

SALEM MEDIA GROUP, INC. /DE/
Form 10-Q
November 09, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
 1934
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 000-26497

SALEM MEDIA GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

77-0121400

(STATE OR OTHER JURISDICTION OF INCORPORATION OR
ORGANIZATION)

(I.R.S. EMPLOYER IDENTIFICATION
NUMBER)

4880 SANTA ROSA ROAD

93012

CAMARILLO, CALIFORNIA

(ZIP CODE)

(ADDRESS OF PRINCIPAL

EXECUTIVE OFFICES)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (805) 987-0400

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller Reporting
Company

(Do not check if a Smaller Reporting Company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class A	Outstanding at November 2, 2015
Common Stock, \$0.01 par value per share	19,908,948 shares

Class B	Outstanding at November 2, 2015
Common Stock, \$0.01 par value per share	5,553,696 shares

SALEM MEDIA GROUP, INC.
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CERTAIN DEFINITIONS

Unless the context requires otherwise, all references in this report to “Salem” or the “company,” including references to Salem by “we” “us” “our” and “its” refer to Salem Media Group, Inc. and our subsidiaries.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Salem Media Group, Inc. (“Salem” or the “company,” including references to Salem by “we,” “us” and “our”) makes “forward-looking statements” from time to time in both written reports (including this report) and oral statements, within the meaning of federal and state securities laws. Disclosures that use words such as the company “believes,” “anticipates,” “estimates,” “expects,” “intends,” “will,” “may,” “intends,” “could,” “would,” “should” “seeks” “predicts,” or “plans” and similar are intended to identify forward-looking statements, as defined under the Private Securities Litigation Reform Act of 1995.

You should not place undue reliance on these forward-looking statements, which reflect our expectations based upon data available to the company as of the date of this report. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from expectations. These risks, as well as other risks and uncertainties, are detailed in Salem’s reports on Forms 10-K, 10-Q and 8-K filed with or furnished to the Securities and Exchange Commission. Except as required by law, the company undertakes no obligation to update or revise any forward-looking statements made in this report. Any such forward-looking statements, whether made in this report or elsewhere, should be considered in context with the various disclosures made by Salem about its business. These projections and other forward-looking statements fall under the safe harbors of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

PART I – FINANCIAL INFORMATION

SALEM MEDIA GROUP, INC.

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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SALEM MEDIA GROUP, INC.**CONDENSED CONSOLIDATED BALANCE SHEETS***(Dollars in thousands, except share and per share data)*

	December 31, 2014 (Note 1)	September 30, 2015 (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 33	\$ 186
Trade accounts receivable (net of allowances of \$12,727 in 2014 and \$13,815 in 2015)	34,781	36,855
Other receivables	3,546	1,620
Inventories (net of reserves of \$1,227 in 2014 and \$1,623 in 2015)	572	1,073
Prepaid expenses	5,580	7,624
Income tax receivable	—	4
Deferred income taxes	8,153	8,153
Assets held for sale	1,700	1,700
Total current assets	54,365	57,215
Notes receivable (net of allowances of \$539 in 2014 and \$557 in 2015)	228	222
Fair value of interest rate swap	475	—
Property and equipment (net of accumulated depreciation of \$155,495 in 2014 and \$161,889 in 2015)	99,227	103,645
Broadcast licenses	385,726	390,051
Goodwill	24,684	24,968
Other indefinite-lived intangible assets	833	833
Amortizable intangible assets (net of accumulated amortization of \$34,130 in 2014 and \$38,103 in 2015)	12,395	12,698
Deferred financing costs	3,166	2,669
Other assets	2,060	2,591
Total assets	\$ 583,159	\$ 594,892
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 2,964	\$ 5,909
Accrued expenses	12,704	12,245
Accrued compensation and related expenses	8,777	8,615
Accrued interest	48	54
Deferred revenue	13,205	12,928
Income tax payable	154	—
Current portion of long-term debt and capital lease obligations	1,898	7,662
Total current liabilities	39,750	47,413
Long-term debt and capital lease obligations, less current portion	275,607	272,183
Fair value of interest rate swap	—	2,011

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Deferred income taxes	49,109		52,598
Deferred revenue	10,576		13,735
Other liabilities	4,123		934
Total liabilities	379,165		388,874
Commitments and contingencies (Note 16)			
Stockholders' equity:			
Class A common stock, \$0.01 par value; authorized 80,000,000 shares; 22,082,140 and 22,225,348 issued and 19,764,490 and 19,907,698 outstanding at December 31, 2014 and September 30, 2015, respectively	221		222
Class B common stock, \$0.01 par value; authorized 20,000,000 shares; 5,553,696 issued and outstanding at December 31, 2014 and September 30, 2015, respectively	56		56
Additional paid-in capital	240,493		241,577
Accumulated deficit	(2,770	)	(1,831)
Treasury stock, at cost (2,317,650 shares at December 31, 2014 and September 30, 2015)	(34,006	)	(34,006)
Total stockholders' equity	203,994		206,018
Total liabilities and stockholders' equity	\$ 583,159		\$ 594,892

See accompanying notes

SALEM MEDIA GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

*(Dollars in thousands, except share and per share data)**(Unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2015	2014	2015
Net broadcast revenue	\$48,246	\$49,186	\$144,144	\$144,785
Net digital media revenue	11,503	11,393	35,134	33,683
Net publishing revenue	9,859	6,912	21,311	18,172
Total net revenue	69,608	67,491	200,589	196,640
Operating expenses:				
Broadcast operating expenses, exclusive of depreciation and amortization shown below (including \$364 and \$366 for the three months ended September 30, 2014 and 2015, respectively, and \$1,087 and \$1,096 for the nine months ended September 30, 2014 and 2015, respectively, paid to related parties)	34,402	35,407	103,563	104,511
Digital media operating expenses, exclusive of depreciation and amortization shown below	9,018	8,761	27,138	26,528
Publishing operating expenses, exclusive of depreciation and amortization shown below	8,252	6,966	20,067	17,932
Unallocated corporate expenses exclusive of depreciation and amortization shown below (including \$35 and \$0 for the three months ended September 30, 2014 and 2015, respectively, and \$204 and \$69 for the nine months ended September 30, 2014 and 2015, respectively paid to related parties)	3,880	3,697	12,920	11,206
Depreciation	3,141	3,136	9,437	9,368
Amortization	1,530	1,330	4,667	3,974
Change in the estimated fair value of contingent earn-out consideration	545	(603)	914	(792)
(Gain) loss on the sale or disposal of assets	(7)	(3)	214	156
Total operating expenses	60,761	58,691	178,920	172,883
Operating income	8,847	8,800	21,669	23,757
Other income (expense):				
Interest income	2	3	43	6
Interest expense	(4,139)	(3,900)	(11,986)	(11,578)
Change in the fair value of interest rate swap	1,046	(1,510)	(1,423)	(2,486)
Loss on early retirement of long-term debt	(18)	—	(26)	(41)
Net miscellaneous income and expenses	572	1	652	8

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Income from operations before income taxes	6,310	3,394	8,929	9,666
Provision for income taxes	2,567	1,317	3,492	3,771
Net income	\$3,743	\$2,077	\$5,437	\$5,895
Basic earnings per share data:				
Basic earnings per share	\$0.14	\$0.08	\$0.21	\$0.23
Diluted earnings per share data:				
Diluted earnings per share	\$0.14	\$0.08	\$0.21	\$0.23
Distributions per share	\$0.06	\$0.07	\$0.18	\$0.20
Basic weighted average shares outstanding	25,536,397	25,459,962	25,258,025	25,411,862
Diluted weighted average shares outstanding	26,265,957	25,907,651	26,032,789	25,886,087

See accompanying notes

SALEM MEDIA GROUP, INC.**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS***(Dollars in thousands)*

(Unaudited)

	Nine Months Ended	
	September 30,	
	2014	2015
OPERATING ACTIVITIES		
Net income	\$5,437	\$5,895
Adjustments to reconcile net income to net cash provided by operating activities:		
Non-cash stock-based compensation	1,276	657
Tax benefit related to stock options exercised	78	114
Depreciation and amortization	14,104	13,342
Amortization of bank loan fees	516	471
Accretion of discount on Term Loan B	141	140
Accretion of acquisition-related deferred payments and contingent consideration	486	286
Provision for bad debts	2,186	1,746
Deferred income taxes	3,133	3,489
Change in the fair value of interest rate swap	1,423	2,486
Change in the estimated fair value of contingent earn-out consideration	914	(792)
Loss on early retirement of long-term debt	26	41
Loss on the sale or disposal of assets	214	156
Changes in operating assets and liabilities:		
Accounts receivable	(1,476)	1,896
Inventories	(81)	(487)
Prepaid expenses and other current assets	(507)	(2,044)
Accounts payable and accrued expenses	4,035	(1,457)
Deferred revenue	(4,218)	(801)
Other liabilities	(428)	448
Income taxes payable	27	(154)
Net cash provided by operating activities	27,286	25,432
INVESTING ACTIVITIES		
Cash paid for capital expenditures net of tenant improvement allowances	(7,631)	(6,317)
Capital expenditures reimbursable under tenant improvement allowances and trade agreements	(279)	(2,735)
Escrow deposits related to acquisitions	(120)	(112)
Purchases of broadcast assets and radio stations	(4,570)	(8,686)
Purchases of digital media businesses and assets	(3,334)	(4,329)
Purchases of publishing businesses and assets	(2,774)	—
Proceeds from the sale of assets	2	10

Other	(271)	(429)
Net cash used in investing activities	(18,977)	(22,598)
FINANCING ACTIVITIES		
Payments under Term Loan B	(7,250)	(2,000)
Proceeds from borrowings under Revolver	44,656	44,330
Payments under Revolver	(41,897)	(40,059)
Payments of costs related to bank credit facility	(14)	—
Payments of acquisition-related contingent earn-out consideration	(300)	(1,193)
Payments of deferred installments due from acquisition activity	—	(935)
Proceeds from the exercise of stock options	1,095	314
Payments on capital lease obligations	(92)	(87)
Payment of cash distributions on common stock	(4,537)	(4,956)
Book overdraft	276	1,905
Net cash used in financing activities	(8,063)	(2,681)
Net increase in cash and cash equivalents	246	153
Cash and cash equivalents at the beginning of year	65	33
Cash and cash equivalents at end of period	\$ 311	\$ 186

See accompanying notes

SALEM MEDIA GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

	Nine Months Ended September 30,	
	2014	2015
	(Dollars in thousands)	
	(Unaudited)	
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Cash paid for interest, net of capitalized interest	\$ 10,804	\$ 10,675
Cash paid for income taxes	254	327
Other supplemental disclosures of cash flow information:		
Trade revenue	\$ 4,919	\$ 4,701
Trade expense	4,827	4,358
Non-cash investing and financing activities:		
Capital expenditures reimbursable under tenant improvement allowances	\$ 279	\$ 2,709
Non-cash capital expenditures for property & equipment acquired under trade agreements	—	20
Estimated present value of contingent earn-out consideration	2,047	300
Deferred payments due 2014 under asset purchase agreement	300	—
Present value of deferred cash payments (due 2015)	2,392	—
Present value of deferred cash payments (due 2016)	2,289	—

See accompanying notes

SALEM MEDIA GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1. OVERVIEW AND BASIS OF PRESENTATION

The unaudited Condensed Consolidated Financial Statements of Salem Media Group, Inc. (“Salem” “we,” “us,” “our” or the “company”) and all wholly-owned subsidiaries have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. All significant intercompany balances and transactions have been eliminated. The unaudited interim financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Annual Report for Salem filed on Form 10-K for the year ended December 31, 2014.

