



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000046494** | Submit Date: **2018-03-01** | FRN: **0017216862**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **03/02/2018**

Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0017216862	Salem Media of Massachusetts, LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
4880 Santa Rosa Road	Camarillo	CA	93012	+1 (805) 987-0400	Tracey.kim@salemmedia.com

2. Contact Representative

Name	Organization
FRANK R. JAZZO, ESQ.	Fletcher, Heald & Hildreth, P.L.C.

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1300 N. 17th Street 11th Floor	Arlington	VA	22209-3801	+1 (703) 812-0400	JAZZO@FHHLAW.COM

3. Application Filing Fee

Question	Response
Is this application being submitted without a filing fee?	No

Fees

Application Type	Form Number	Fee Code	Quantity	Fee Amount	Subtotal
Biennial	Form 323	MAR	6	85	\$420.00
				Total	\$420.00

4. Nature of Respondent**(a) Provide the following information about the Respondent:**

Relationship to stations/permits	Licensee
Nature of Respondent	Limited liability company

(b) Provide the following information about this report:

Purpose	Biennial
"As of" date	10/01/2017 When filing a biennial ownership report or validating and resubmitting a prior biennial ownership report, this date must be Oct. 1 of the year in which this report is filed.

5. Licensee(s) and Station(s)

Respondent is filing this report to cover the following Licensee(s) and station(s):

Licensee/Permittee Name	FRN
Salem Media of Massachusetts, LLC	0017216862

Fac. ID No.	Call Sign	City	State	Service
9139	WROL	BOSTON	MA	AM
9676	WWTC	MINNEAPOLIS	MN	AM
28630	WYLL	CHICAGO	IL	AM
54778	WFHM-FM	CLEVELAND	OH	FM
55504	WFIA	LOUISVILLE	KY	AM
57235	WHKZ	WARREN	OH	AM

Section II – Biennial Ownership Information**1. 47 C.F.R. Section 73.3613 and Other Documents**

Licensee Respondents that hold authorizations for one or more full power television, AM, and/or FM stations should list all contracts and other instruments set forth in 47 C.F.R. Section 73.3613(a) through (c) for the facility or facilities listed on this report. In addition, attributable Local Marketing Agreements (LMAs) and attributable Joint Sales Agreements (JSAs) must be disclosed by the licensee of the brokering station on its ownership report. If the agreement is an attributable LMA, an attributable JSA, or a network affiliation agreement, check the appropriate box. Otherwise, select "Other." Non-Licensee Respondents, as well as Licensee Respondents that only hold authorizations for Class A television and/or low power television stations, should select "Not Applicable" in response to this question.

Document Information	
Description of contract or instrument	CERTIFICATE OF FORMATION (Copy on File)
Parties to contract or instrument	State of Delaware

Date of execution	12/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Formation document

Document Information	
Description of contract or instrument	OPERATING AGREEMENT (Copy on File)
Parties to contract or instrument	Salem Media of Massachusetts, LLC (formerly Salem Media Group, LLC)
Date of execution	12/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Formation document

Document Information	
Description of contract or instrument	Credit Agreement (Copy on File)
Parties to contract or instrument	Salem Media Group, Inc. ("Salem"), as Parent and Borrower, and Salem's Subsidiaries as Borrowers and Wells Fargo Bank, N.A., as Administrative Agent and Lead Arranger and the Lenders that are Parties hereto.
Date of execution	05/2017
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment Number One to Credit Agreement and Consent (Copy on File)
Parties to contract or instrument	Salem Media Group, Inc. ("Salem"), as Parent and Borrower, and Salem's Subsidiaries as Borrowers and Wells Fargo Bank, N.A., as Administrative Agent for each member of the Lender Group and the Bank Product Providers ("Agent").
Date of execution	07/2017
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Amendment Number One to Credit Agreement

Document Information	
Description of contract or instrument	Guaranty and Security Agreement (Copy on File)

Parties to contract or instrument	Salem Media Group, Inc. ("Salem"), as Parent and Salem's Subsidiaries, each a "Grantor" and collectively "Grantors" and Wells Fargo bank, N.A., as Administrative Agent for each member of the Lender Group and the Bank Product Providers ("Agent").
Date of execution	05/2017
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Guaranty and Security Agreement

