



(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 | 70 | \$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 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 required to be filed pursuant to 47 C.F.R. Section 73.3613 for the facility or facilities listed on this report. If the agreement is an attributable Local Marketing Agreement (LMA), an attributable Joint Sales Agreement (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 | 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 |

| 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 | 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 | 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 | 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 | 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 |

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 | | |

| | | | |
|--|---|---------------|----------------------------|
| | 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 | |

| | |
|--|-----------|
| <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> <p>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.</p> | <p>No</p> |
|--|-----------|

| | |
|---|-----------|
| <p>(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?</p> <p>If "Yes," provide the following information for each such the relationship.</p> | <p>No</p> |
|---|-----------|

| | |
|---|-----------|
| <p>(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</p> <p>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.</p> | <p>No</p> |
|---|-----------|

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 |