There have been no material changes in our significant accounting policies from those that were disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. The balance sheet at December 31, 2014 included in this report has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by GAAP. In management’s opinion, the unaudited condensed financial statements have been prepared on the same basis as the audited financial statements and include all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of our financial information.

Our operating results are subject to seasonal fluctuations. The results of operations for the interim periods presented are not necessarily indicative of the results for the full fiscal year.

Description of Business

Salem is a domestic multi-media company with integrated operations including radio broadcasting, digital media, and publishing. Effective as of February 19, 2015, we changed our name from Salem Communications Corporation to Salem Media Group, Inc. Salem was formed in 1986 as a California corporation and was reincorporated in Delaware in 1999. Our content is intended for audiences interested in Christian and family-themed programming and conservative news talk. We maintain a website at www.salemma.com.

Our foundational business is the ownership and operation of radio stations in large metropolitan markets. We also own and operate Salem Radio Network® (“SRN”), SRN News Network (“SNN”), Salem Music Network (“SMN”), Solid Gospel Network (“SGN”) and Salem Media Representatives (“SMR”). SRN, SNN, SMN and SGN are networks that develop, produce and syndicate a broad range of programming specifically targeted to Christian and family-themed talk stations, music stations and general News Talk stations throughout the United States, including Salem owned and operated stations. SMR, a national advertising sales firm with offices in 11 U.S. cities, specializes in placing national advertising on religious and other commercial radio stations.

Web-based and digital content has been a significant growth area for Salem and continues to be a focus of future development. Salem Web Network™ (“SWN”) and our other web-based businesses provide Christian and conservative-themed content, audio and video streaming, and other resources digitally through the web. SWN’s web portals include Christian content websites: OnePlace.com, Christianity.com, Crosswalk.com®, GodVine.com, Jesus.org and BibleStudyTools.com. Our conservative opinion websites, collectively known as Townhall Media, include Townhall.com™, HotAir.com, Twitchy.com, HumanEvents.com and RedState.com. We also issue digital newsletters, including Eagle Financial Publications, that provide market analysis and investment advice for individual subscribers from financial commentators. Church product websites including WorshipHouseMedia.com, SermonSpice.com, and ChurchStaffing.com offer downloads and service platforms to pastors and other educators. Our web content is accessible through all of our radio station websites that feature content of interest to local listeners throughout the United States.

Digital media also includes our e-commerce sites, Salem Consumer Products (“SCP”), Eagle Wellness and Gene Smart Wellness. SCP is our e-commerce business that sells books, DVD’s and editorial content developed by our on-air personalities. Eagle Wellness and Gene Smart Wellness are e-commerce sites that offer health advice and nutritional products.

Our acquisition of Regnery Publishing (“Regnery”) in January 2014 was a major shift in our publishing operating segment. Regnery is a publisher of conservative books founded in 1947 that has published dozens of bestselling books by leading conservative authors and personalities. Our publishing operating segment also includes Salem Publishing™ and Xulon Press. Salem Publishing™ produces and distributes numerous Christian and conservative opinion print magazines, including: *Homecoming® The Magazine*, *YouthWorker Journal*, *Singing News®*, *FaithTalk Magazine™* and *Preaching Magazine™*. Through December 2014, we also printed and produced *Townhall Magazine™*. Xulon Press™ is a print-on-demand self-publishing service for Christian authors.

Local Marketing Agreements and Time Brokerage Agreements

We may enter into Local Marketing Agreements (“LMAs”) contemporaneously with entering an Asset Purchase Agreement (“APA”) to acquire or sell radio stations. We may also enter into Time Brokerage Agreements (“TBAs”). Typically, both LMAs and TBAs are contractual agreements under which the station owner makes airtime available to a programmer in exchange for a fee and reimbursement of certain expenses. LMAs and TBAs are subject to compliance with the antitrust laws and the communications laws, including the requirement that the licensee must maintain independent control over the station and, in particular, its personnel, programming, and finances. The FCC

has held that such agreements do not violate the communications laws as long as the licensee of the station receiving programming from another station maintains ultimate responsibility for, and control over, station operations and otherwise ensures compliance with the communications laws.

The requirements of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“Codification”) Topic 810, *Consolidation* may apply to entities under LMAs or TBAs, depending on the facts and circumstances related to each transaction. As of September 30, 2015, we did not consolidate any entities with which we entered into LMAs or TBAs under the guidance in FASB Codification Topic 810.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Significant areas for which management uses estimates include:

- asset impairments, including goodwill, broadcasting licenses and other indefinite-lived intangible assets;
- probabilities associated with the potential for contingent earn-out consideration;
- fair value measurements;
- contingency reserves;
- allowance for doubtful accounts;
- sales returns and allowances.
- inventory reserves;
- reserves for royalty advances;
- fair value of equity awards;
- self-insurance reserves;
- estimated lives for tangible and intangible assets;
- income tax valuation allowances; and
- uncertain tax positions.

These estimates require the use of judgment as future events and the effect of these events cannot be predicted with certainty. The estimates will change as new events occur, as more experience is acquired and as more information is obtained. We evaluate and update our assumptions and estimates on an ongoing basis and we may consult outside experts to assist as considered necessary.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation. These reclassifications include the change in composition of our operating segments based on our acquisition of Eagle Publishing during 2014 to conform to how our chief operating decision makers, who we define as a collective group of senior executives, assesses the performance of each operating segment and determines the appropriate allocations of resources to each segment. Refer to Note 17 – Segment Data for additional information.

Recent Accounting Pronouncements

Changes to accounting principles are established by the FASB in the form of accounting standards updates (“ASU’s”) to the FASB’s Codification. We consider the applicability and impact of all ASU’s. ASU’s that are not listed below were assessed and determined to be not applicable to our financial position, results of operations, cash flows, or presentation thereof.

In September 2015, the FASB issued ASU 2015-16, *Business Combinations, Simplifying the Accounting for Measurement Period Adjustments*. This ASU requires an acquirer to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This guidance for public entities is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. We are in the process of evaluating the adoption of this ASU, but do not expect this to have a material effect on our financial position, results of operations or cash flows.

In July 2015, the FASB issued ASU 2015-11, *Simplifying the Measurement of Inventory*, to reduce the complexity in accounting for inventory. This ASU requires entities to measure inventory at the lower of cost or net realizable value, replacing the market value approach that required floor and ceiling considerations. This guidance for public entities is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. We are in the process of evaluating the adoption of this ASU, but do not expect this to have a material effect on our financial position, results of operations or cash flows.

In June 2015, the FASB issued ASU 2015-10, *Technical Corrections and Improvements*, which covers a wide range of Topics in the Codification. The amendments in this ASU represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost on most entities. As the objectives of this standard are to clarify the Codification; correct unintended application of guidance, eliminate inconsistencies, and to improve the Codification’s presentation of guidance, the adoption of this standard is not expected to have a material impact our financial position, results of operations, cash flows, or presentation thereof.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The new standard is effective for fiscal years beginning after December 15, 2015, and for interim reporting periods within those fiscal years, with early adoption permitted. The new guidance is to be applied on a retrospective basis and reported as a change in accounting principle. The adoption of ASU 2015-03 will affect our balance sheet presentation only and is not expected to have a material impact on our financial position, results of operations or cash flows.

In February 2015, the FASB issued ASU 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*, which modifies existing consolidation guidance related to (i) limited partnerships and similar legal entities, (ii) the evaluation of variable interests for fees paid to decision makers or service providers, (iii) the effect of fee arrangements and related parties on the primary beneficiary determination, and (iv) certain investment funds. These changes reduce the number of consolidation models from four to two and place more emphasis on the risk of loss when determining a controlling financial interest. This guidance is effective for fiscal years beginning after December 15, 2015. We are in the process of evaluating the adoption of this ASU, but do not expect this to have a material effect on our financial position, results of operations or cash flows.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties About an Entities Ability to Continue as a Going Concern*, which requires management to assess a company's ability to continue as a going concern and to provide related footnote disclosures. The new standard provides management with specific guidance on the assessments and related disclosures as well as provides a longer look-forward period as one year from the financial statement issuance date. The new standard is effective for the annual period ending after December 15, 2016, with early adoption permitted. The adoption of ASU 2014-15 is not expected to have a material impact on our financial position, results of operations, cash flows, or presentation thereof.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. In August 2015, the FASB deferred the effective date of the new standard by one year. The new standard is now effective as of the first interim period within annual reporting periods beginning on or after December 15, 2017, and will replace most existing revenue recognition guidance in U.S. GAAP. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method, nor have we determined the effect of ASU 2014-09 on our financial position, results of operations, cash flows, or presentation thereof.

In April 2014, the FASB issued ASU 2014-08, *Presentation of Financial Statements and Property, Plant, and Equipment: Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. ASU 2014-08 limits the requirement to report discontinued operations to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results. The amendments

also require expanded disclosures concerning discontinued operations and disclosures of certain financial results attributable to a disposal of a significant component of an entity that does not qualify for discontinued operations reporting. These amendments are effective prospectively for reporting periods beginning on or after December 15, 2014, with early adoption permitted. We elected early adoption of the provisions of ASU 2014-08 as of the annual period ending December 31, 2014. The adoption of this ASU did not have a material impact on our financial position, results of operations, cash flows, or presentation thereof.

NOTE 2. IMPAIRMENT OF GOODWILL AND OTHER INDEFINITE-LIVED INTANGIBLE ASSETS

Approximately 70% of our total assets at September 30, 2015 consist of indefinite-lived intangible assets including broadcast licenses, goodwill and mastheads. The value of these indefinite-lived intangible assets depends significantly upon the operating results of our businesses. In the case of our radio stations, we would not be able to operate the properties without the related FCC license for each property. Broadcast licenses are renewed with the FCC every eight years for a nominal cost that is expensed as incurred. We continually monitor our stations' compliance with the various regulatory requirements. Historically, all of our broadcast licenses have been renewed at the end of their respective periods, and we expect that all broadcast licenses will continue to be renewed in the future. Accordingly, we consider our broadcast licenses to be indefinite-lived intangible assets in accordance with FASB Codification Topic 350, *Intangibles – Goodwill and Other*. Broadcast licenses account for approximately 94% of our indefinite-lived intangible assets. Goodwill and mastheads account for the remaining 6%. Mastheads consist of graphic elements that identify a publication to its readers and advertisers including customized typeset page headers, section headers, and column graphics, as well as other name and identity stylized elements within the body of the magazine. We do not amortize goodwill or other indefinite-lived intangible assets, but rather test for impairment at least annually or more frequently if events or circumstances indicate that an asset may be impaired.

