) accounts for every dollar they contribute, based on a maximum employee deferral rate of 6% of calendar year W-2 compensation. Funds are added to accounts of employees that are actively employed as of December 31 of a given calendar year. Although CTM is fully committed to this plan, the company's match and the terms of the match are subject to cancellation and/or change, at any time, without notice.

The Company expensed $27,000 and $26,000 for 401(k) matching for the three months ended January 31, 2013 and 2012, respectively.

Note 10— Subsequent events

Management has evaluated subsequent events through March 18, 2013, the date on which the consolidated financial statements were available to be issued. There were no material subsequent events that require recognition or additional disclosures in these consolidated financial statements.

Item 10 Certifications.

I, Marc E. Knoller, certify that:

1. I have reviewed this quarterly disclosure statement of CTM Media Holdings, 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 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: March 15, 2013

/s/ Marc E. Knoller

Chief Executive Officer

I, Leslie B. Rozner, certify that:

1. I have reviewed this quarterly disclosure statement of CTM Media Holdings, 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 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: March 15, 2013

/s/ Leslie B. Rozner

Chief Financial Officer