QUARTERLY REPORT OF IDW MEDIA HOLDINGS, INC FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2015

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 audited consolidated financial statements and the notes thereto contained in this Annual Report.

As used below, unless the context otherwise requires, the terms "the Company," "we," "us," and "our" refer to IDW 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

Our principal businesses consist of:

Our majority interest in IDW, Inc., owner of Idea and Design Works, LLC ("IDW"), an entertainment company that includes IDW Publishing, IDW Games and IDW Entertainment, and;

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

IDW

Idea and Design Works, LLC ("IDW"), is an entertainment company that includes IDW Publishing, IDW Games and IDW Entertainment.

On December 12, 2014, IDW purchased principally all of the assets of Top Shelf Productions, a publisher of graphic novels. The purchase increases the properties and products of IDW.

IDW's revenues represented 52.2% and 53.2% of our consolidated revenues in the three months ended July 31, 2015 and 2014, respectively, and 57.8% and 56.1% in the nine months ended July 31, 2015 and 2014, respectively.

CTM

CTM develops and distributes print and digital-based advertising and information in targeted tourist markets. CTM operates four integrated and complimentary business lines: Brochure Distribution, Publishing, RightCard™, and Digital Distribution offering its customers a comprehensive media marketing approach through these business lines. CTM owns and services more than 13,400 display stations in over 32 states and provinces in the United States and Canada.

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 and added over 1,200 display stations.

On July 31, 2014, CTM acquired a substantial portion of the brochure distribution network of a company in the Southeast United States that includes Georgia, North Carolina, South Carolina, and parts of Tennessee. In addition to the geographical expansion of CTM distribution network, this purchase added over 1,000 display stations to CTM's network.

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 47.8% and 46.8% of our consolidated revenues in the three months ended July 31, 2015 and 2014, respectively, and 42.2% and 43.9% in the nine months ended July 31, 2015 and 2014, respectively.

REPORTABLE SEGMENTS

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

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 2014. 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.

Effective July 27, 2015, the Company amended its Certificate of Incorporation to provide for the following changes:

- Conversion of 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.

- Effect a ten-for-one stock split of each share of the Company's Class B Common Stock and Class C Common Stock.

- Increase the number of the Company's authorized shares of: (i) Class B Common Stock from 600,000 shares to 12,000,000 shares, (ii) Class C Common Stock from 125,000 shares to 2,500,000 shares, and (iii) Preferred Stock from 25,000 shares to 500,000 shares.

- Change the Company's name from CTM Media Holdings, Inc. to IDW Media Holdings, Inc.

On October 31, 2013, the Company's Board of Directors granted the Company's Chairman/majority stockholder, 38,796 restricted shares (387,960 restricted shares after giving effect to the ten for one Stock Split) of the Company's Class B common stock with a value of $2,327,760 on the date of grant in lieu of a bonus for fiscal 2013 and a cash base salary for the period October 14, 2014 through December 31, 2019. Total unrecognized compensation cost on the date of grant was $2,277,760. The unrecognized compensation is recognized over the vesting period. The stock-based compensation related to this grant was approximately $91,000 and $0 for the three months ended July 31, 2015 and July 31, 2014, respectively, and $274,000 and $0 for the nine months ended July 31, 2015 and July 31, 2014, respectively.
The restricted shares vest as follows:

Date	Number of shares	Number of shares (after giving effect to the 10 for 1 Stock Split)
10/31/13	833	8,330
9/30/15	5,834	58,340
9/30/16	6,417	64,170
9/30/17	7,058	70,580
9/30/18	7,764	77,640
9/30/19	8,541	85,410
12/31/19	2,349	23,490

On October 14, 2009, our Board of Directors had granted the Company's Chairman/majority stockholder, 1,785,714 restricted shares (approximately 892,850 restricted shares after giving effect to the 1 for 20 Reverse Split and 10 for 1 Stock 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 following 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 the Company's Chairman/majority stockholder's 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 was recognized over the vesting period from October 14, 2009 through October 14, 2014. The stock-based compensation related to this grant was approximately $0 and $69,000 for the three months ended July 31, 2015 and July 31, 2014, respectively, and $0 and $206,000 for the nine months ended July 31, 2015 and July 31, 2014, respectively.

