

## **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.

IDW 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.idwmediaholdings.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.idwmediaholdings.com

### **3) Security Information**

Trading Symbol: IDWM

Exact title and class of securities outstanding: Class B Common Stock

CUSIP: 44951N 106

Par or Stated Value: \$0.01

Total shares authorized: Class B Common Stock – 12,000,000, Class C Common Stock – 2,500,000 as of: March 16, 2016

Total shares outstanding: Class B Common Stock 4,110,440 shares (excluded from these numbers are 519,360 shares of Class B common stock held in treasury by IDW Media Holdings, Inc.), Class C Common Stock 545,360 shares as of: January 31, 2016

#### 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:

The following stock split and recapitalization occurred effective July 27, 2015, the Company

- Converted each outstanding share of the Company's Class A Common Stock into one share of the Company's Class B Common Stock, thereby eliminating the Company's Class A Common Stock, and providing for the conversion of the Company's Class C Common Stock into Class B Common Stock instead of Class A Common Stock under certain conditions set forth therein.
- Effected a ten-for-one stock split of each share of the Company's Class B Common Stock and Class C Common Stock.

#### 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 an entertainment company that includes IDW Publishing, IDW Games and IDW Entertainment ("IDWE"). IDW Publishing boasts high-profile titles such 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. IDW Games is a new category of board game products introduced this past fiscal year. IDW Entertainment is a company created in fiscal 2014 to leverage IDW's properties in television production enterprises.

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

During the third fiscal quarter of 2015, IDWE sold the U.S. broadcast rights to "Wynonna Earp", a live-action television series based on the IDW Publishing comic, to the Syfy Network with an initial order of 13 one-hour episodes. Seven24 started production on the series in August 2015 and Syfy plans to start airing the episodes in April 2016. IDWE is the worldwide distributor of the series and recently announced that Dynamic TV will be handling foreign sales for the series. Those sales efforts began in October 2015 at MIPCOM, a global market exhibition venue for entertainment content across platforms.

On April 1, 2015, the Company increased its ownership interest in IDW from approximately 77% to 83%.

IDW, and its imprint Top Shelf, is one of the premiere publishers of comic books and graphic novels and was the fourth largest publisher in 2015 with a market share of 5.6%. IDW has been named Publisher of the Year five times by Diamond Comic Distributors. IDW and Top Shelf titles have won 35 Eisner Awards and 22 Harvey Awards.

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, 2016, direct market revenue accounted for 45% as compared to 47% of IDW's revenue for the three months ended January 31, 2015. Non-direct market revenue accounted for 20% of IDW's revenue in the three months ended January 31, 2016 as compared to 23% for the three months ended January 31, 2015. IDW's revenue from IDW Games accounted for 9% of IDW's revenue for the three months ended January 31, 2016 as compared 8% for the three months ended January 31, 2015. Digital publishing revenue accounted for 8% in the three months ended January 31, 2016 as compared to 9% for the three months ended January 31, 2015, respectively. Other publishing revenue, which includes new product launches and specialty sales, accounted for 1% of IDW's revenue in the three months ended January 31, 2016 as compared to 5% for the three months ended January 31, 2015. IDW's other sources of revenue include direct to consumer sales, licensing and royalty revenue, which accounted for 17% of IDW's revenues for the three months ended January 31, 2016 as compared to 8% for the three months ended January 31, 2015.

IDW Games and Micro Comic Fun Packs products (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 non-direct 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.

## **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 14,000 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 expanded CTM's network in the area adding over 1,200 display stations.

On February 16, 2016 CTM acquired the assets of a publishing, digital web and distribution service company on Cape Cod in Massachusetts. This acquisition expanded CTM's network by several hundred display stations and widened CTM's service area in New England.

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, Digital Distribution, Publishing and RightCardTM.

### **Brochure Distribution**

CTM distributes client brochures through its network of more than 14,000 strategically located display stations. Brochure distribution is CTM's largest line of business generating approximately 82% of CTM's revenues in the three months ended January 31, 2016 as compared to 81% for the three months ended January 31, 2015.

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, 2016, 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.

#### Digital Distribution

CTM's digital marketing platform is offered in association CTM's affiliate, Ettractions Inc. 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 of varying sizes. Digital distribution revenues accounted for approximately 11% of CTM's revenues in both the three months ended January 31, 2016 and January 31, 2015.

Digital revenue is primarily generated from 366 Ettractions ExploreBoard interactive touch screens in place as of January 31, 2016. Additional advertisers, more advertising opportunities and increased traffic are contributing factors in revenue growth in CTM's digital distribution business. Internet traffic reached a level of approximately 68,000 active in-market visitors and approximately 240,000 page views during the last fiscal year ended October 31, 2015. ExploreBoard profile views totaled approximately 17,400,000 views during the last fiscal year ended October 31, 2015.

#### Publishing, Design & Print

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. CTM also leveraged its in-house design team and large print volumes to provide clients with cost-effective custom design and print referral services, and earns a referral fee for this service. Publishing, Design & Print accounted for approximately 6% of CTM's revenues for both the three months ended January 31, 2016 and January 31, 2015.

#### 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% of CTM's revenues for the three months ended January 31, 2016 compared to 2% for the three months and fiscal year ended January 31, 2015.

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 18,344 square feet of leased space at 2765/2785 Truxtun Road, San Diego, CA. In addition, IDW leases 4,721 square feet of warehouse space at 8291 Aero Place, San Diego, CA and 18,000 square feet of warehouse space at 4937 Market Street, San Diego CA. As of January 31, 2016, IDW had 58 full time employees.

CTM is headquartered at 11 Largo Drive South, Stamford, Connecticut. As of January 31, 2016, CTM had 170 employees, including 156 full time employees and 18 part time employees, and leases 19 field offices and about 40 distribution facilities within its territory. CTM's strategically located display stations are managed by a dedicated organization utilizing about 40 leased warehouses, branded delivery vans, and uniformed distribution and delivery teams.

## 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; Theodore B. Adams - Chief Executive Officer and Director; Marc E. Knoller - Chief Operating 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.

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 IDW Media Holdings, Inc. 11 Largo Drive South, Stamford, Connecticut 06907 - Class B Common Stock – 1,419,060 shares, Class C Common Stock - 545,360 shares.

Marc E Knoller - Class B Common Stock – 92,350 shares.

Leslie Rozner - Class B Common Stock – 20,160 shares.

Raging Capital Master Fund, Ltd. (controlling persons - Raging Capital Management, LLC and William C. Martin), 10 Princeton Avenue, Rocky Hill, NJ 08553 – Class B Common Stock – 745,699 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: Jillian Walsh

Firm: Schwell Wimpfheimer & Associates LLP

Address 1: 1430 Broadway, Suite 1615

Address 2: New York, NY 10018

Phone: (973) 438-4495

Email: jwalsh@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, Theodore B. Adams and Leslie Rozner certify that:

1. We have reviewed this quarterly disclosure statement of IDW 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 16, 2016 [Date]

/s/ Theodore B. Adams [CEO's Signature]

/s/ Leslie Rozner [CFO's Signature]

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