

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) 654-7146
Email: ezra@idwmh.com
Website(s): www.idwmediaholdings.com

IR Contact
Address 1: 11 Largo Drive South
Address 2: Stamford, CT 06907
Address 3:
Phone: (203) 654-7146
Email: ezra@idwmh.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:
July 31, 2018

Total shares outstanding: Class B Common Stock 5,607,936 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:
July 31, 2018

Transfer Agent
Name: American Stock Transfer & Trust Company, LLC
Address 1: 6201 15th 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:

None.

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.);
- 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.

Subsequent to July 31, 2018, in connection with a \$5 million loan from the Company's Chairman of the Board, the Company issued to the lender a warrant to purchase up to 89,243 shares of the Company's Class B Common Stock at price per share of \$42.02 (the fair market price based on the trailing average of the market price of the Company's Class B Common Stock as quoted on the OTC). The Warrant expires August 21, 2023.

On July 19, 2017, the Company closed on the first of two rounds of the previously announced non-brokered private placement offering to certain existing stockholders at \$29.50 per share. The Company issued 317,520 shares of Class B Common Stock for \$9,366,840. On August 2, 2017, the Company closed on the second round of the non-brokered private placement offering. As a result of this second round of the offering there were an additional 40,154 shares of Class B Common Stock issued for \$1,184,543, for a total of 357,674 shares of Class B Common Stock and proceeds totaling \$10,551,383. The shares may be subject to restrictions on transfer under applicable securities laws.

Effective January 10, 2017, the Company granted 57,532 shares of Restricted Stock of its Class B Common Stock under a Restricted Stock Agreement pursuant to the Company's 2009 Stock Option and Incentive Plan, as amended, to its Chief Executive Officer. The shares under the grant vest equally on March 31, 2018, March 31, 2019 and March 31, 2020.

Effective November 7, 2016, the Company granted 116,458 shares of Restricted Stock of its Class B Common Stock under Restricted Stock Agreements pursuant to the Company's 2009 Stock Option and Incentive Plan, as amended, to the Company's Chief Operating Officer, Chief Financial Officer and selected management employees. The shares under the grants vest equally on June 20, 2017, June 20, 2018 and September 20, 2019.

On July 20, 2016, we closed on the previously announced non-brokered private placement offering to certain existing stockholders at \$21.38 per share. As a result of the offering there was an additional 190,597 shares of Class B Common Stock issued for a total of \$4,074,963. The proceeds from the Offering will be used by the Company to finance the Company's IDW Entertainment division, and for general working capital purposes. The shares are subject to a contractual restriction on transfer for six months following the closing of the offering, as well as any restrictions under applicable securities laws.

On June 21, 2016, Theodore Adams, our former Chief Executive Officer and director and Robbie Robbins, Executive Vice President of our subsidiary Idea and Design Works, LLC ("IDW"), each exchanged 85 shares of IDW, Inc., which

represented in total 17% of the issued and outstanding shares of IDW, Inc., for 366,392 shares of the Company's Class B common stock (the "Exchange") representing in total 13.6% of the issued and outstanding shares of the Company's common stock after taking into effect this Exchange. The Exchange was based on the relative values of IDW, Inc. and the Company as determined by an independent third party. The purpose of the exchange was to issue shares of the Company's Class B common stock to our Chief Executive Officer and to IDW's Executive Vice President in an effort to align the interests of management and our stockholders and to eliminate minority ownership in the Company's subsidiaries.

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

IDW is an award-winning publisher of comic books, original graphic novels and art books as well board and tabletop games. Renowned for its extensive and diverse catalog of licensed and independent titles, IDW publishes some of the most globally recognized and popular brands in the industry, including *Star Wars*, *Teenage Mutant Ninja Turtles*, *Sonic the Hedgehog*, *Star Trek*, *Disney's Classic Characters*, and Hasbro's *Transformers*, *My Little Pony* and *G.I. Joe*.

IDW, including its renowned imprint, Top Shelf, was the fourth largest publisher in its category in 2017. IDW and Top Shelf titles have won 43 Eisner Awards, the highest honor bestowed in comic book publishing, and 27 Harvey Awards. Top Shelf's series *March*, about Congressman John Lewis and the Civil Rights movement, is the only graphic novel to win the National Book Award and is considered one of the most influential non-fiction books in the history of the medium.

IDW is also the home to the Library of American Comics imprint, which publishes classic comic strip reprints of favorite characters like *Dick Tracy*, *Bloom County*, *Spider-Man*, *Superman*, and numerous others; Yoe! Books, a

partnership with Yoe! Studio, and the multiple award-winning Artist's Edition imprint. IDW Games produces card and tabletop games including games based on *The Godfather*, *Teenage Mutant Ninja Turtles*, *Sonic the Hedgehog*, *X-files*, and international bestsellers like *Machi Koro*.