We complete our annual impairment tests in the fourth quarter of each year. We believe that our estimate of the value of our broadcast licenses, mastheads, and goodwill is a critical accounting estimate as the value is significant in relation to our total assets, and our estimates incorporate variables and assumptions that are based on past experiences and judgment about future operating performance of our markets and business segments. If actual future results are less favorable than the assumptions and estimates we used, we are subject to future impairment charges, the amount of which may be material. The fair value measurements for our indefinite-lived intangible assets use significant unobservable inputs that reflect our own assumptions about the estimates that market participants would use in measuring fair value including assumptions about risk. The unobservable inputs are defined in FASB Codification Topic 820, *Fair Value Measurements and Disclosures*, as Level 3 inputs discussed in detail in Note 14. There were no indications of impairment present as of the period ending September 30, 2015.

NOTE 3. IMPAIRMENT OF LONG-LIVED ASSETS

We periodically review long-lived assets for impairment. In accordance with authoritative guidance for impairment of long-lived assets, we must estimate the fair value of assets when events or circumstances indicate that they may be impaired. The fair value measurements of long-lived assets uses significant unobservable inputs that reflect our own assumptions about the estimates that market participants would use in measuring fair value, including assumptions about risk. The unobservable inputs are defined in FASB Codification Topic 820, *Fair Value Measurements and Disclosures*, as Level 3 inputs discussed in detail in Note 14. If actual future results are less favorable than the assumptions and estimates we used, we are subject to future impairment charges, the amount of which may be material. There were no indications of impairment present as of the period ending September 30, 2015.

NOTE 4. ACQUISITIONS AND RECENT TRANSACTIONS

During the nine months ending September 30, 2015, we completed or entered into the following transactions:

Debt

On January 30, 2015, we repaid \$2.0 million in principal on our current senior secured credit facility, consisting of a term loan of \$300.0 million ("Term Loan B") and paid interest due as of that date. We recorded a \$15,000 pre-tax loss on the early retirement of long-term debt related to the unamortized discount and \$27,000 in bank loan fees associated with the principal repayment.

Equity

On September 1, 2015, we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The distribution of \$1.7 million was paid on September 30, 2015 to all Class A and Class B common stockholders of record as of September 16, 2015.

On June 2, 2015 we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The distribution of \$1.7 million was paid on June 30, 2015 to all Class A and Class B common stockholders of record as of June 16, 2015.

On March 5, 2015 we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The distribution of \$1.6 million was paid on March 31, 2015 to all Class A and Class B common stockholders of record as of March 17, 2015.

Acquisitions

On September 15, 2015, we acquired radio station KEXB-AM (formerly KMKI-AM) in Dallas, Texas, for \$3.0 million in cash. We recorded goodwill of approximately \$12,000 associated with the going concern value of this radio station. The accompanying condensed consolidated statements of operations reflect the operating results of this station as of the closing date within the broadcast operating segment.

On September 10, 2015, we acquired radio station WBIX-AM (formerly WMKI-AM) in Boston, Massachusetts, for \$0.5 million in cash. We recorded goodwill of approximately \$5,000 associated with the going concern value of this radio station. The accompanying condensed consolidated statements of operations reflect the operating results of this station as of the closing date within the broadcast operating segment.

On September 3, 2015, we acquired the Spanish Bible mobile applications and their related website and Facebook properties for \$0.5 million in cash. We recorded goodwill of approximately \$10,000 associated with the expected synergies to be realized from combining the operations of the Spanish Bible mobile applications into our digital media platform. The accompanying condensed consolidated statements of operations reflect the operating results of these applications as of the closing date within the digital media operating segment.

On September 1, 2015, we acquired the DailyBible mobile applications, including all content, code and functionality for \$1.5 million in cash. We recorded goodwill of approximately \$45,000 associated with the expected synergies to be realized from combining the operations of the DailyBible mobile applications into our digital media platform and brand loyalty from its existing subscriber base that is not a separately identifiable intangible asset. The accompanying condensed consolidated statements of operations reflect the operating results of these applications as of the closing date within the digital media operating segment.

On July 1, 2015, we acquired DividendInvestor.com for \$1.0 million in cash and the assumption of \$70,000 in deferred subscription liabilities. DividendInvestor.com is a website offering stock screening tools and dividend information for individual subscribers to obtain dividend information and data. We recorded goodwill of approximately \$82,000 associated with the expected synergies to be realized from combining the operations of DividendInvestor.com into our digital media platform and brand loyalty from its existing subscriber base that is not a separately identifiable intangible asset. The accompanying condensed consolidated statements of operations reflect the operating results of this business as of the closing date within the digital media operating segment.

On June 4, 2015, we acquired the Gene Smart Wellness e-commerce website for \$0.1 million in cash. Gene Smart Wellness products are complementary to our Eagle Wellness Products and are reported as digital revenue in our operating results as of the date of acquisition.

On May 12, 2015, we acquired radio station WPGP-AM (formerly WDDZ-AM) in Pittsburgh, Pennsylvania, for \$1.0 million in cash. We recorded goodwill of approximately \$5,000 associated with the going concern value of this radio station. The accompanying condensed consolidated statements of operations reflect the operating results of this station as of the closing date within the broadcast operating segment.

On May 7, 2015, we acquired radio station WDWD-AM in Atlanta, Georgia, for \$2.8 million in cash. We recorded goodwill of approximately \$5,000 associated with the going concern value of this radio station. The accompanying condensed consolidated statements of operations reflect the operating results of this station as of the closing date within the broadcast operating segment.

On May 6, 2015, we acquired domain names, mobile applications and code functionality for the Daily Bible Devotion for \$1.1 million in cash. Under terms of the Asset Purchase Agreement (“APA”), we may pay up to an additional \$0.3 million in contingent earn-out consideration payable over the next two years based upon on the achievement of certain benchmarks. The estimated fair value of the contingent earn-out consideration was recorded at the present value of \$0.1 million and is discussed in more detail in Note 5. We recorded goodwill of \$0.1 million associated with the expected synergies to be realized from combining the operations of the Daily Bible Devotional into our digital media platform and brand loyalty from its existing subscriber base that is not a separately identifiable intangible asset. The accompanying condensed consolidated statements of operations reflect the operating results of the Daily Bible Devotional as of the closing date within our digital media operating segment.

On April 7, 2015, we acquired land and real estate in Greenville, South Carolina, for \$0.2 million in cash.

On March 27, 2015, we acquired radio station WDYZ-AM in Orlando, Florida, for \$1.3 million in cash. We began operating this station under an APA as of December 10, 2014. We recorded goodwill of approximately \$3,000 associated with the going concern value of this radio station. The accompanying condensed consolidated statements of operations reflect the operating results of this station as of the APA date within the broadcast operating segment.

On February 6, 2015, we acquired Bryan Perry’s Cash Machine and Bryan Perry’s Premium Income financial publications (“Bryan Perry Newsletters”) with assets valued at \$0.6 million and we assumed deferred subscription liabilities of \$0.4 million. We paid no cash to the seller upon closing. We recorded goodwill of approximately \$3,000 associated with the expected synergies to be realized from combining the operations of Bryan Perry Newsletters into

our digital media platform. Future amounts payable to the seller are contingent upon net subscriber revenues over a two year period from the closing date, of which we will pay the seller 50%. There is no minimum or maximum contractual amount. The estimated fair value of the contingent earn-out consideration was recorded at the present value of \$0.2 million and is discussed in more detail in Note 5. The accompanying condensed consolidated statements of operations reflect the operating results of the Bryan Perry newsletters as of the closing date within our digital media operating segment.

Throughout the nine month period ending September 30, 2015, we acquired other domain names and assets associated with our digital media operating segment for approximately \$0.1 million in cash.

A summary of our business acquisitions and asset purchases for the nine months ended September 30, 2015, none of which were individually or in the aggregate material to our condensed consolidated financial position as of the respective date of acquisition, is as follows:

Acquisition Date	Description	Total Cost (Dollars in thousands)
September 15, 2015	KEXB-AM (formerly KMKI-AM) Dallas, Texas (business acquisition)	\$ 3,000
September 10, 2015	WBIX-AM (formerly WMKI-AM), Boston, Massachusetts (business acquisition)	500
September 3, 2015	Spanish Bible Mobile Applications (business acquisition)	500
September 1, 2015	DailyBible Mobile Applications (business acquisition)	1,500
July 1, 2015	DividendInvestor.com (business acquisition)	1,000
June 4, 2015	Gene Smart Wellness (asset acquisition)	100
May 12, 2015	WPGP-AM (formerly WDDZ-AM), Pittsburgh, Pennsylvania (business acquisition)	1,000
May 7, 2015	WDWD-AM, Atlanta, Georgia (business acquisition)	2,750
May 6, 2015	Daily Bible Devotion (business acquisition)	1,242
April 7, 2015	Land and Studio Building, Greenville, South Carolina (asset purchase)	201
March 27, 2015	WDYZ-AM, Orlando, Florida (business acquisition)	1,300
February 6, 2015	Bryan Perry Newsletters (business acquisition)	158
Various	Purchase of domain names and digital media assets (asset purchases)	129
		\$ 13,380

The operating results of our business acquisitions and asset purchases are included in our consolidated results of operations from their respective closing date or the date that we began operating them under an LMA or TBA. Under the acquisition method of accounting as specified in FASB Codification Topic 805, *Business Combinations*, the total acquisition consideration is allocated to the assets acquired and liabilities assumed based on their estimated fair values as of the date of the transaction. The excess of consideration paid over the estimated fair values of the net assets acquired is recorded as goodwill. Estimates of the fair value include discounted estimated cash flows to be generated by the assets acquired and their expected useful lives based on historical experience, market trends and any synergies believed to be achieved from the acquisition. Our acquisitions may also include contingent earn-out consideration, the fair value of which is estimated as of the acquisition date as the present value of the expected contingent payments as determined using weighted probabilities of the payment amounts.

We may retain a third-party appraiser to estimate the fair value of the net assets acquired as of the acquisition date. As part of the valuation and appraisal process, the third-party appraiser prepares a report assigning estimated fair values to the various asset categories in our financial statements. These fair value estimates are subjective in nature and require careful consideration and judgment. Management reviews the third party reports for reasonableness of the assigned values. We believe that these valuations and analysis provide appropriate estimates of the fair value for net assets acquired.

Acquired property and equipment are recorded at their estimated fair value and depreciated on a straight-line basis over their estimated useful lives. Finite-lived intangible assets are recorded at their estimated fair value and amortized on a straight-line basis over their estimated useful lives. Goodwill, which typically represents the organizational systems and procedures in place to ensure the effective operation of the business acquired, may be recorded and subject to testing for impairment. Costs associated with acquisitions, such as consulting and legal fees are expensed as incurred. We recognized costs associated with acquisitions of \$0.3 million during the nine month period ending September 30, 2015 compared to \$0.4 million during the same period of the prior year, which are included in unallocated corporate expenses in the accompanying condensed consolidated statements of operations.

