

## EXHIBIT 2

This application requests consent to the pro forma transfer of control of Salem Communications Corporation, the ultimate parent corporation of the following licensee corporations. Except as set forth below, the licensee corporations are wholly owned by Salem Communications Holding Corporation, which is wholly owned by Salem Communications Corporation. The licensee corporations for which ownership information is provided below are wholly owned by entities which ultimately are wholly owned by Salem Communications Corporation.

<u>Station</u>	<u>Licensee</u>	<u>Facility ID No.</u>
KDAR(FM), Oxnard, CA	Atep Radio, Inc.	3077
KGFT(FM), Pueblo, CO	Bison Media, Inc.	20579
KSKY(AM), Balch Springs, TX	Bison Media, Inc.	6591
KBIQ(FM), Manitou Springs, CO	Bison Media, Inc.	73073
KZNT(AM), Colorado Springs, CO	Bison Media, Inc.	70825
WITH(AM), Baltimore, MD	Caron Broadcasting, Inc.	25527
KKFS(FM), Dunnigan, CA	Caron Broadcasting, Inc.	51220
KTIE(AM), San Bernardino, CA	Caron Broadcasting, Inc.	58808
WTSJ(AM), Cincinnati, OH	Caron Broadcasting, Inc.	25525
WCCD(AM), Parma, OH	Caron Broadcasting, Inc.	25522
WKNR(AM), Cleveland, OH	Caron Broadcasting, Inc.	28509
WBOB(AM), Florence, KY	Caron Broadcasting, Inc.	35065
WHK(AM), Cleveland, OH	Caron Broadcasting, Inc.	14772
WFZH(FM), Mukwonago, WI	Caron Broadcasting, Inc.	88081
KFIS(FM), Scappoose, OR	Caron Broadcasting, Inc.	50553
WFFH(FM), Smyrna, TN	Caron Broadcasting, Inc.	68347
WFFI(FM), Kingston Springs, TN	Caron Broadcasting, Inc.	18714
WBGB(FM), Ponte Vedra Beach, FL	Caron Broadcasting, Inc.	28894
WZNZ(AM), Jacksonville, FL	Caron Broadcasting, Inc.	51976
WJGR(AM), Jacksonville, FL	Caron Broadcasting, Inc.	29736
WZAZ(AM), Jacksonville, FL	Caron Broadcasting, Inc.	68761
KCEE(FM), Grass Valley, CA	Caron Broadcasting, Inc.	87969
KKMS(AM), Richfield, MN	Common Ground Broadcasting, Inc.	18518
KYCR(AM), Golden Valley, MN	Common Ground Broadcasting, Inc.	10828
KKNT(AM), Phoenix, AZ	Common Ground Broadcasting, Inc.	13508
KPXQ(AM), Glendale, AZ	Common Ground Broadcasting, Inc.	55912
WTBN(AM), Pinellas Park, FL	Common Ground Broadcasting, Inc.	51985
KIKN(AM), Port Angeles, WA	Common Ground Broadcasting, Inc.	63519
KFAX(AM), San Francisco, CA	Golden Gate Broadcasting Co., Inc.	24510
KSFB-FM, San Rafael, CA	Golden Gate Broadcasting Co., Inc.	40136