IDW's comic book and trade paperback publications are primarily 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").

IDW Games have greatly expanded the number of distributors and accounts that IDW sells to directly and also has a small, but important direct to consumer business through its website and other forms of direct marketing.

For the three and nine months ended July 31, 2018, direct market revenue accounted for 40.2% and 40.2%, respectively, as compared to 46.7% and 46.5% of IDW's revenue for the three and nine months ended July 31, 2017, respectively. Non-direct market revenue accounted for 25.9% and 24.5% of IDW's revenue in the three and nine months ended July 31, 2018, respectively, as compared to 21.5% and 28.4% for the three and nine months ended July 31, 2017, respectively. IDW's revenue from IDW Games accounted for 7.2% and 10.2% of IDW's revenue for the three and nine months ended July 31, 2018, respectively, as compared to 4.3% and 6.7% for the three and nine months ended July 31, 2017, respectively. Digital publishing revenue accounted for 9.1% and 9.5% of IDW's revenue for the three and nine months ended July 31, 2018, respectively, as compared to 11.2% and 8.9% for the three and nine months ended July 31, 2017, respectively. Other publishing revenue, which includes new product launches and specialty sales, accounted for 2.8% and 5.9% of IDW's revenue for the three and nine months ended July 31, 2018, respectively, as compared to 4.7% and 3.2% for the three and nine months ended July 31, 2017, respectively. Licensing and royalty revenue accounted for 9.0% and 6.1% of IDW's revenues for the three and nine months ended July 31, 2018, respectively, as compared to 4.7% and 3.8% for the three and nine months ended July 31, 2017, respectively. IDW's other sources of revenue include direct to consumer sales, creative services revenue, conventions and other, which accounted for 5.7% and 3.5% of IDW's revenues for the three and nine months ended July 31, 2018, respectively, as compared to 7.0% and 2.6% for the three and nine months ended July 31, 2017, respectively.

IDW's primary customers are Diamond Comic Distributors, Inc. ("Diamond") and Penguin Random House, both unaffiliated entities. Diamond handles the vast majority of comic publishers' direct market distribution and Penguin Random House is one of the largest book distributors in the world. Diamond and Penguin Random House purchase IDW's publications and subsequently sell them to IDW's markets; the non-direct market for Penguin Random House, the direct market for Diamond. Retail stores are also non-direct IDW customers.

IDW's publications are widely available digitally via handheld devices, including Apple iPhones, iPod Touch, iPads, Amazon Kindle, Nokia, XBOX, Blackberry and Google Android devices. IDW titles are also available direct-to-desktop via several websites including IDWpublishing.com.

IDW faces significant competition from other publishers such as Marvel Comics and DC Comics, which are substantially larger than IDW and own, as oppose to license, the vast majority of their own intellectual property, and have much greater resources than IDW.

IDW Entertainment

IDW Entertainment ("IDWE") is a company that was created in fiscal 2013 to leverage IDW's properties in television series- developing, producing and distributing original content worldwide.

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 where season one's 13 one-hour episodes aired in fiscal 2016, season two's 12 one-hour episodes aired in fiscal 2017 and season three's 6 of 12 episodes were delivered in the third quarter of 2018. IDWE is the worldwide distributor of the series and Dynamic TV is handling foreign sales for seasons 1 and 2 of the series, and has sold the broadcast rights to the series in the UK and other territories to Spike TV (a Viacom company) and Netflix for multiple international territories.

IDWE has licensed or sold the world wide broadcast rights to three live-action television series, *V-Wars*, *October Faction*, and *Locke and Key* to Netflix. *V-Wars* began production in July 2018 and delivery of episodes is scheduled to begin in the first quarter of fiscal 2019. *October Faction* began production in September 2018 and delivery of

episodes is scheduled to begin the second quarter of fiscal 2019. *Locke and Key* is scheduled to begin production in February 2019 with delivery of episodes expected to begin in the first quarter of fiscal 2020.

IDWE, in partnership with Universal Cable Productions, sold the U.S. broadcast rights to *Brooklyn Animal Control* to USA Network and a one-hour pilot has been produced.

IDWE, in partnership with Ideate Media, sold the U.S. broadcast and subscriber-video-on-demand rights to *Dirk Gently*, a live-action series based on the Douglas Adams novels, which have also been published as comic books by IDW, to BBC America with an initial order of 8 one-hour episodes. The series premiered October 22, 2016 in the U.S. and December 11, 2016 worldwide on Netflix, as a co-production with AMC Studios. Season 2 has already been produced and aired on BBC America, with Netflix currently airing globally outside the U.S. WME/IMG is handling foreign sales for the series.