The total acquisition consideration is equal to the sum of all cash payments, the present value of any deferred payments and promissory notes, and the present value of any estimated contingent earn-out consideration. We estimate the fair value of contingent earn-out consideration using a probability-weighted discounted cash flow model. The fair value measurements are based on significant inputs that are not observable in the market and thus represent a Level 3 measurement as discussed in Note 14 -Fair Value Measurements in our condensed consolidated financial statements. The fair value of any contingent earn-out consideration is reviewed quarterly over the applicable earn-out period. Actual results and achievements of benchmarks are compared to the estimates used in our forecasts. Changes in the estimated fair value of any contingent earn-out consideration are reflected in our results of operations in the period in which they are identified and may materially impact and cause volatility in our operating results as discussed in Note 5 – Contingent Consideration to our condensed consolidated financial statements.

The following table summarizes the total acquisition consideration for the nine months ended September 30, 2015:

Description	Total Consideration (Dollars in thousands)
Cash payments	\$ 13,015
Escrow deposits paid in prior years	65
Present value of estimated fair value contingent earn out consideration due 2016	176
Present value of estimated fair value contingent earn out consideration due 2017	124
Total purchase price consideration	\$ 13,380

The total acquisition consideration was allocated to the net assets acquired as follows:

	Net Broadcast Assets Acquired	Net Digital Media Assets Acquired	Net Assets Acquired
	(Dollars in thousands)		
Assets			
Property and equipment	\$5,590	\$ 604	\$ 6,194
Broadcast licenses	3,131	—	3,131
Goodwill	30	254	284
Inventories	—	14	14
Customer lists and contracts	—	29	29
Domain and brand names	—	1,088	1,088
Subscriber base and lists	—	3,011	3,011
Non-compete agreements	—	146	146
Liabilities			
Deferred revenue liabilities assumed	—	(517	) (517)
	\$8,751	\$ 4,629	\$ 13,380

Pending Transactions

On August 28, 2015, we entered an APA to acquire radio station WWMI-AM in Tampa, Florida, for \$0.8 million in cash. The purchase is subject to the approval of the FCC and is expected to close in the fourth quarter of 2015.

On August 28, 2015, we entered an APA to acquire radio station KDDZ-AM in Denver, Colorado, for \$0.6 million in cash. The purchase is subject to the approval of the FCC and is expected to close in in the fourth quarter of 2015.

On August 28, 2015, we entered an APA to acquire radio station KDIZ-AM in Minneapolis, Minnesota, for \$0.4 million in cash. The purchase is subject to the approval of the FCC and is expected to close in in the fourth quarter of 2015.

On August 28, 2015, we entered an APA to acquire radio station KDZR-AM in Portland, Oregon, for \$0.3 million in cash. The purchase is subject to the approval of the FCC and is expected to close in in the fourth quarter of 2015.

On August 28, 2015, we entered an APA to acquire radio station WSDZ-AM in St. Louis, Missouri, for \$0.3 million in cash. The purchase is subject to the approval of the FCC and is expected to close in in the fourth quarter of 2015.

On April 1, 2015, we entered an APA to acquire radio station KKSP-FM in Little Rock, Arkansas, for \$1.5 million in cash. We began programming KKSP-FM, Little Rock, Arkansas, and KHTE-FM, Little Rock, Arkansas under TBA's as of April 1, 2015. The purchase of KKSP-FM closed on October 1, 2015. We will continue to program KHTE-FM under the TBA agreement.

NOTE 5. CONTINGENT EARN-OUT CONSIDERATION

Our acquisitions may include contingent earn-out consideration as part of the purchase price under which we will make future payments to the seller upon the achievement of certain benchmarks. The fair value of the contingent earn-out consideration is estimated as of the acquisition date at the present value of the expected contingent payments to be made using a probability-weighted discounted cash flow model for probabilities of possible future payments. The present value of the expected future payouts is accreted to interest expense over the earn-out period. The fair value estimates use significant unobservable inputs that reflect our own assumptions as to the ability of the acquired business to meet the targeted benchmarks and discount rates used in the calculations. The unobservable inputs are defined in FASB Codification Topic 820, *Fair Value Measurements and Disclosures*, as Level 3 inputs discussed in detail in Note 14.

We review the probabilities of possible future payments to the estimated fair value of any contingent earn-out consideration on a quarterly basis over the earn-out period. Actual results are compared to the estimates and probabilities of achievement used in our forecasts. Should actual results of the acquired business increase or decrease

as compared to our estimates and assumptions, the estimated fair value of the contingent earn-out consideration liability will increase or decrease, up to the contracted limit, as applicable. Changes in the estimated fair value of the contingent earn-out consideration are reflected in our results of operations in the period in which they are identified. Changes in the estimated fair value of the contingent earn-out consideration may materially impact and cause volatility in our operating results.

Daily Bible Devotion

We acquired Daily Bible Devotion mobile applications on May 6, 2015 for \$1.1 million in cash paid upon closing and up to an additional \$0.3 million in contingent earn-out consideration payable over the next two years based upon on the achievement of cumulative session benchmarks for each mobile application. Using a probability-weighted discounted cash flow model based on our own assumptions as to the ability of Bible Devotional Applications to achieve the session benchmarks, we estimated the fair value of the contingent earn-out consideration to be \$165,000, which was recorded at the discounted present value of \$142,000. The discount is being accreted to interest expense over the two-year earn out period. We believe that our experience with digital mobile applications and websites provides a reasonable basis for our estimates.

The fair value of the contingent earn-out consideration will be reviewed quarterly over the two year earn-out period based on cumulative sessions achieved as compared to the estimates used in our forecast. Any change in the estimated fair value of the contingent earn-out consideration will be reflected in our results of operations in the period they are identified up to the maximum future value of \$0.3 million. Changes in the fair value of the contingent earn-out consideration may materially impact and cause volatility in our operating results. For the three months ending September 30, 2015, we increased the estimated fair value of the contingent earn-out consideration for Daily Bible Devotional by \$35,000. Based upon the achievement of actual cumulative sessions in excess of the estimated amounts used in our original forecasts, we increased the probabilities of achieving the future benchmarks by approximately 12.5%.

Bryan Perry Newsletters

On February 6, 2015, we acquired the assets and assumed the deferred subscription liabilities for Bryan Perry Newsletters, paying no cash to the seller upon closing. Future contingent earn-out consideration due to the seller is based upon net subscriber revenues over a two-year period from the closing date, of which we will pay the seller 50%. There is no minimum or maximum contractual amount due. Using a probability-weighted discounted cash flow model based on the likelihood of achievement of the benchmarks, we estimated the fair value of the contingent earn-out consideration to be \$171,000, which we recorded at the discounted present value of \$158,000. The discount is being accreted to interest expense over the two-year earn out period. We believe that our experience with digital publications and renewals provides a reasonable basis for our estimates.

The fair value of the contingent earn-out consideration will be reviewed quarterly over the two year earn-out period based on actual subscription revenue earned as compared to the estimated subscription revenue used in our forecasts. Any changes in the estimated fair value of the contingent earn-out consideration will be reflected in our results of operations in the period they are identified. Changes in the fair value of the contingent earn-out consideration may materially impact and cause volatility in our future operating results. During the nine months ending September 30, 2015, we have paid \$30,000 to the seller as contingent earn-out consideration. For the three months ending September 30, 2015, we decreased the estimated fair value of the contingent earn-out consideration for the Bryan Perry Newsletters by \$47,000. The decline reflects lower actual subscription revenues achieved during the third quarter of 2015 as compared to subscription revenues estimated in our forecasts.

Eagle Publishing

On January 10, 2014, we acquired entities of Eagle Publishing, including Regnery Publishing, HumanEvents.com, RedState.com, Eagle Financial Publications and Eagle Wellness. We paid \$3.5 million in cash upon closing, with \$5.0 million due in future installments due January 2015 and January 2016, and up to an additional \$8.5 million due in contingent earn-out consideration payable over a three-year period based upon the achievement of certain revenue benchmarks established for calendar years 2014, 2015 and 2016 for each of the Eagle entities. Using a probability-weighted discounted cash flow model based on the likelihood of achievement of the benchmarks, we estimated the fair value of the contingent earn-out consideration to be \$2.4 million, which was recorded at the discounted present value of \$2.0 million. The discount is being accreted to interest expense over the three-year earn out period. We believe that our experience with publications, renewal rates and websites provide a reasonable basis for our estimates.

The fair value of the contingent earn-out consideration is reviewed quarterly over the three year earn-out period. During the year ending December 31, 2014, we recorded a net increase in the estimated fair value of the contingent earn-out consideration of \$0.4 million based upon the achievement of actual revenues earned by Eagle entities in excess of those estimated in our forecasts. In June 2015, we paid \$0.9 million in cash for amounts earned under the contingent earn-out. During the nine months ending September 30, 2015, we recorded a net decrease in the estimated fair value of the contingent earn-out consideration of \$0.5 million based on actual revenues that were below those estimated in our forecasts. The declines noted in actual revenues occurred during the three month period ending September 30, 2015, during which time Eagle Publishing did not produce a bestseller and renewals of financial publications declined significantly as compared to prior quarters.

Twitchy.com

On December 10, 2013, we acquired Twitchy.com for \$0.9 million in cash paid upon closing and up to \$1.3 million in contingent earn-out consideration payable over a two-year period based upon the achievement of future page view targets. Using a probability-weighted discounted cash flow model based on the likelihood of achievement of the benchmarks, we estimated the fair value of the contingent earn-out consideration to be \$0.8 million, which was recorded at the discounted present value of \$0.6 million. The discount is being accreted to interest expense over the two-year earn out period. We believe that our experience with digital content and websites provides a reasonable basis for our estimates.

The fair value of the contingent earn-out consideration is reviewed quarterly over the two year earn-out period. During the year ending December 31, 2014, we recorded a net increase in the estimated fair value of the contingent earn-out consideration of \$0.3 million based upon the achievement of actual page views in excess of those estimated in our forecasts. To date, we have paid \$0.6 million in cash for amounts due under the contingent earn-out. During the nine

months ending September 30, 2015, we recorded a net decrease in the estimated fair value of the contingent earn-out consideration of \$0.3 million based on actual page views that were below those estimated in our forecasts. The declines in page views during the three month period ending September 30, 2015 were greater than in other periods which we believe resulted from changes in the Facebook algorithm that drives traffic to our sites.

The following table reflects the changes in the present value of our acquisition-related estimated contingent earn-out consideration for the three and nine months ended September 30, 2015:

	Three Months Ending September 30, 2015		
	Short-Term	Long-Term	Total
	Accrued Expenses	Other Liabilities	
	(Dollars in thousands)		
Beginning Balance as of July 1, 2015	\$ 1,190	\$ 1,086	\$ 2,276
Accretion of acquisition-related contingent consideration	17	12	29
Change in the estimated fair value of contingent earn-out consideration	(418)	(185)	(603)
Payments	(16)	—	(16)
Ending Balance as of September 30, 2015	\$ 773	\$ 913	\$ 1,686

	Nine Months Ending September 30, 2015		
	Short-Term	Long-Term	Total
	Accrued Expenses	Other Liabilities	
	(Dollars in thousands)		
Beginning Balance as of January 1, 2015	\$ 1,575	\$ 1,710	\$ 3,285
Acquisitions	176	124	300
Accretion of acquisition-related contingent consideration	48	38	86
Change in the estimated fair value of contingent earn-out consideration	(631)	(161)	(792)
Reclassification of payments due in next 12 months to short-term	798	(798)	—
Payments	(1,193)	—	(1,193)
Ending Balance as of September 30, 2015	\$ 773	\$ 913	\$ 1,686

NOTE 6. INVENTORIES

Inventories consist of finished goods valued at the lower of cost or market as determined on a First-In First-Out (“FIFO”) cost method. Inventories are reported net of estimated reserves for obsolescence.