Document Information	
Description of contract or instrument	Intercreditor Agreement (Copy on File)
Parties to contract or instrument	Wells Fargo Bank, N.A. as Revolving Collateral Agent, and U.S. Bank, N.A. as Notes Collateral Agent, and Salem Media Group, Inc. ("Salem") as Parent, Issuer and Revolving Borrower, plus Salem's Subsidiaries as Revolving Borrowers and Notes Guarantors.
Date of execution	05/2017
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Intercreditor Agreement

Document Information	
Description of contract or instrument	Indenture (Copy on File)
Parties to contract or instrument	Salem Media Group, Inc. ("Salem") as Parent and Issuer and Salem's Subsidiaries each a Guarantor and collectively Guarantors and U.S. Bank, N.A. as Trustee and Collateral Agent.
Date of execution	05/2017
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information	
Description of contract or instrument	Security Agreement (Copy on File)
Parties to contract or instrument	Salem Media Group, Inc. ("Salem"), as Parent and Salem's Subsidiaries, each a "Grantor" and collectively "Grantors" and U.S. Bank, N.A. as "Collateral Agent" for the Secured Parties.
Date of execution	05/2017
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Security Agreement

2. Ownership Interests

(a) Ownership Interests. This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, non-insulated partners,

non-insulated members, and any other persons or entities with a direct attributable interest in the Respondent pursuant to the standards set forth in 47 C.F.R. Section 73.3555. (A "direct" interest is one that is not held through any intervening companies or entities.) List each interest holder with a direct attributable interest in the Respondent separately.

Leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the Respondent solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i).

In the case of vertical or indirect ownership structures, list only those interests in the Respondent that also represent an attributable interest in the Licensee(s) for which the report is being submitted.

Entities that are part of an organizational structure that includes holding companies or other forms of indirect ownership must file separate ownership reports. In such a structure do not report, or file a separate report for, any interest holder that does not have an attributable interest in the Licensee(s) for which the report is being submitted.

Please see the Instructions for further detail concerning interests that must be reported in response to this question.

The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.

Ownership Information			
FRN	0017216862		
Entity Name	Salem Media of Massachusetts, LLC		
Address	PO Box		
	Street 1	4880 Santa Rosa Road	
	Street 2		
	City	Camarillo	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	93012	
	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Equity	0.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0004315123		
Entity Name	SCA License Corporation		
Address	PO Box		
	Street 1	4880 Santa Rosa Road	

	Street 2		
	City	Camarillo	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	93012	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Equity	100.0%	
	Total assets (Equity Debt Plus)	100.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable. If "No," submit as an exhibit an explanation.	Yes
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<p>(c) Does the Respondent or any reported interest holder hold an attributable interest in any newspaper entities in the same market as any station for which this report is filed, as defined in 47 C.F.R. Section 73.3555?</p> <p>If "Yes," provide information describing the interest(s), using EITHER the subform OR the spreadsheet option below. Respondents with a large number (50 or more) of entries to submit should use the spreadsheet option.</p> <p>NOTE: Spreadsheets must be submitted in a special XML Spreadsheet format with the appropriate structure that is specified in the documentation. For instructions on how to use the spreadsheet option to complete this question (including templates to start with), please Click Here.</p> <p>If using the subform, leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i). If using an XML Spreadsheet, enter "NA" into the percentage of total assets (Equity Debt Plus) field for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard.</p>	No
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The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.

(d) Are any of the individuals listed as an attributable interest holder in the Respondent married to each other or related to each other as parentchild or as siblings?

No

If "Yes," provide the following information for each such the relationship.

(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?

No

If "Yes," complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities, and explaining why that individual should not be attributed an interest.

3. Organizational Chart (Licensees Only)

Attach a flowchart or similar document showing the Licensee's vertical ownership structure including the Licensee and all entities that have attributable interests in the Licensee. Licensees with a single parent entity may provide a brief explanatory textual Exhibit in lieu of a flowchart or similar document. Licensees without parent entities should so indicate in a textual Exhibit.

Non-Licensee Respondents should select "N/A" in response to this question.

File Name	Uploaded By	Attachment Type	Description
Licensee Org Chart - Salem Media of Massachusetts, LLC.pdf	Applicant	Ownership Chart	Salem Media of Massachusetts, LLC

Section III - Certification

Certification

Section	Question	Response
Authorized Party to Sign	WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE --OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	
Certification	I certify that I have examined this report and that to the best of my knowledge and belief, all statements in this report are true, correct and complete.	Official Title: Senior Vice President and Secretary Exact Legal Title or Name of Respondent: Salem Media of Massachusetts, LLC Name: Christopher J. Henderson Phone: 8059870400 03/01/2018