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

(in thousands) Three months ended July 31,	2015	2014	Change $	Change %
Income from operations	**$ 1,926**	$ 2,547	$ (621)	(24.4%)
Interest income (expense), net	**(17)**	16	(33)	(206.3%)
Other income, net	**22**	7	15	214.3%
Benefit from (provision for) income taxes	**(705)**	1,755	(2,460)	(140.2%)
Net income	**1,226**	4,325	(3,099)	(71.7%)
Less: Net income attributable to non-controlling interest	**(112)**	(292)	180	(61.6%)
Net income (loss) attributable to IDW Media Holdings, Inc.	**$ 1,114**	$ 4,033	$ (2,919)	(72.4%)

(in thousands) Nine months ended July 31,	2015	2014	Change $	Change %
Income from operations	**$ 2,727**	$ 3,903	$ (1,177)	(30.1%)
Interest income (expense), net	**(19)**	35	(53)	(154.3%)
Other expense, net	**(100)**	(8)	(92)	(1150.0%)
Provision for income taxes	**(952)**	1,126	(2,078)	(184.5%)
Net income	**1,656**	5,056	(3,400)	(67.2%)
Less: Net income attributable to non-controlling interest	**(512)**	(715)	203	28.4%
Net income attributable to IDW Media Holdings, Inc.	**$ 1,144**	$ 4,341	$ (3,197)	(73.6%)

Income from operations. Income from operations decreased for the three months ended July 31, 2015 compared to the three months ended July 31, 2014 primarily due to the IDW segment increased selling general and administrative expenses of approximately $622,000, due to its building of infrastructure for its recent acquisition of Top Shelf Productions and CTM's increases in costs related to its recent business acquisitions of its Southeast and New England distribution networks.

Income from operations decreased for the nine months ended July 31, 2015 compared to the nine months ended July 31, 2014 primarily due to the IDW segment increased selling, general and administrative expenses of $1,166,000. IDW's increase was due to the building of infrastructure for its recent acquisition.

Income Taxes. Income tax expense increased for the three months and nine months ended July 31, 2015 compared to the three months and nine months ended July 31, 2014 increasing by approximately $2,460,000 and $2,078,000, respectively, due primarily to the release of the valuation allowance on the IRC section 382 limited net operating loss carry forwards that were no longer limited during the three months and nine months ended July 31, 2014.

Income attributable to non-controlling interest. On April 1, 2015 the Company's newly formed corporation, IDW, Inc., acquired 100% of the ownership of Idea and Design Works, LLC in exchange for IDW, Inc. stock. As a result of this transaction, the Company increased its ownership in IDW to 83%. Minority stockholders own the remaining 17% of the stock of IDW, Inc. Non-controlling interests arise from the previous 23.335% interest in IDW not held by the Company through March 31, 2015, and the 17% interest in IDW not held by the Company thereafter.

IDW

(in thousands) Three months ended July 31,	2015	2014*	Change $	Change %
Revenues	**$ 7,022**	$ 6,827	**$** 195	2.9%
Direct cost of revenues	**3,847**	3,596	251	7.0%
Selling, general and administrative	**2,732**	1,972	760	38.5%
Depreciation and amortization	**79**	6	73	1216.7%
Income from operations	**$ 364**	$ 1,253	**$** (889)	(70.9%)

(in thousands) Nine months ended July 31,	2015	2014*	Change $	Change %
Revenues	**$ 20,532**	$ 18,203	**$** 2,329	12.8%
Direct cost of revenues	**11,157**	9,596	1,561	16.3%
Selling, general and administrative	**7,691**	5,514	2,177	39.5%
Depreciation and amortization	**151**	17	134	788.2%
Income from operations	**$ 1,533**	$ 3,076	**$** (1,543)	(50.2%)

* During the three months and nine months ended July 31, 2015, the Company changed its allocation of overhead to its operating segments. The result of this change was an increase in IDW's selling, general and administrative expenses and a corresponding decrease in operating income of $267,000 and $834,000 for the three months and nine months ended July 31, 2015, respectively. Had this change been applied to the three months and nine months ended July 31, 2014, it would have resulted in an increase in selling, general and administrative expenses with a corresponding decrease in operating income of $256,000 and $642,000, respectively.

Revenues. The $195,000 increase in IDW's revenues in the three months ended July 31, 2015 compared to the three months ended July 31, 2014 was primarily due to increases in IDW Games revenue of approximately $476,000, other publishing revenue of $166,000, offset by decreases in creative services and digital publishing revenues of approximately $362,000 and other net changes of $85,000.

The $2,329,000,increase in IDW's revenues in the nine months ended July 31, 2015 compared to the nine months ended July 31, 2014 was primarily due to increases in IDW's publishing revenue of $1,100,000 and the new IDW Games product category revenue of $1,200,000.

Direct Cost of Revenues. Direct cost of revenues consists primarily of printing expenses and costs of artists and writers. Direct costs of revenues in the three months and nine months ended July 31, 2015 increased by $251,000 and $1,561,000, respectively, compared to the three months and nine months ended July 31, 2014. The increases were primarily due to the increases in revenue, including IDW Games, IDW's product mix and related print costs and royalty arrangements with respect to products sold during the quarter.