The following table provides details of inventory on hand by segment:

	As of December 31, 2014	As of September 30, 2015
	(Dollars in thousands)	
Regnery Publishing book inventories	\$ 1,575	\$ 2,142
Reserve for obsolescence – Regnery Publishing	(1,225)	(1,620)
Inventory net, Regnery Publishing	350	522
Wellness products – Eagle & Gene Smart	\$ 224	\$ 554
Reserve for obsolescence – Wellness products	(2)	(3)
Inventory, net Wellness products	222	551
Consolidated inventories, net	\$ 572	\$ 1,073

NOTE 7. STOCK INCENTIVE PLAN

The company has one stock incentive plan. The Amended and Restated 1999 Stock Incentive Plan (the “Plan”) allows the company to grant stock options and restricted stock to employees, directors, officers and advisors of the company. A maximum of 5,000,000 shares are authorized under the Plan. Options generally vest over a four-year period and have a maximum term of five years from the vesting date. The Plan provides that vesting may be accelerated upon the occurrence of certain corporate transactions of the company. The Plan provides that the Board of Directors, or a committee appointed by the Board, has discretion, subject to certain limits, to modify the terms of outstanding options. We recognize non-cash stock-based compensation expense related to the estimated fair value of stock options granted in accordance with FASB Codification Topic 718, *Compensation—Stock Compensation*.

The following table reflects the components of stock-based compensation expense recognized in the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2014 and 2015:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2015	2014	2015
	(Dollars in thousands)			
Stock option compensation expense included in corporate expenses	\$223	\$97	\$ 843	\$ 413
Restricted stock awards compensation expense included in corporate expenses	—	14	—	29
Stock option compensation expense included in broadcast operating expenses	64	30	253	107
Stock option compensation expense included in digital media operating expenses	40	20	134	75
Stock option compensation expense included in publishing operating expenses	17	9	46	33
Total stock-based compensation expense, pre-tax	\$344	\$170	\$ 1,276	\$ 657
Tax provision for stock-based compensation expense	(137)	(68)	(510)	(263)
Total stock-based compensation expense, net of tax	\$207	\$102	\$ 766	\$ 394

Stock option and restricted stock grants

The Plan allows the company to grant stock options and shares of restricted stock to employees, directors, officers and advisors of the company. For grants of stock options, the option exercise price is set at the closing price of the company's common stock on the date of grant, and the related number of shares underlying the stock option is fixed at that point in time. The Plan also provides for grants of restricted stock. Eligible employees may receive stock options annually with the number of shares and type of instrument generally determined by the employee's salary grade and performance level. In addition, certain management and professional level employees typically receive a stock option grant upon commencement of employment. The Plan does not allow key employees and directors (restricted persons) to exercise options during pre-defined blackout periods. Employees may participate in plans established pursuant to Rule 10b5-1 under the Exchange Act that allow them to exercise options according to pre-established criteria.

We use the Black-Scholes valuation model to estimate the grant date fair value of stock options and of restricted stock. The expected volatility reflects the consideration of the historical volatility of our stock as determined by the closing price over a six to ten year term that is generally commensurate with the expected term of the award. Expected dividends reflect the quarterly distributions authorized and declared on our Class A and Class B common stock as of the grant date. The expected term of the awards are based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rates for periods within the expected term of the award are based on the U.S. Treasury yield curve in effect during the period the options were granted. We use historical data to estimate future forfeiture rates to apply against the gross amount of compensation expense determined using the valuation model.

The weighted-average assumptions used to estimate the fair value of the stock options and restricted stock awards using the Black-Scholes valuation model were as follows for the three and nine months ended September 30, 2014 and 2015:

	Three Months Ended September 30,		Nine Months Ended September 30,			
	2014	2015	2014		2015	
Expected volatility	n/a	n/a	74.98	%	52.37	%
Expected dividends	n/a	n/a	2.70	%	4.28	%
Expected term (in years)	n/a	n/a	7.8		3.0	
Risk-free interest rate	n/a	n/a	2.27	%	0.85	%

Stock option information with respect to the company's stock-based equity plans during the nine months ended September 30, 2015 is as follows:

Options	Shares	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2015	1,816,204	\$ 4.88	\$ 3.39		\$ 5,718
Granted	10,000	6.08	1.98		
Exercised	(143,208)	2.19	1.35		
Forfeited or expired	(54,462)	12.15	8.05		
Outstanding at September 30, 2015	1,628,534	\$ 4.88	\$ 3.40	4.5 years	\$ 2,769
Exercisable at September 30, 2015	987,484	\$ 4.93	\$ 3.55	3.5 years	\$ 1,648
Expected to Vest	608,679	\$ 4.81	\$ 3.16	5.9 years	\$ 1,065

The aggregate intrinsic value represents the difference between the company's closing stock price on September 30, 2015 of \$6.12 and the option exercise price of the shares for stock options that were in the money, multiplied by the number of shares underlying such options. The total fair value of options vested during the nine months ended September 30, 2014 and 2015 was \$1.8 million and \$1.5 million, respectively.

Non-employee directors of the company have been awarded restricted stock awards that vest one year from the date of issuance. These restricted stock awards contained transfer restrictions under which they could not be sold, pledged, transferred or assigned until the sooner of the fifth anniversary from the grant date or the day after the non-employee director is no longer a member of the company's board. The restricted stock awards were independent of option grants

and were granted at no cost to the recipient other than applicable taxes owed by the recipient. The awards were considered issued and outstanding from the date of grant.

The fair values of shares of restricted stock awards are determined based on the closing price of the company common stock on the grant dates. Information regarding the company's restricted stock awards during the nine months ended September 30, 2015 is as follows:

Restricted Stock Awards	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2015	—	\$ —		\$ —
Granted	10,000	5.83	1.0 years	61
Vested	—	—		
Forfeited	—	—		
Unvested outstanding at September 30, 2015	10,000	\$ 5.83	0.5 years	\$ 61

As of September 30, 2015, there was \$0.4 million of total unrecognized compensation cost related to non-vested awards of stock. This cost is expected to be recognized over a weighted average period of 1.10 years.

NOTE 8. EQUITY TRANSACTIONS

We account for stock-based compensation expense in accordance with FASB Codification Topic 718, *Compensation-Stock Compensation*. As a result, \$0.2 million and \$0.7 million of non-cash stock-based compensation expense has been recorded to additional paid-in capital for the three and nine months ended September 30, 2015, respectively, in comparison to \$0.3 million and \$1.3 million for the three and nine months ended September 30, 2014.

While we intend to pay regular quarterly distributions, the actual declaration of such future distributions and the establishment of the per share amount, record dates, and payment dates are subject to final determination by our Board of Directors and dependent upon future earnings, cash flows, financial requirements, and other factors. The current policy of the Board of Directors is to review each of these factors on a quarterly basis to determine the appropriate amount, if any, to allocate toward a cash distribution with the general principle of using approximately 20% of free cash flow. Free cash flow is a non-GAAP measure defined in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations included with this quarterly report.

The following table shows distributions that have been declared and paid since January 1, 2014:

Announcement Date	Payment Date	Amount Per Share	Cash Distributed (Dollars in thousands)
September 1, 2015	September 30, 2015	\$ 0.0650	\$ 1,655
June 2, 2015	June 30, 2015	\$ 0.0650	1,654
March 5, 2015	March 31, 2015	\$ 0.0650	1,647
December 2, 2014	December 29, 2014	\$ 0.0650	1,646
September 2, 2014	September 30, 2014	\$ 0.0625	1,579
May 27, 2014	June 30, 2014	\$ 0.0600	1,514
March 6, 2014	March 31, 2014	\$ 0.0575	1,444

Based on the number of shares of Class A and Class B currently outstanding, and the currently approved distribution amount, we expect to pay total annual distributions of approximately \$6.6 million for the year ending December 31, 2015.

NOTE 9. NOTES PAYABLE AND LONG-TERM DEBT

Salem Media Group, Inc., the borrower under our senior secured credit facility, has no independent assets or operations. All of Salem's subsidiaries are 100% owned by Salem Media Group, and guarantees are full and unconditional and joint and several.

Term Loan B and Revolving Credit Facility

On March 14, 2013, we entered into a senior secured credit facility, consisting of a term loan of \$300.0 million ("Term Loan B") and a revolving credit facility of \$25.0 million ("Revolver"). The Term Loan B was issued at a discount for total net proceeds of \$298.5 million. The discount is being amortized to non-cash interest expense over the life of the loan using the effective interest method. For each of the three and nine months ended September 30, 2014 and 2015, approximately \$47,000 and \$141,000, respectively, and \$47,000 and \$140,000, respectively, of the discount has been recognized as interest expense including approximately \$27,000 of bank loan fees.

The Term Loan B has a term of seven years, maturing in March 2020. During this term, the principal amount may be increased by up to an additional \$60.0 million, subject to the terms and conditions of the credit agreement. We are required to make principal payments of \$750,000 per quarter which began on September 30, 2013 for the Term Loan

B. Prepayments may be made against the outstanding balance of our Term Loan B. Each repayment of the outstanding Term Loan B is applied ratably to each of the next four principal installments thereof in the direct order of maturity and thereafter to the remaining principal balance in reverse order of maturity.

We have made repayments on our Term Loan B, including interest through the date of the payment as follows:

Date	Principal Paid	Unamortized Discount
	(Dollars in Thousands)	
January 30, 2015	\$ 2,000	\$ 15
December 31, 2014	4,000	16
November 28, 2014	4,000	15
September 29, 2014	5,000	18
March 31, 2014	2,250	8
December 30, 2013	750	3
September 30, 2013	4,000	16
June 28, 2013	4,000	14

The Revolver has a term of five years, maturing in March 2018. We report outstanding balances on our Revolver as short-term based on use of the Revolver to fund ordinary and customary operating cash needs with repayments made frequently. We believe that the borrowing capacity under our Term Loan B and Revolver allows us to meet our ongoing operating requirements, fund capital expenditures and satisfy our debt service requirements for at least the next twelve months.

Borrowings under the Term Loan B may be made at LIBOR (subject to a floor of 1.00%) plus a spread of 3.50% or Wells Fargo's base rate plus a spread of 2.50%. Borrowings under the Revolver may be made at LIBOR or Wells Fargo's base rate plus a spread determined by reference to our leverage ratio, as set forth in the pricing grid below. If an event of default occurs under the credit agreement, the applicable interest rate may increase by 2.00% per annum. At September 30, 2015, the blended interest rate on amounts outstanding under the Term Loan B and Revolver was 5.03%.