During the three and nine months ended July 31, 2018 and July 31, 2017, 100% of IDW Entertainment's revenue was derived from the domestic and foreign licensing of the television broadcasting rights to completed productions delivered during those periods.

IDWE also has theatrical film projects in development, including Chris Ryall and Ashley Wood's *Zombies vs. Robots* with Michael Bay's Platinum Dunes and Sony, and *Aleister Arcane* with Amblin Entertainment and Jim Carrey.

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 services its regional network and partner locations of more than 19,000 diverse locations 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, *visitorfun.com*, which was renamed from *ettractions.com* in December 2017 to be more easily searched and accessed, and its ExploreBoard network of inter-active touch screen kiosks throughout its market areas.

In January 2018, CTM launched a refreshed branding and marketing platform to ensure its communications with customers and host partners accurately reflected the audience and value their services deliver. As CTM has entered its 35th year of business, it has leveraged the re-branding to communicate its position in the market place as a current and impactful media company. Management believes that the changes made and being implemented will better connect CTM with current and potential customers and enhance their selling position.

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 October 9, 2017, CTM acquired the assets of an additional brochure distribution company in Cape Cod, Massachusetts which expanded CTM's network and provided CTM with additional exposure within the marketplace.

CTM's client base includes advertisers in 32 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 VisitorFun Card (formerly RightCard).

Brochure and Print Distribution

CTM distributes client brochures, magazines and other print material through its network of more than 19,000 strategically located display stations and diverse partner locations. Brochure and print distribution is CTM's largest line of business generating approximately 78.6% and 79.6% of CTM's revenues for the three and nine months ended

July 31, 2018, respectively, as compared to 78.4% and 79.6% for the three and nine months ended July 31, 2017, respectively.

CTM's extensive distribution, display station and partner location network are the key value drivers and the 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 July 31, 2018, 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 22,000 display stations, primarily in the Western and Central United States and Western Canada. 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 with CTM's affiliate, Etractions Inc. The Etractions Digital Distribution program offers CTM's customers a multi-channel marketing platform that includes its website *visitorfun.com*, mobile internet and the ExploreBoard interactive touch screens of varying sizes. Digital distribution revenues accounted for approximately 9.9% and 10.8% of CTM's revenues for the three and nine months ended July 31, 2018, respectively, as compared to 10.4% and 11.3% for the three and nine months ended July 31, 2017, respectively.

Digital revenue is primarily generated from sales of digital campaigns that are delivered electronically to Etractions' 494 ExploreBoard interactive touch screens that were in service as of July 31, 2018, compared to the 458 ExploreBoard locations that were in service as of July 31, 2017. During the last fiscal year ended October 31, 2017, internet traffic was approximately 336,000 active in-market visitors, approximately 927,000 page views, and ExploreBoard profile views totaled approximately 9,913,000 views.

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 9.8% and 7.5% of CTM's revenues for the three and nine months ended July 31, 2018, respectively, as compared to 9.3% and 7.1% in the three and nine months ended July 31, 2017, respectively.

VisitorFun Card (Formerly RightCard)

CTM designs and prints the VisitorFun Card – pocket-sized cards in a consistent format distributed through a network of specialized display stations in high-traffic areas. The VisitorFun Card content format can include a discount or value offer, map and contact information. The VisitorFun Card program contributed approximately 1.7% and 2.1% of CTM's revenues for the three and nine months ended July 31, 2018, respectively, as compared to 1.8% and 1.9% for the three and nine months ended July 31, 2017, respectively.

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 18,000 square feet of warehouse space at 4937 Market Street, San Diego CA and 2,000 square feet of office space at 215 SE 9th Avenue, Portland OR. As of July 31, 2018, IDW had 62 full time employees and 1 part time employee.

IDW Entertainment is headquartered in CTM's office space in Stamford, CT, and as of July 31, 2018 had 5 full time employees.

CTM is headquartered at 11 Largo Drive South, Stamford, CT. As of July 31, 2018, CTM had 187 employees, including 168 full time employees and 19 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; Stephen Brown – Vice Chairman of the Board and Director; Kerry McCluggage – Chief Executive Officer and Director; Marc E. Knoller – Director; Ezra Rosensaft – Chief Financial Officer, Treasurer and Corporate Secretary; Perry Davis – Director; Irwin Katsof – Director; Beneficial owners of more than 5% of Class B Common Stock: Raging Capital Master Fund, Ltd., ADW Capital Management, LLC and Robbie Robbins, Executive Vice President, Idea and Design Works, LLC.

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 – 1,484,921 shares, Class C Common Stock - 545,360 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 – 833,734 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, Kerry McCluggage and Ezra Rosensaft 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.

September 14, 2018 [Date]

/s/ Kerry McCluggage [CEO's Signature]

/s/ Ezra Rosensaft [CFO's Signature]

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