IDW's gross margin for the three months ended July 31, 2015 decreased to 45.2% from 47.3% for the three months ended July 31, 2014. The decrease in gross profit was principally due to the mix of products and their associated print costs and royalty arrangements.

IDW's gross margin for the nine months ended July 31, 2015 decreased to 45.7% from 47.3% for the nine months ended July 31, 2014. The decrease in gross profit was principally due to increased royalty costs principally by the addition of the IDW Games product category revenue and the mix of products and their associated print costs and royalty arrangements.

Selling, General and Administrative. IDW has been building its infrastructure to support and grow the higher level of revenues experienced during the latter part of the previous fiscal year through the three months and nine months ended July 31, 2015, the recent acquisition of Top Shelf and the IDW Entertainment division, a new business development initiative commenced last fiscal year.

Selling, general and administrative expenses increased by $760,000 and $2,177,000 in the three months and nine months ended July 31, 2015, respectively, compared to the three months and nine months ended July 31, 2014. Expenses increased for the three month period ended July 31, 2015 primarily due to net increases in allocations of executive compensation, professional fees and other costs of $267,000, salaries, bonuses and related benefits of $289,000, rent and occupancy related to IDW's recent move of $70,000, selling and distribution of $44,000 principally due to the Top Shelf Productions acquisition and IDW Games, and other administrative expense increases of $90,000. Expenses increased for the nine month period ended July 31, 2015 primarily due to net increases in allocations of executive compensation, professional fees and other costs of $834,000, salaries, bonuses and related benefits of $1,100,000, rent and occupancy related to IDW's recent move of $116,000, selling and distribution of $129,000 principally due to the Top Shelf Productions acquisition and IDW Games.

As a percentage of IDW's revenues, selling, general and administrative expenses in the three months and nine months ended July 31, 2015 were 38.9% and 37.5%, respectively, compared to 28.9% and 30.3% in the three months and nine months ended July 31, 2014.

CTM

(in thousands) Three months ended July 31,	2015	2014*	Change $	Change %
Revenues	**$ 6,432**	$ 6,004	$ 428	7.1%
Direct cost of revenues	**1,802**	1,647	155	9.4%
Selling, general and administrative	**2,683**	2,789	(106)	(3.8%)
Depreciation and amortization	**363**	258	105	40.7%
Bad debt expense	**22**	16	6	37.5%
Income from operations	**$ 1,562**	$ 1,294	$ 268	20.7%

(in thousands) Nine months ended July 31,	2015	2014*	Change $	Change %
Revenues	**$ 14,988**	$ 14,260	$ 728	5.1%
Direct cost of revenues	**4,756**	4,533	223	4.9%
Selling, general and administrative	**7,918**	8,128	(210)	(2.6%)
Depreciation and amortization	**1,105**	752	353	46.9%
Bad debt expense	**15**	20	(5)	(25.0%)
Income from operations	**$ 1,194**	$ 827	$ 367	44.4%

*During the three months and nine months ended July 31, 2015, the Company changed its allocation of overhead to its operating segments. The result of this change was a decrease in CTM's selling, general and administrative expenses and a corresponding increase in operating income of $267,000 and $834,000, in the three months and nine months ending July 31, 2015, respectively. Had this change been applied to the three months and nine months ended July 31, 2014, it would have resulted in a decrease in selling, general and administrative expenses with a corresponding increase in operating income of $256,000 and $642,000, respectively.

Revenues. The increase in CTM's revenues during the three months ended July 31, 2015 compared to the three months ended July 31, 2014 was primarily due to increased U.S. distribution revenue of $375,000, led principally by the Southeast and New England business acquisitions, and digital distribution revenue of $33,000.

The increase in CTM's revenues during the nine months ended July 31, 2015 compared to the nine months ended July 31, 2014 was primarily due to increased U.S. distribution revenue of $709,000 and digital revenue of $60,000, net of a decrease Canadian distribution of $61,000, principally due to exchange rate factors. Revenue increases were principally due to the Southeast and New England business acquisitions and the expansion of the ExploreBoard footprint.

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 and nine months ended July 31, 2015 increased by $155,000 and $223,000, respectively, compared to the three months and nine months ended July 31, 2014, reflecting net costs, principally related to payroll, associated with CTM's Southeast and New England acquisitions, and costs of digital sales.

CTM's gross margin percentage changed in the three months and nine months ended July 31, 2015 to 72.0% and 68.3%, respectively, as compared to 72.6% and 68.2% in the three months and nine months ended July 31, 2014. The changes were due primarily to changes in the mix of distribution and digital product revenues.