Pricing Level	Consolidated Leverage Ratio	Revolver Pricing		
		Base Rate	LIBOR Loans	Loans
1	Less than 3.00 to 1.00	1.250 %	2.250	%
2	Greater than or equal to 3.00 to 1.00 but less than 4.00 to 1.00	1.500 %	2.500	%
3	Greater than or equal to 4.00 to 1.00 but less than 5.00 to 1.00	1.750 %	2.750	%
4	Greater than or equal to 5.00 to 1.00 but less than 6.00 to 1.00	2.000 %	3.000	%
5	Greater than or equal to 6.00 to 1.00	2.500 %	3.500	%

The obligations under the credit agreement and the related loan documents are secured by liens on substantially all of the assets of Salem and its subsidiaries, other than certain exceptions set forth in the Security Agreement, dated as of March 14, 2013, among Salem, the subsidiary guarantors party thereto, and Wells Fargo Bank, National Association, as Administrative Agent (the "Security Agreement") and such other related loan documents.

With respect to financial covenants, the credit agreement includes a minimum interest coverage ratio, which started at 1.50 to 1.0 and steps up to 2.50 to 1.0 by 2016 and a maximum leverage ratio, which started at 6.75 to 1.0 and steps down to 5.75 to 1.0 by 2017. The credit agreement also includes other negative covenants that are customary for credit facilities of this type, including covenants that, subject to exceptions described in the credit agreement, restrict the ability of Salem and its subsidiary guarantors: (i) to incur additional indebtedness; (ii) to make investments; (iii) to make distributions, loans or transfers of assets; (iv) to enter into, create, incur, assume or suffer to exist any liens; (v) to sell assets; (vi) to enter into transactions with affiliates; or (vii) to merge or consolidate with, or dispose of all or substantially all assets to, a third party. As of September 30, 2015, our leverage ratio was 5.61 to 1 compared to our compliance covenant of 6.25 and our interest coverage ratio was 3.24 compared to our compliance ratio of 2.25. We were in compliance with our debt covenants under the credit facility at September 30, 2015.

Other Debt

We have several capital leases related to office equipment. The obligation recorded at December 31, 2014 and September 30, 2015 represents the present value of future commitments under the capital lease agreements.

Summary of long-term debt obligations

Long-term debt consisted of the following:

	As of December 31, 2014	As of September 30, 2015
	(Dollars in thousands)	
Term Loan B	\$ 274,933	\$ 273,088
Revolver	1,784	6,055
Capital leases and other loans	788	702
	277,505	279,845
Less current portion	(1,898)	(7,662)
	\$ 275,607	\$ 272,183

In addition to the outstanding amounts listed above, we also have interest payments related to our long-term debt as follows as of September 30, 2015:

Outstanding borrowings of \$274.0 million under the Term Loan B with interest payments due at LIBOR (subject to a floor of 1.00%) plus 3.50% or prime rate plus 2.50%; and

Outstanding borrowings of \$6.1 million under the Revolver, with interest payments due at LIBOR plus 3.00% or at prime rate plus 2.00%.

Commitment fees of 0.50% on any unused portion of the revolver.

Maturities of Long-Term Debt

Principal repayment requirements under all long-term debt agreements outstanding at September 30, 2015 for each of the next five years and thereafter are as follows:

For the Twelve Months Ended September 30,	Amount (Dollars in thousands)
2016	\$ 7,662
2017	3,111
2018	3,108
2019	3,104
2020	3,103
Thereafter	259,757
	\$ 279,845

NOTE 10. DEFERRED FINANCING COSTS

Deferred financing costs consist of bank loan fees incurred upon entering our Term Loan B and Revolver as of March 14, 2013. The costs are being amortized over the seven year term of the Term Loan B and the five year term of the Revolver as an adjustment to interest expense. During the nine months ended September 30, 2015, approximately \$27,000 of bank loan fees were written off in conjunction with the early retirement of the Term Loan B. Deferred financing costs were \$3.2 million at December 31, 2014 and \$2.7 million at September 30, 2015.

NOTE 11. AMORTIZABLE INTANGIBLE ASSETS

The following tables provide details, by major category, of the significant classes of amortizable intangible assets:

	As of September 30, 2015		
	Cost	Accumulated Amortization	Net
	(Dollars in thousands)		
Customer lists and contracts	\$ 19,939	\$ (18,387)	) \$ 1,552
Domain and brand names	16,555	(10,823)	) 5,732
Favorable and assigned leases	2,379	(1,864)	) 515
Subscriber base and lists	7,313	(3,453)	) 3,860
Author relationships	2,245	(1,487)	) 758
Non-compete agreements	1,034	(753)	) 281
Other amortizable intangible assets	1,336	(1,336)) —
	\$ 50,801	\$ (38,103)	) \$ 12,698

	As of December 31, 2014		
	Cost	Accumulated Amortization	Net
	(Dollars in thousands)		
Customer lists and contracts	\$ 19,910	\$ (16,558)	) \$ 3,352
Domain and brand names	15,465	(9,722)	) 5,743
Favorable and assigned leases	2,379	(1,795)	) 584
Subscriber base and lists	4,302	(2,671)	) 1,631
Author relationships	2,245	(1,379)	) 866
Non-compete agreements	888	(669)	) 219
Other amortizable intangible assets	1,336	(1,336)) —
	\$ 46,525	\$ (34,130)	) \$ 12,395

Based on the amortizable intangible assets as of September 30, 2015, we estimate amortization expense for the next five years to be as follows:

Year Ending December 31,	Amortization Expense (Dollars in thousands)
2015 (Oct – Dec)	\$ 1,347
2016	3,818
2017	2,414
2018	2,171

2019	1,742
Thereafter	1,206
Total	\$ 12,698

NOTE 12. BASIC AND DILUTED NET EARNINGS PER SHARE

Basic net earnings per share is computed using the weighted average number of Class A and Class B shares of common stock outstanding during the period. Diluted net earnings per share is computed using the weighted average number of shares of Class A and Class B common stock outstanding during the period plus the dilutive effects of stock options.

Options to purchase 1,887,329 and 1,628,534 shares of Class A common stock were outstanding at September 30, 2014 and 2015, respectively. Diluted weighted average shares outstanding exclude outstanding stock options whose exercise price is in excess of the average price of the company’s stock price. These options are excluded from the respective computations of diluted net income or loss per share because their effect would be anti-dilutive. As of September 30, 2014 and 2015 there were 729,560 and 447,689 dilutive shares, respectively.

NOTE 13. DERIVATIVE INSTRUMENTS

We are exposed to fluctuations in interest rates. We actively monitor these fluctuations and use derivative instruments from time to time to manage the related risk. In accordance with our risk management strategy, we may use derivative instruments only for the purpose of managing risk associated with an asset, liability, committed transaction, or probable forecasted transaction that is identified by management. Our use of derivative instruments may result in short-term gains or losses that may increase the volatility of our earnings.

Under FASB Codification Topic 815, *Derivatives and Hedging*, the effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedging instrument shall be reported as a component of other comprehensive income (outside earnings) and reclassified into earnings in the same period or periods during which the hedged forecasted transaction affects earnings. The remaining gain or loss on the derivative instrument, if any, shall be recognized currently in earnings.

On March 27, 2013, we entered into an interest rate swap agreement with Wells Fargo Bank, N.A. that began on March 28, 2014 with a notional principal amount of \$150.0 million. The agreement was entered to offset risks associated with the variable interest rate on our Term Loan B. Payments on the swap are due on a quarterly basis with a LIBOR floor of 0.625%. The swap expires on March 28, 2019 at a fixed rate of 1.645%. The interest rate swap agreement was not designated as a cash flow hedge. Changes in the fair value of this non-cash flow hedge are recognized in the current period statement of operations rather than through other comprehensive income. We recorded a long-term liability of \$2.0 million as of September 30, 2015, representing the fair value of the interest rate swap agreement. The swap was valued based on observable inputs for similar assets and liabilities and other observable inputs for interest rates and yield curves, which are classified within Level 2 inputs in the fair value hierarchy described in Note 14.

	As of	
	December 31, 2014	As of September 30, 2015
	(Dollars in thousands)	
Fair value of interest rate swap asset (liability)	\$ 475	\$ (2,011)

NOTE 14. FAIR VALUE MEASUREMENTS

FASB Codification Topic 820, *Fair Value Measurements and Disclosures*, established a single definition of fair value in generally accepted accounting principles and expanded disclosure requirements about fair value measurements. The provision applies to other accounting pronouncements that require or permit fair value measurements. We adopted the fair value provisions for financial assets and financial liabilities effective January 1, 2008. The adoption had a material impact on our consolidated financial position, results of operations or cash flows. We adopted fair value provisions for nonfinancial assets and nonfinancial liabilities effective January 1, 2009. This includes applying the fair value concept to (i) nonfinancial assets and liabilities initially measured at fair value in business combinations; (ii) reporting units or nonfinancial assets and liabilities measured at fair value in conjunction with goodwill impairment testing; (iii) other nonfinancial assets measured at fair value in conjunction with impairment assessments; and (iv) asset retirement obligations initially measured at fair value. The adoption of the fair value provisions of FASB Codification Topic 820 to nonfinancial assets and nonfinancial liabilities did not have a material impact on our consolidated financial position, results of operations or cash flows.

The fair value provisions include guidance on how to estimate the fair value of assets and liabilities in the current economic environment and reemphasizes that the objective of a fair value measurement remains an exit price. If we were to conclude that there has been a significant decrease in the volume and level of activity of the asset or liability in relation to normal market activities, quoted market values may not be representative of fair value and we may conclude that a change in valuation technique or the use of multiple valuation techniques may be appropriate.

The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Pricing observability is affected by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market, and the characteristics specific to the transaction. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment utilized in measuring fair value. Conversely, financial instruments rarely traded or not quoted will generally have less (or no) pricing observability and a higher degree of judgment utilized in measuring fair value.

FASB Codification Topic 820 established a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring fair value. This framework defined three levels of inputs to the fair value measurement process and requires that each fair value measurement be assigned to a level corresponding to the lowest level input that is significant to the fair value measurement in its entirety. The three broad levels of inputs defined by the FASB Codification Topic 820 hierarchy are as follows:

- Level 1 Inputs—quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

- Level 2 Inputs—inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability; and

- Level 3 Inputs—unobservable inputs for the asset or liability. These unobservable inputs reflect the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances (which might include the reporting entity's own data).

As of September 30, 2015, the carrying value of cash and cash equivalents, trade accounts receivables, accounts payable, accrued expenses and accrued interest approximates fair value due to the short-term nature of such instruments. The carrying value of other long-term liabilities approximates fair value as the related interest rates approximate rates currently available to the company. The following table summarizes the fair value of our financial assets and liabilities that are measured at fair value:

	September 30, 2015			
	Total Fair Value and Carrying Value on Balance Sheet (Dollars in thousands)	Fair Value Measurement Category		
		Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 186	\$ 186	\$ —	\$ —
Trade accounts receivable, net	36,855	36,855	—	—
Liabilities:				
Accounts payable	5,909	5,909	—	—
Accrued expenses including estimated fair value of contingent earn-out consideration	12,245	11,472	—	773
Accrued interest			—	—
Long term liabilities including estimated fair value of contingent earn-out consideration	934	21	—	913
Long-term debt	272,183	272,183	—	—
Fair value of interest rate swap	2,011	—	2,011	—

NOTE 15. INCOME TAXES

We account for income taxes in accordance with FASB Codification Topic 740, *Income Taxes*. We recorded no adjustments to our unrecognized tax benefits as of September 30, 2015 and 2014. At December 31, 2014, we had \$0.5 million in liabilities for unrecognized tax benefits. Included in this liability amount were \$0.02 million accrued for the related interest, net of federal income tax benefits, and \$0.02 million for the related penalty recorded in income tax expense on our Condensed Consolidated Statements of Operations. We expect to reduce the reserve balance by \$0.4 million over the next twelve months due to statute expirations.