K265DI, Sausalito, CA	Golden Gate Broadcasting Co., Inc.	43944
KGNW(AM), Burien-Seattle, WA	Inspiration Media, Inc.	28819
KLFE(AM), Seattle, WA	Inspiration Media, Inc.	12031
KTFH(AM), Seattle, WA (expanded band CP)	Inspiration Media, Inc.	87153
KKMO(AM), Tacoma, WA	Inspiration Media, Inc.	33301
KKOL(AM), Seattle, WA	Inspiration Media, Inc.	20355
KLTY(FM), Arlington, TX	Inspiration Media of Texas, LLC ***	2809
KWRD-FM, Highland Village, TX	Inspiration Media of Texas, LLC ***	6560
KPXI(FM), Overton, TX	Inspiration Media of Texas, LLC ***	29916
WEZE(AM), Boston, MA	New England Continental Media, Inc.	3594
KKLA-FM, Los Angeles, CA	New Inspiration Broadcasting Co., Inc.	48453
KRLA(AM), Glendale, CA	New Inspiration Broadcasting Co., Inc.	61267
KXMX(AM), Anaheim, CA	New Inspiration Broadcasting Co., Inc.	2194
KFSH-FM, Anaheim, CA	New Inspiration Broadcasting Co., Inc.	2195
WFIL(AM), Philadelphia, PA	Pennsylvania Media Associates, Inc.	52193
WZZD(AM), Philadelphia, PA	Pennsylvania Media Associates, Inc.	52194
WORD-FM, Pittsburgh, PA	Pennsylvania Media Associates, Inc.	58627
WPIT(AM), Pittsburgh, PA	Pennsylvania Media Associates, Inc.	58624
WTTT(AM), Boston, MA	Pennsylvania Media Associates, Inc.	25051
KPRZ(AM), San Marcos-Poway, CA	Radio 1210, Inc.	54461
KCBQ(AM), San Diego, CA	Radio 1210, Inc.	13509
WBOZ-FM, Woodbury, TN	Reach Satellite Network, Inc.	15531
WVRY-FM, Waverly, TN	Reach Satellite Network, Inc.	41865
KRKS(AM), Denver, CO	Salem Media of Colorado, Inc.	58632
KBJD(AM), Denver, CO (expanded band license)	Salem Media of Colorado, Inc.	87151
KRKS-FM, Lafayette, CO	Salem Media of Colorado, Inc.	58631
KNUS(AM), Denver, CO	Salem Media of Colorado, Inc.	42377
WGKA(AM), Atlanta, GA	Salem Media of Georgia, Inc.	72111
WNIV(AM), Atlanta, GA	Salem Media of Georgia, Inc.	23607
WLTA(AM), Alpharetta, GA	Salem Media of Georgia, Inc.	42660
KHNR(AM), Honolulu, HI	Salem Media of Hawaii, Inc.	13880
KGU(AM), Honolulu, HI	Salem Media of Hawaii, Inc.	53705
KAIM(AM), Honolulu, HI	Salem Media of Hawaii, Inc.	10934
KAIM-FM, Honolulu, HI	Salem Media of Hawaii, Inc.	10950
KHCM(AM), Waipahu, HI	Salem Media of Hawaii, Inc.	14937
WRVI(FM), Valley Station, KY	Salem Media of Kentucky, Inc.	50764
WFIA-FM, New Albany, IN	Salem Media of Kentucky, Inc.	48371
WGTK(AM), Louisville, KY	Salem Media of Kentucky, Inc.	63936
WZFS(FM), Des Plaines, IL	Salem Media of Illinois, LLC***	25053
WMCA(AM), New York, NY	Salem Media of New York, LLC***	58626
WWDJ(AM), Hackensack, NJ	Salem Media of New York, LLC***	58635
WRFD(AM), Columbus-Worthington, OH	Salem Media of Ohio, Inc.	58630
KPDQ(AM), Portland, OR	Salem Media of Oregon, Inc.	58628
KPDQ-FM, Portland, OR	Salem Media of Oregon, Inc.	58629