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 decreased in the three months ended July 31, 2015 compared to the three months ended July 31, 2014 by $106,000. The decrease related principally to a reduction in allocations of executive compensation, professional fees and other costs of $233,000, offset by increases in compensation, benefits and other costs of $120,000 partially related to the Southeast and New England business acquisitions, increased employer 401(k) match and commissions.

Selling, general and administrative expenses decreased in the nine months ended July 31, 2015 compared to the nine months ended July 31, 2014 by $210,000. The decrease related principally to a reduction in allocations of executive compensation, professional fees and other costs of $539,000, decreases in company offsite meetings and recruitment of $79,000 offset by increases in compensation and benefits of $387,000 principally related to the Southeast and New England business acquisitions, increased commissions, employer 401(k) match and workers' compensation insurance.

As a percentage of CTM's revenue, selling, general and administrative expenses for the three months and nine months ended July 31, 2015 were 41.7% and 52.8%, respectively, as compared to 46.5% and 57.0% in the three months and nine months ended July 31, 2014.

Bad Debt Expense. Bad debt expense for the three months and nine months ended July 31, 2015 was relatively flat compared to the three months and nine months ended July 31, 2014 reflecting seasonal consistency.

LIQUIDITY AND CAPITAL RESOURCES

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

(in thousands)	Nine Months ended July 31,	
	2015	2014
Cash flows provided by (used in):		
Operating activities	**$ 332**	$ 2,969
Investing activities	**(3,255)**	(1,683)
Financing activities	**(2,984)**	(2,504)
Net decrease in cash and cash equivalents	**$ (5,907)**	$ (1,218)

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 were provided by operating activities based on these factors amounting to approximately $332,000 and $2,969,000 for the nine months ended July 31, 2015 and 2014, respectively.

Investing Activities. Our capital expenditures were approximately $1,839,000 and $541,000 in the nine months ended July 31, 2015 and 2014, respectively. Our business acquisitions were $1,763,000 and $2,400,000 for the nine months ended July 31, 2015 and 2014, respectively. We currently anticipate that total capital expenditures for all of our segments in fiscal 2015 will be approximately $2,000,000. We expect to fund our capital expenditures with our cash and cash equivalents on hand.

Financing Activities. During the nine months ended July 31, 2015 and July 31, 2014, we paid our stockholders cash dividends in the amounts of approximately $2,274,000 and $1,660,000, respectively, and recorded distributions to non-controlling interest holders in IDW in the amounts of $1,119,000 and $785,000, respectively. We also repaid capital lease obligations of approximately $212,000 and $173,000 in the nine months ended July 31, 2015 and July 31, 2014, respectively. Our proceeds from a term loan were $500,000 and $0 for the nine months ended July 31, 2015 and 2014, respectively.

CHANGES IN TRADE ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS

Gross trade accounts receivable increased to approximately $5,918,000 at July 31, 2015 compared to $5,432,000 at July 31, 2014, reflecting higher revenue for the quarter. The allowance for doubtful accounts as a percentage of gross trade accounts receivable was flat at 1.3% at July 31, 2015 compared to 1.3% at July 31, 2014.

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, however, in the last fiscal year ended October 31, 2014, CTM purchased its Southeast distribution network, and in the nine months ended July 31, 2015, IDW purchased Top Shelf Productions and CTM purchased the New England distribution network, as discussed in the Overviews above. Subsequent to these transactions, CTM secured term loans in the amount of $2,000,000 which replaced a portion of the cash used for these purchases. If we were to pursue additional acquisitions 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 expect that our fiscal 2015 operations along with the balance of cash and cash equivalents that we held as of July 31, 2015, a portion of which was provided by the $2,000,000 term loans described above, a $2,000,000 IDW line of credit and a $1,000,000 CTM line of credit with our primary bank will be sufficient to meet our currently anticipated working capital and capital expenditure requirements, pay capital lease obligations, make limited acquisitions and investments, pay any 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, all located in Canada, represented 4.0% and 4.9% of our consolidated revenues for the nine months ended July 31, 2015 and July 31, 2014, respectively. 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.

IDW MEDIA HOLDINGS, INC

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(Unaudited)