Valuation Allowance (Deferred Taxes)

For financial reporting purposes, we recorded a valuation allowance of \$3.0 million as of September 30, 2015 to offset a portion of the deferred tax assets related to the state net operating loss carryforwards. We regularly review our financial forecasts in an effort to determine our ability to utilize the net operating loss carryforwards for tax purposes. Accordingly, the valuation allowance is adjusted periodically based on our estimate of the benefit the company will receive from such carryforwards.

NOTE 16. COMMITMENTS AND CONTINGENCIES

The company enters into various agreements in the normal course of business that contain minimum guarantees. These minimum guarantees are often tied to future events, such as future revenue earned in excess of the contractual level. Accordingly, the fair value of these arrangements is zero.

The company also records contingent earn-out consideration representing the estimated fair value of future liabilities associated with acquisitions that may have additional payments due upon the achievement of certain performance targets. The fair value of the contingent earn-out consideration is estimated as of the acquisition date as the present value of the expected contingent payments as determined using weighted probabilities of the expected payment amounts. We review the probabilities of possible future payments to estimate the fair value of any contingent earn-out consideration on a quarterly basis over the earn-out period. Actual results are compared to the estimates and probabilities of achievement used in our forecasts. Should actual results of the acquired business increase or decrease as compared to our estimates and assumptions, the estimated fair value of the contingent earn-out consideration liability will increase or decrease, up to the contracted limit, as applicable. Changes in the estimated fair value of the contingent earn-out consideration are reflected in our results of operations in the period in which they are identified. Changes in the estimated fair value of the contingent earn-out consideration may materially impact and cause volatility in our operating results.

In the ordinary course of business, we are involved in various legal proceedings, lawsuits, arbitration and other claims which are complex in nature and have outcomes that are difficult to predict. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability or the financial impact with respect to these matters. Certain of these proceedings are discussed in Note 16, Commitments and Contingencies, contained in our condensed consolidated financial statements.

We record contingency reserves to the extent we conclude that it is probable that a liability has been incurred and the amount of the related loss can be reasonably estimated. The establishment of the reserve is based on a review of all relevant factors, the advice of legal counsel, and the subjective judgment of management. The reserves we have recorded to date have not been material to our consolidated financial position, results of operations or cash flows. We believe that our estimates and assumptions are reasonable and that our reserves are accurately reflected.

While we believe that the final resolution of any known matters, individually and in the aggregate, will not have a material adverse effect upon our consolidated financial position, results of operations or cash flows, it is possible that we could incur additional losses. We maintain insurance that may provide coverage for such matters. Future claims against us, whether meritorious or not, could have a material adverse effect upon our consolidated financial position, results of operations or cash flows, including losses due to costly litigation and losses due to matters that require significant amounts of management time that can result in the diversion of significant operational resources.

NOTE 17. SEGMENT DATA

FASB Codification Topic 280, *Segment Reporting*, requires companies to provide certain information about their operating segments. We have two reportable segments, radio broadcasting and digital media. Digital media (formerly “Internet and e-commerce”) became a reportable segment as of the first quarter of 2011 upon the realization of organic and acquisition-related revenue growth. Our acquisition of Eagle Publishing on January 10, 2014, which included Regnery Publishing, Eagle Financial Publications, Eagle Wellness, Human Events and Red State, resulted in operational changes in our business and a realignment of our operating segments. We now have three operating segments: (1) Broadcast, (2) Digital Media, and (3) Publishing.

We changed the composition of our operating segments to reflect management’s view of the operating results for each segment during the fourth quarter of 2014. Under our new composition, digital revenue generated by our broadcast stations is now reported under broadcast operating revenue as the station sales team and general manager are responsible for this digital revenue under their bonus and commission structure. Digital revenue from our broadcast stations was previously reported as Internet and e-Commerce revenue. E-book revenue is now reported under Publishing revenue as sales goals and bonuses for Eagle Regnery Publishing are inclusive of sales of e-books. The sale of e-books was previously reported as Internet & e-commerce revenue. Additionally, we have allocated specific corporate departments, such as engineering, broadcast operations, digital and publishing within their respective operating segments. Corporate expenses as revised include unallocated expenses, such as accounting and finance, human resources, and other shared functions.

Our operating segments reflect how our chief operating decision makers, which we define as a collective group of senior executives, assesses the performance of each operating segment and determines the appropriate allocations of resources to each segment. Our operating segments do not all meet the quantitative thresholds to qualify as reportable segments; however, we have elected to disclose the results of these non-reportable operating segments as we believe this information is useful to readers of our financial statements. We continue to review our operating segment classifications to align with operational changes in our business and may make future changes as necessary.

We measure and evaluate our operating segments based on operating income and operating expenses that do not include allocations of costs related to corporate functions, such as accounting and finance, human resources, legal, tax and treasury; nor do they include costs such as amortization, depreciation, taxes or interest expense. Changes to our operating segments did not impact the reporting units used to test non-amortizable assets for impairment. All prior periods presented have been updated to reflect the new composition of our operating segments.

Segment performance, as we define it in accordance with the FASB’s guidance relating to segment reporting, is not necessarily comparable to other similarly titled captions of other companies. The table below presents financial information for each operating segment as of September 30, 2014 and 2015 based on the new composition of our

operating segments:

	Broadcast	Digital Media	Publishing	Unallocated Corporate	Consolidated
	(Dollars in thousands)				
Three Months Ended September 30, 2015					
Total net revenue	\$49,186	\$11,393	\$ 6,912	\$ —	\$ 67,491
Operating expenses	35,407	8,761	6,966	3,697	54,831
Net operating income (loss) before depreciation, amortization, change in the estimated fair value of contingent earn-out consideration and (gain) loss on the sale or disposal of assets	\$13,779	\$2,632	\$ (54)	\$ (3,697)	\$ 12,660
Depreciation	1,929	838	153	216	3,136
Amortization	23	1,171	136	—	1,330
Change in the estimated fair value of contingent earn-out consideration	—	(105)	(498)	—	(603)
(Gain) loss on the sale or disposal of assets	35	11	(57)	8	(3)
Net operating income (loss)	\$11,792	\$717	\$ 212	\$ (3,921)	\$ 8,800
Three Months Ended September 30, 2014					
Net revenue	\$48,246	\$11,503	\$ 9,859	\$ —	\$ 69,608
Operating expenses	34,402	9,018	8,252	3,880	55,552
Net operating income (loss) before depreciation, amortization, change in the estimated fair value of contingent earn-out consideration and loss on the sale or disposal of assets	\$13,844	\$2,485	\$ 1,607	\$ (3,880)	\$ 14,056
Depreciation	1,971	764	130	276	3,141
Amortization	23	1,202	304	1	1,530
Change in the estimated fair value of contingent earn-out consideration	—	58	487	—	545
Loss on the sale or disposal of assets	(7)	—	—	—	(7)
Net operating income (loss)	\$11,857	\$461	\$ 686	\$ (4,157)	\$ 8,847

	Broadcast	Digital Media	Publishing	Unallocated Corporate	Consolidated
(Dollars in thousands)					
Nine Months Ended September 30, 2015					
Total net revenue	\$ 144,785	\$ 33,683	\$ 18,172	\$ —	\$ 196,640
Operating expenses	104,511	26,528	17,932	11,206	160,177
Net operating income (loss) before depreciation, amortization, change in the estimated fair value of contingent earn-out consideration and (gain) loss on the sale or disposal of assets	\$ 40,274	\$ 7,155	\$ 240	\$ (11,206)	\$ 36,463
Depreciation	5,769	2,396	488	715	9,368
Amortization	69	3,497	407	1	3,974
Change in the estimated fair value of contingent earn-out consideration	—	(316)	(476)	—	(792)
(Gain) loss on the sale or disposal of assets	194	11	(58)	9	156
Net operating income (loss)	\$ 34,242	\$ 1,567	\$ (121)	\$ (11,931)	\$ 23,757

Nine Months Ended September 30, 2014					
Net revenue	\$ 144,144	\$ 35,134	\$ 21,311	\$ —	\$ 200,589
Operating expenses	103,563	27,138	20,067	12,920	163,688
Net operating income (loss) before depreciation, amortization, change in the estimated fair value of contingent earn-out consideration and loss on the sale or disposal of assets	\$ 40,581	\$ 7,996	\$ 1,244	\$ (12,920)	\$ 36,901
Depreciation	5,954	2,278	364	841	9,437
Amortization	75	3,682	909	1	4,667
Change in the estimated fair value of contingent earn-out consideration	—	275	639	—	914
Loss on the sale or disposal of assets	214	—	—	—	214
Net operating income (loss)	\$ 34,338	\$ 1,761	\$ (668)	\$ (13,762)	\$ 21,669

	Broadcast	Digital Media	Publishing	Unallocated Corporate	Consolidated
(Dollars in thousands)					
As of September 30, 2015					
Inventories, net	\$ —	\$ 551	\$ 522	\$ —	\$ 1,073
Property and equipment, net	86,522	7,190	1,778	8,155	103,645
Broadcast licenses	390,051	—	—	—	390,051
Goodwill	3,986	19,930	1,044	8	24,968
Other indefinite-lived intangible assets	—	—	833	—	833
Amortizable intangible assets, net	514	10,662	1,521	1	12,698
As of December 31, 2014					
Inventories, net	\$ —	\$ 222	\$ 350	\$ —	\$ 572
Property and equipment, net	81,948	7,111	1,941	8,227	99,227
Broadcast licenses	385,726	—	—	—	385,726

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Goodwill	3,955	19,677	1,044	8	24,684
Other indefinite-lived intangible assets	—	—	833	—	833
Amortizable intangible assets, net	583	9,884	1,926	2	12,395

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The table below presents financial information for each operating segment as of September 30, 2014 with a comparison of the results under the prior composition of our operating segments as compared to the new composition:

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	As Reported Original (1)	As Updated New	As Reported Original (1)	As Updated New
(Dollars in thousands)				
Net Revenue by Segment:				
Net broadcast revenue	\$46,962	\$ 48,246	\$ 140,393	\$ 144,144
Net digital media revenue	14,516	11,503	41,827	35,134
Net publishing revenue	8,130	9,859	18,369	21,311
Total net revenue	\$69,608	\$ 69,608	\$ 200,589	\$ 200,589
Operating expenses by segment:				
Broadcast operating expenses	\$32,596	\$ 34,402	\$ 97,695	\$ 103,563
Digital media operating expenses	10,936	9,018	30,827	27,138
Publishing operating expenses	6,766	8,252	17,624	20,067
Unallocated corporate expenses	5,254	3,880	17,542	12,920
	\$55,552	\$ 55,552	\$ 163,688	\$ 163,688
Net operating income before depreciation, amortization, change in the estimated fair value of contingent earn-out consideration and (gain) loss on the sale or disposal of assets	\$8,847	\$ 8,847	\$ 21,669	\$ 21,669

(1) Includes the reclassification of \$16,000 of revenue share commissions to digital media operating expenses from digital media revenue to conform to current presentation.