KSLR(AM), San Antonio, TX	Salem Media of Texas, Inc.	58634
WAVA(FM), Arlington, VA	Salem Media of Virginia, Inc.*	4644
WABS(AM), Arlington, VA	Salem Media of Virginia, Inc.*	54465
WWTC(AM), Minneapolis, MN	SCA License Corporation**	9676
WRRD(AM), Jackson, WI	SCA License Corporation**	10824
WYLL(AM), Chicago, IL	SCA License Corporation**	28630
WHKW(AM), Warren, OH	SCA License Corporation**	57235
WFIA(AM), Louisville, KY	SCA License Corporation**	55504
WROL(AM), Boston, MA	SCA License Corporation**	9139
WFHM-FM, Cleveland, OH	SCA License Corporation**	54778
WBTK(AM), Richmond, VA	SCA License Corporation**	57831
KSFB(AM), Palo Alto, CA	SCA-Palo Alto, LLC****	65485
WFSH-FM, Athens, GA	South Texas Broadcasting, Inc.	56390
KLUP(AM), Terrell Hills, TX	South Texas Broadcasting, Inc.	34975
WTWD(AM), Plant City, FL	South Texas Broadcasting, Inc.	26145
KKHT(AM), Houston, TX	South Texas Broadcasting, Inc.	61174
KTEK(AM), Alvin, TX	South Texas Broadcasting, Inc.	10827
KFIA(AM), Carmichael, CA	Vista Broadcasting, Inc.	50300
KTKZ(AM), Sacramento, CA	Vista Broadcasting, Inc.	59599

\*Salem Communications Holding Corporation is 15% stockholder, Golden Gate Broadcasting Co., Inc. is 40% stockholder, and New Inspiration Broadcasting Co., Inc. is 45% stockholder of Salem Media of Virginia, Inc. Salem Communications Holding Corporation is the 100% owner of Golden Gate Broadcasting Co., Inc. and New Inspiration Broadcasting Co., Inc.

\*\*Salem Communications Acquisition Corporation is the 100% owner of SCA License Corporation. Salem Communications Corporation is the 100% owner of Salem Communications Acquisition Corporation.

\*\*\*Salem Media Corporation is the 99% managing member and Salem Radio Operations, LLC, owned 100% by Salem Media Corporation, is the 1% member of Salem Media of New York, LLC, Salem Media of Illinois, LLC, and Inspiration Media of Texas, LLC. Salem Communications Holding Corporation is the 100% owner of Salem Media Corporation.

\*\*\*\* SCA License Corporation is the sole member and manager of SCA-Palo Alto, LLC.

The pro forma transfer of control of Salem Communications Corporation involves the transfer of stock in Salem Communications Corporation representing 84% of the stockholder votes in the corporation: (1) from individual stockholders to a family trust which they control as trustees (i.e., 38% of the votes from Stuart W. Epperson and Nancy A. Epperson to The Epperson Family 2003 Trust, of which Stuart W. and Nancy A. Epperson are the trustees), (2) from individual stockholders to joint ownership shared by them (i.e., 3% of the votes from Stuart W. Epperson and Nancy A. Epperson individually to joint ownership by them), and (3) from one family trust to another where

the same individual remains the trustee (i.e., 38% of the votes from the Edward G. Atsinger III Trust to The Atsinger Family 2003 Trust, with Edward G. Atsinger III as the trustee of both trusts). Accordingly, this is a *pro forma* transfer since voting control remains with the same individuals.

The votes held by the stockholders before and after the stock transfers are as follows:

Votes Before Stock Transfer

Stuart W. Epperson, individually - 31% of votes

Nancy A. Epperson, individually - 10% of votes

Stuart W. and Nancy A. Epperson, jointly - 1% of votes

Edward G. Atsinger III, as  
Trustee of the Edward G. Atsinger III Trust - 42% of votes

Total Votes - Nancy A. Epperson - 10% and 1% jointly  
- Stuart W. Epperson - 31% and 1% jointly  
- Edward G. Atsinger III - 42% as Trustee

Votes After Stock Transfer

Stuart W. and Nancy A. Epperson,  
as Trustees of The Epperson Family 2003 Trust - 38% of votes

Stuart W. and Nancy A. Epperson, jointly - 4% of votes

Edward G. Atsinger III,  
as Trustee of the Edward G. Atsinger III Trust - 4% of votes

Edward G. Atsinger III,  
as Trustee of The Atsinger Family 2003 Trust - 38% of votes

Total Votes - Stuart W. and Nancy A. Epperson - 38% as Trustees  
and 4% jointly  
- Edward G. Atsinger III - 42% as Trustee