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IDW MEDIA HOLDINGS, INC

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)	July 31, 2015 (Unaudited)	October 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	**$ 5,520**	$ 11,427
Trade accounts receivable, net	**5,839**	4,803
Inventory – finished goods	**5,517**	2,850
Prepaid expenses	**2,544**	1,239
Deferred taxes – current portion	**195**	115
Note receivable – current portion	**372**	340
Total current assets	**19,987**	20,774
Property and equipment, net	**3,084**	2,078
Note receivable – non-current portion	**403**	935
Deferred taxes – non-current portion	**13,524**	14,080
Intangible Assets	**1,860**	1,221
Goodwill	**1,700**	1,000
Other assets	**521**	354
Total assets	**$ 41,079**	$ 40,442
Liabilities and stockholders' equity		
Current liabilities:		
Trade accounts payable	**1,965**	$ 1,989
Accrued expenses	**2,800**	3,518
Deferred revenue	**3,255**	1,610
Income taxes payable	**752**	680
Deferred taxes payable	**742**	551
Capital lease obligations – current portion	**251**	201
Term loans payable – current portion	**420**	300
Other current liabilities	**423**	159
Total current liabilities	**10,608**	9,008
Capital lease obligations – long term portion	**529**	396
Term loans payable – long term portion	**1,280**	1,175
Other liabilities	**-**	3
Total non-current liabilities	**1,809**	1,574
Total liabilities	**12,417**	10,582
Stockholders' Equity (see note 1):		
IDW Media Holdings, Inc. stockholders' equity:		
Preferred stock, $.01 par value; authorized shares – 500; no shares issued at July 31, 2015 and October 31, 2014	**-**	-
Class A common stock, $0.01 par value; authorized shares – 300; 64 shares issued and outstanding at October 31, 2014	**-**	1
Class B common stock, $0.01 par value; authorized shares – 12,000; 4,623 shares and 394 shares issued and outstanding at July 31, 2015 and October 31, 2014, respectively	**46**	4
Class C common stock, $0.01 par value; authorized shares – 2,500; 545 shares and 55 shares issued and outstanding at July 31, 2015 and October 31, 2014	**5**	1
Additional paid-in capital	**48,084**	49,752
Treasury stock, at cost, consisting of 520 shares of Class B common stock at July 31, 2015, and 9 shares of Class A common stock and 43 shares of Class B common stock at October 31, 2014	**(1,196)**	(1,196)
Accumulated other comprehensive income (loss)	**(69)**	51
Accumulated deficit	**(19,966)**	(19,620)
Total IDW Media Holdings, Inc. stockholders' equity	**26,904**	28,993
Non-controlling interests	**1,758**	867
Total stockholders' equity	**28,662**	29,860
Total liabilities and stockholders' equity	**$ 41,079**	$ 40,442

See accompanying notes to condensed consolidated financial statements.

IDW MEDIA HOLDINGS, INC

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands, except per share data)	Three Months Ended July 31, 2015	Three Months Ended July 31, 2014	Nine Months Ended July 31, 2015	Nine Months Ended July 31, 2014
Revenues	**$ 13,454**	$ 12,831	**$ 35,519**	$ 32,463
Costs and expenses:				
Direct cost of revenues	**5,650**	5,244	**15,912**	14,129
Selling, general and administrative (i)	**5,414**	4,760	**15,609**	13,642
Depreciation and amortization	**442**	264	**1,256**	769
Bad debt expense	**22**	16	**15**	20
Total costs and expenses	**11,528**	10,284	**32,792**	28,560
Income from operations	**1,926**	2,547	**2,727**	3,903
Interest income (expense), net	**(17)**	16	**(19)**	35
Other income (expense), net	**22**	7	**(100)**	(8)
Income before income taxes	**1,931**	2,570	**2,608**	3,930
(Provision for) benefit from income taxes	**(705)**	1,755	**(952)**	1,126
Net income	**1,226**	4,325	**1,656**	5,056
Less: net income attributable to non-controlling interests	**(112)**	(292)	**(512)**	(715)
Net income attributable to IDW Media Holdings, Inc.	**$ 1,114**	$ 4,033	**$ 1,144**	$ 4,341
Basic and diluted income per share attributable to IDW Media Holdings, Inc. common stockholders (see notes 1 and 3):				
Net income per share	**$ .24**	$ .87	**$ .25**	$ .94
Weighted-average number of shares used in the calculation of basic and diluted income per share:	**4,649**	4,610	**4,637**	4,596
Dividend declared per common share:	**$ 0.163**	$ 0.120	**$ 0.489**	$ 0.360
Interest Expense	**$ 20**	$ 3	**$ 57**	$ 11
(i) Stock-based compensation included in selling, general and administrative expenses	**$ 91**	$ 69	**$ 274**	$ 206

See accompanying notes to condensed consolidated financial statements.

IDW MEDIA HOLDINGS, INC

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(in thousands)	Three Months Ended July 31, 2015	Three Months Ended July 31, 2014	Nine Months Ended July 31, 2015	Nine Months Ended July 31, 2014
Net income	**$ 1,226**	4,325	**$ 1,656**	$ 5,056
Foreign currency translation adjustments	**(21)**	(3)	**(120)**	(63)
Comprehensive income	**1,205**	4,322	**1,536**	4,993
Comprehensive income attributable to non-controlling interests	**(112)**	(292)	**(512)**	(715)
Comprehensive income attributable to IDW Media Holdings, Inc.	**$ 1,093**	4,030	**$ 1,024**	$ 4,278

See accompanying notes to condensed consolidated financial statements

IDW MEDIA HOLDINGS, INC

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

Nine months ended July 31, **(in thousands)**	**2015**	**2014**
Operating activities:		
Net income	**$ 1,656**	$ 5,056
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**1,256**	769
Bad debt expense	**15**	20
Stock based compensation	**652**	559
Changes in assets and liabilities:		
Trade accounts receivable	**(1,050)**	(1,996)
Inventory, prepaid expenses and other current assets	**(4,139)**	381
Deferred taxes	**667**	(1,053)
Note receivable – current portion	**153**	-
Trade accounts payable, accrued expenses and other current liabilities	**(523)**	(1,963)
Deferred revenue	**1,645**	1,196
Net cash provided by operating activities	**332**	2,969
Investing activities:		
Business acquisitions	**(1,763)**	(2,400)
Maturity of short term investment	**-**	1,003
Capital expenditures	**(1,839)**	(541)
Payments received from notes receivable on sale of assets	**347**	255
Net cash used in investing activities	**(3,255)**	(1,683)
Financing activities:		
Distributions to holders of non-controlling interests	**(1,119)**	(785)
Dividends paid	**(2,274)**	(1,660)
Financing under capital leases	**396**	114
Repayments of capital lease obligations	**(212)**	(173)
Proceeds from term loan	**500**	-
Repayments of term loans	**(275)**	-
Net cash used in financing activities	**(2,984)**	(2,504)
Net decrease in cash and cash equivalents	**(5,907)**	(1,218)
Cash and cash equivalents at beginning of period	**11,427**	9,341
Cash and cash equivalents at end of period	**$ 5,520**	$ 8,123
Supplemental schedule of investing and financing activities		
Cash paid for interest	**$ 57**	**$** 11
Cash paid for income taxes	**$ 223**	**$** 35
Dividends payable	**$ -**	**$** -
Purchases of property and equipment through capital lease obligations	**$ 396**	**$** 116

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

See accompanying notes to condensed consolidated financial statements.

IDW MEDIA HOLDINGS, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JULY 31, 2015 AND 2014
(Unaudited)

Note 1—Basis of Presentation

The accompanying consolidated financial statements of IDW 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.

Each reference below to a fiscal year refers to the fiscal year ending in the calendar year indicated (e.g., fiscal 2015 refers to the fiscal year ending October 31, 2015).

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

Our majority interest in IDW, Inc., owner of Idea and Design Works, LLC ("IDW"), an entertainment company that includes IDW Publishing, IDW Games and IDW Entertainment, and;

CTM Media Group ("CTM"), the Company's brochure and digital distribution companies and other advertising-based product initiatives focused on small to medium sized businesses.

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: IDT Internet Mobile Group, Inc. ("IIMG"). IIMG previously owned approximately 76.665% of the equity interests in IDW; CTM; Beltway Acquisition Corporation; IDT Local Media, Inc. (which conducted certain operations related to CTM that are no longer active). All indebtedness owed by any of these entities to IDT Corporation or its affiliates was converted into a capital contribution.

On April 1, 2015, the Company's newly formed corporation, IDW, Inc., acquired 100% of the ownership of IDW in exchange for IDW, Inc. stock. As a result of this transaction, the Company increased its ownership in IDW to 83%. Minority stockholders own the remaining 17% of the stock of IDW, Inc.

Effective July 27, 2015, the Company amended its Certificate of Incorporation to provide for the following changes:

- Conversion of 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.

- Effect a ten-for-one stock split of each share of the Company's Class B Common Stock and Class C Common Stock.

- Increase the number of the Company's authorized shares of: (i) Class B Common Stock from 600,000 shares to 12,000,000 shares, (ii) Class C Common Stock from 125,000 shares to 2,500,000 shares, and (iii) Preferred Stock from 25,000 shares to 500,000 shares.

- Change the Company's name from CTM Media Holdings, Inc. to IDW Media Holdings, Inc.

Note 2—Dividends

On June 30, 2015, March 31, 2015 and February 19, 2015 the Company, paid cash dividends in the amount of $1.63 per share ($0.163 per share after giving effect to the Stock Split) on each date (approximately $758,000 each date in the aggregate) to stockholders of record as of June 22, 2015, March 23, 2015 and February 6, 2015, respectively, of the Company's Class A common stock, Class B common stock and Class C common stock.

On September 29, 2014 the Company paid cash dividends in the amount of $1.63 per share ($0.163 per share after giving effect to the Stock Split) (approximately $750,000 in the aggregate) to stockholders of record as of September 20, 2014 of the Company's Class A common stock, Class B common stock and Class C common stock.

On January 24, 2014, April 2, 2014 and July 2, 2014 the Company paid cash dividends in the amount of $1.20 per share ($0.120 per share after giving effect to the Stock Split) on each date (approximately $553,000 each date in the aggregate) to stockholders of record as of January 20, 2014, March 26, 2014 and June 24, 2014, respectively, of the Company's Class A common stock, Class B common stock and Class C common stock.

The declaration of future dividends will be at the discretion of our Board of Directors and will depend on our financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination by the Board that dividends are in the best interest of our stockholders at that time, subject to confirmation by the Company's management that there is sufficient surplus as of the proposed future payment dates and other circumstances existing at the relevant times.

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 has been increased to include unvested restricted Class B stock issued to the Company's founder and Chairman of the Board, Howard Jonas. 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 and nine months ended July 31, 2015 and July 31, 2014, there were no shares that were potentially dilutive. As a result basic earnings per share and diluted earnings per share were the same. Per share values reflect the Company's ten for one stock split.

Note 4—Equity

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

	Nine Months Ended July 31, 2015		
	Attributable to IDW Media Holdings, Inc.	Non-controlling Interests	Total
	(in thousands)		
Balance, October 31, 2014	$ 28,993	$ 867	$ 29,860
Stock based compensation	652	-	652
Distributions	-	(1,119)	(1,119)
Non-controlling interests in subsidiary	(1,498)	1,498	-
Cash dividends	(2,274)	-	(2,274)
Comprehensive income:			
Net income	1,144	512	1,656
Other comprehensive income (loss)	(113)	-	(113)
Total comprehensive income	1,031	512	1,543
Balance, July 31, 2015	$ 26,904	$ 1,758	$ 28,662

On October 31, 2013, the Company's Board of Directors granted the Company's Chairman/majority stockholder, 38,796 (387,960 shares after the Stock Split) restricted shares of the Company's Class B common stock with a value of $2,327,760 on the date of grant in lieu of a bonus for fiscal 2013 and a cash base salary for the period October 14, 2014 to December 31, 2019. Total unrecognized compensation cost on the date of grant was $2,277,760. The unrecognized compensation is recognized over the vesting period. The restricted shares vest as follows:

Date	Number of shares	Number of shares (after giving effect to the 10 for 1 Stock Split)
10/31/13	833	8,330
9/30/15	5,834	58,340
9/30/16	6,417	64,170
9/30/17	7,058	70,580
9/30/18	7,764	77,640
9/30/19	8,541	85,410
12/31/19	2,349	23,490

Note 4—Equity (continued)

On April 24, 2012 the Company repurchased 3,152 shares (31,520 shares after giving effect to the Stock Split) 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.

On October 14, 2009, the Company's Board of Directors granted its Chairman/majority stockholder, 1,785,714 restricted shares (approximately 892,850 restricted shares after giving effect to the 1 for 20 Reverse Split and 10 for 1 Stock 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. Total unrecognized compensation cost on the grant date was $1,250,000. The unrecognized compensation was recognized over the vesting period from October 14, 2009 through October 14, 2014.

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 191,510 shares after giving effect to the 1 for 20 Reverse Split and 10 for 1 Stock 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.

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.

Note 5—Asset Purchases

On February 13, 2015, CTM Media Group, Inc., a subsidiary of the Company, acquired a 1,200 display station distribution network and assets of a company in New England that expanded its network throughout New England.

On December 12, 2014, Idea and Design Works, LLC, a subsidiary of the Company, purchased principally all of the assets of Top Shelf Productions, a publisher of graphic novels.

On July 31, 2014, CTM Media Group, Inc., a subsidiary of the Company, acquired a substantial portion of the brochure distribution network of a company in the Southeast United States that includes Georgia, North Carolina, South Carolina and parts of Tennessee.

Note 6—Notes Payable and Lines of Credit

On July 31, 2015, Idea and Design Works, LLC (IDW, LLC) a subsidiary of the Company, entered into a loan agreement with IDW Media Holdings primary bank that provides for a $2,000,000 revolving line of credit, renewable annually, with interest payable monthly. IDW, LLC has pledged its fixed assets, inventory and receivables as collateral under the agreement. Any outstanding balance of interest and principal is payable no later than the expiration date of the agreement. The agreement requires the IDW, LLC to maintain certain ratios related to liquidity and net worth, among other provisions. At July 31, 2015, no balance was outstanding under the line of credit.

On March 4, 2015, CTM Media Group, Inc., a subsidiary of the Company, entered into a term loan agreement with its primary bank for $500,000 payable in equal monthly installments of $11,256 including principal and interest at 3.81%, with the final payment due on February 28, 2019.

On October 3, 2014, CTM Media Group, Inc., a subsidiary of the Company, entered into a term loan agreement with its primary bank for $1,500,000 payable in equal monthly installments of $25,000, plus interest at 3.76%, with the final balance of principal payable on August 31, 2018.

The Company has pledged substantially all of its CTM Segment assets in guarantee of the loans 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. On July 31, 2015, $1,700,108 was outstanding under the term loans.

On July 28, 2012, CTM Media Group Inc., entered into a loan agreement with its primary bank that had provided for a $1.5 million revolving line of credit, renewable annually, with interest payable monthly. In conjunction with the October 3, 2014 term loan described above, the revolving line of credit was reduced to $1,000,000. Amendments dated June 13, 2013, November 22, 2013, April 24, 2014 and March 4, 2015 renewed and extended the line of credit through April 30, 2016. 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 July 31, 2015, no balance was outstanding under the line of credit.

Maturities under the term loans are as follows:

Nine Months Ended	Amount
7/31/16	$ 420,111
7/31/17	424,664
7/31/18	429,498
7/31/19	375,835
7/31/20	50,000
Total	$1,700,108

Note 7—Business Segment Information

The Company has the following two reportable business segments: IDW and CTM. Idea and Design Works, LLC ("IDW") is an entertainment company that includes IDW Publishing, IDW Games and IDW Entertainment.

CTM consists of the Company's brochure and digital advertising distribution company and other advertising-based product initiatives focused on small to medium sized businesses.

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)	IDW	CTM	Total
Three months ended July 31, 2015			
Revenues	**$ 7,022**	**$ 6,432**	**$ 13,454**
Operating income	**$ 364**	**$ 1,562**	**$ 1,926**
Depreciation and amortization	**$ 79**	**$ 363**	**$ 442**
Total assets at July 31, 2015	**$ 14,792**	**$ 26,287**	**$ 41,079**
Three months ended July 31, 2014			
Revenues	$ 6,827	$ 6,004	$ 12,831
Operating income	$ 1,253	$ 1,294	$ 2,547
Depreciation and amortization	$ 6	$ 258	$ 264
Total assets at July 31, 2014	$ 11,713	$ 26,281	$ 37,994

(in thousands)	IDW	CTM	Total
Nine months ended July 31, 2015			
Revenues	**$ 20,532**	**$ 14,987**	**$ 35,519**
Operating income	**$ 1,533**	**$ 1,012**	**$ 2,545**
Depreciation and amortization	**$ 151**	**$ 1,105**	**$ 1,256**
Total assets at July 31, 2015	**$ 14,792**	**$ 26,287**	**$ 41,079**
Nine months ended July 31, 2014			
Revenues	$ 18,203	$ 14,260	$ 32,463
Operating income	$ 3,076	$ 827	$ 3,903
Depreciation and amortization	$ 17	$ 752	$ 769
Total assets at July 31, 2014	$ 11,713	$ 26,281	$ 37,994

Note 8—Provision for Income Taxes

Income tax expense increased for the three months and nine months ended July 31, 2015 compared to the three months and nine months ended July 31, 2014 increased by approximately $2,460,000 and $2,078,000 due primarily to the release of the valuation allowance on the IRC section 382 limited net operating loss carry forwards that were no longer limited during the three months and nine months ended July 31, 2014.

Note 9—Commitments

Lease Commitments
The future minimum payments for capital and operating leases as of July 31, 2015 are as follows:

(in thousands)	Operating Leases	Capital Leases
Nine months ending July 31:		
2016	$ 1,369	$ 251
2017	1,217	228
2018	835	163
2019	552	110
2020	502	29
Thereafter	855	0
Total payments	$ 5,330	781
Less amount representing interest		(1)
Less current portion principal		(251)
Capital lease obligations—long-term portion principal		$ 529

Note 10— Subsequent events

Management has evaluated subsequent events through September 11, 2015, 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 condensed consolidated financial statements, except as shown below:

On September 9, 2015, the Board of Directors, in light of the Company's cash position, declared the payment of a cash dividend in the amount of $0.163 per share (approximately $758,000 in the aggregate), which will paid on or about October 2, 2015 to stockholders of record as of September 22, 2015 of the Company's Class B common stock and Class C common stock.

Item 10 Certifications.

I, Theodore B. Adams, certify that:

1. I have reviewed this quarterly disclosure statement of IDW 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: September 11, 2015

/s/ Theodore B. Adams

_____
Chief Executive Officer

I, Leslie B. Rozner, certify that:

1. I have reviewed this quarterly disclosure statement of IDW 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: September 11, 2015

/s/ Leslie B. Rozner

_____
Chief Financial Officer