NOTE 18. SUBSEQUENT EVENTS

On October 1, 2015, we acquired radio station KKSP-FM in Little Rock, Arkansas, for \$1.5 million in cash. We began programming KKSP-FM, Little Rock, Arkansas, under a TBA on April 1, 2015.

Subsequent events reflect all applicable transactions through the date of the filing.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

GENERAL

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Condensed Consolidated Financial Statements and related notes included elsewhere in this report. Our Condensed Consolidated Financial Statements are not directly comparable from period to period due to acquisitions and dispositions of radio stations, digital media and publishing assets and businesses. See Note 4 to our Condensed Consolidated Financial Statements for additional information.

Salem Media Group, Inc. ("Salem") is a domestic multi-media company with integrated operations including radio broadcasting, digital media, and publishing. Effective as of February 19, 2015, we changed our name from Salem Communications Corporation to Salem Media Group, Inc. Salem was formed in 1986 as a California corporation and was reincorporated in Delaware in 1999. Our content is intended for audiences interested in Christian and family-themed programming and conservative news talk. We maintain a website at www.salemmedia.com.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports are available free of charge through our website as soon as reasonably practicable after those reports are electronically filed with or furnished to the Securities and Exchange Commission ("SEC"). *Any information found on our website is not a part of or incorporated by reference into, this or any other report of the company filed with, or furnished to, the SEC.*

OVERVIEW

We have two reportable segments, radio broadcasting and digital media. Digital media (formerly "Internet and e-commerce") became a reportable segment as of the first quarter of 2011 upon the realization of organic and acquisition-related revenue growth. Our acquisition of Eagle Publishing on January 10, 2014, including Regnery Publishing, Eagle Financial Publications, Eagle Wellness, Human Events and Red State, resulted in operational changes to our business and a realignment of our operating segments. We now have three operating segments: (1) Broadcast, (2) Digital Media, and (3) Publishing. We changed the composition of our operating segments to reflect management's view of the operating results for each segment.

Our operating segments reflect how our chief operating decision makers, which we define as a collective group of senior executives, assesses the performance of each operating segment and determines the appropriate allocations of resources to each segment. Our operating segments do not all meet the quantitative thresholds to qualify as reportable segments; however, we have elected to disclose the results of these non-reportable operating segments as we believe this information is useful to readers of our financial statements. We continue to review our operating segment classifications to align with operational changes in our business and may make future changes as necessary.

We measure and evaluate our operating segments based on operating income and operating expenses that do not include allocations of costs related to corporate functions, such as accounting and finance, human resources, legal, tax and treasury; nor do they include costs such as amortization, depreciation, taxes or interest expense. Changes to our operating segments did not impact the reporting units used to test non-amortizable assets for impairment. All prior periods presented have been updated to reflect the new composition of our operating segments. Refer to Note 17 – Segment Data in the notes to our financial statements contained in this report on Form 10-Q for additional information.

Our principal sources of broadcast revenues include:

- the sale of block program time to national and local program producers;
- the sale of advertising time on our radio stations to national and local advertisers;
 - the sale of advertising time on our national network;
 - the syndication of programming on our national network;
 - the sale of banner advertisements on our station websites;
 - the sale of digital streaming on our station websites; and
- revenue derived from station events, including ticket sales and sponsorships.

The rates we are able to charge for broadcast time and advertising time are dependent upon several factors, including:

- audience share;
- how well our stations perform for our clients;
- the size of the market;
- the number of impressions delivered;
- the number of page views achieved;
- the number of events held, the number of sponsorships sold, and the attendance for each event;
- the general economic conditions in each market; and
- supply and demand on both a local and national level.

Our principal sources of digital media revenue (formerly Internet and e-commerce revenue) include:

- the sale of web-based or digital banner advertising;
- the sale of digital streaming advertising;
- the support and promotion to stream third-party content on our websites;
- the demand for digital delivery of our newsletters and host materials;
- product sales and royalties for on-air host materials;
- the number of video and graphic downloads; and
- the demand for our wellness products.

Our principal sources of publishing revenue include:

- the sale of books and e-books;
- subscription fees for our magazines;
- the sale of print magazine advertising; and
- publishing fees from authors.

Broadcasting

Our foundational business is the ownership and operation of radio stations in large metropolitan markets. In addition to the reach of our broadcast signals, each of our radio stations has a website specifically designed for that station. We also own and operate Salem Radio Network® (“SRN”), SRN News Network (“SNN”), Salem Music Network (“SMN”), Solid Gospel Network (“SGN”) and Salem Media Representatives (“SMR”). SRN, SNN, SMN and SGN are networks that develop, produce and syndicate a broad range of programming specifically targeted to Christian and family-themed talk stations, music stations and general News Talk stations throughout the United States, including Salem owned and operated stations. SMR, a national advertising sales firm with offices in 11 U.S. cities, specializes in placing national advertising on religious and other commercial radio stations.

Station Formats:

Christian Teaching and Talk. We currently program 42 of our radio stations in our foundational format, Christian Teaching and Talk, which is talk programming emphasizing Christian and family themes. Through this format, a listener can hear Bible teachings and sermons, as well as gain insight to questions related to daily life, such as raising children or religious legal rights in education and in the workplace. This format uses block programming time to offer a learning resource and a source of personal support for listeners. Listeners often contact our programmers to ask

questions, obtain materials on a subject matter or receive study guides based on what they have learned on the radio.

Block Programming. We sell blocks of airtime on our Christian Teaching and Talk format stations to a variety of national and local religious and charitable organizations that we believe create compelling radio programs. Historically, more than 95% of these religious and charitable organizations renew their annual programming relationships with us. Based on our historical renewal rates, we believe that block programming provides a steady and consistent source of revenue and cash flows. Our top ten programmers have remained relatively constant and average nearly 25 years on-air. Over the last five years, block-programming revenue has comprised 40% to 41% of our total net broadcast revenue.

Satellite Radio. We program SiriusXM Channel 131, the exclusive Christian Teaching and Talk channel on SiriusXM, reaching the entire nation 24 hours a day, seven days a week.

News Talk. We currently program 31 of our radio stations in a News Talk format. Our research shows that our News Talk format is highly complementary to our core Christian Teaching and Talk format. As programmed by Salem, both of these formats express conservative views and family values. Our News Talk format also provides for the opportunity to leverage syndicated talk programming produced by our network, SRN.

Contemporary Christian Music. We currently program 13 radio stations in a Contemporary Christian Music (“CCM”) format, branded The FISH® in most markets. Through the CCM format, we are able to bring listeners the words of inspirational recording artists, set to upbeat contemporary music. Our music format, branded “Safe for the Whole Family®”, features sounds that listeners of all ages can enjoy and lyrics that can be appreciated. The CCM genre continues to be popular. We believe that this listener base is underserved in terms of radio coverage, particularly in larger markets, and that our stations fill an otherwise void area in listener choices.

Spanish Language Christian Teaching and Talk. We currently program nine of our radio stations in a Spanish Language Christian Teaching and Talk format. This format is similar to our core Christian Teaching and Talk format in that it broadcasts biblical and family-themed programming, but the programming is specifically tailored for Spanish-speaking audiences. Additionally, block programming on our Spanish Language Christian Teaching and Talk stations is primarily local rather than national.

Business. We currently program 14 of our radio stations in a business format. Our business format features financial commentators, business talk, and nationally recognized Bloomberg programming. The business format operates similar to our Christian Teaching and Talk format in that it features long-form block programming.

Revenues generated from our radio stations are reported as broadcast revenue in our condensed consolidated financial statements included in Part 1 of this quarterly report on Form 10-Q. Broadcast revenues are impacted by the rates we can charge for programming and advertising time, the level of airtime sold to programmers and advertisers, the number of impressions delivered or downloads made, and the number of events that can be held, including the event size and the number of attendees. Block programming rates are based upon our ability to attract audiences that support the programmers through contributions and purchases of their products. Advertising rates are based upon the demand for advertising time, which in turn is based on our ability to produce results for our advertisers. We market ourselves to advertisers based on the responsiveness of our audiences. We do not subscribe to traditional audience measuring services for a majority of our radio stations. In select markets, we subscribe to Nielsen Audio, which develops monthly reports measuring a radio station's audience share in the demographic groups targeted by advertisers. Each of our radio stations and our networks has a pre-determined level of time available for block programming and/or advertising, which may vary at different times of the day.

Nielsen Audio uses its own technology to collect data for its ratings service. The Portable People Meter™ (“PPM”) is a small device that is capable of automatically measuring radio, television, web-based, satellite radio and satellite television signals encoded by the broadcaster. The PPM offers a number of advantages, including ease of use, more reliable ratings data, shorter time periods between when advertising runs and actual listening data, and little manipulation of data by users. A disadvantage of the PPM includes data fluctuations from changes to the “panel” (a group of individuals holding PPM devices). This makes all stations susceptible to some inconsistencies in ratings that may or may not accurately reflect the actual number of listeners at any given time.

As is typical in the radio broadcasting industry, our second and fourth quarter advertising revenue generally exceeds our first and third quarter advertising revenue. This seasonal fluctuation in advertising revenue corresponds with quarterly fluctuations in the retail advertising industry. Additionally, we experience increased demand for advertising during election years by way of political advertisements. Quarterly revenue from the sale of block programming time does not tend to vary significantly because program rates are generally set annually and are recognized on a per program basis.

Our cash flows from broadcasting are affected by transitional periods when we may find it beneficial to change a station format. Decisions to change our station formats are based on the current station format as compared to the market composite, the number of stations that we own or operate in that market and other circumstances under which we feel a change is beneficial. A station may generate negative or insignificant cash flow during the transitional period when we develop the radio station's listener and customer base.

Trade or barter agreements are common in the broadcast industry. Our radio stations utilize trade agreements to exchange advertising time for goods or services in lieu of cash. We enter trade and barter agreements if the goods or services we receive can be used in our business or can be sold under listener purchase programs. We minimize the use of trade agreements with our general policy of not preempting airtime sold for cash for airtime exchanged for trade. We also exclude trade revenue from all compensation plans based on earned revenues. In each of the nine month periods ending September 30, 2014 and 2015, we sold 97% of our broadcast revenue for cash.

Broadcast operating expenses include: (i) employee salaries, commissions and related employee benefits and taxes, (ii) facility expenses such as rent and utilities, (iii) marketing and promotional expenses, (iv) production and programming expenses, and (v) music license fees. In addition to these expenses, our network incurs programming costs and lease expenses for satellite communication facilities.

Digital Media (formerly “Internet and e-commerce”)

Web based and digital content has been a significant growth area for Salem and continues to be a focus of future development. Salem Web Network™ (“SWN”) and our other web based businesses provide Christian and conservative-themed content, audio and video streaming, and other resources digitally through the web. SWN’s web portals include Christian content websites: OnePlace.com, Christianity.com, Crosswalk.com®, GodVine.com, Jesus.org and BibleStudyTools.com. Our conservative opinion websites, collectively known as Townhall Media, include Townhall.com™, HotAir.com, Twitchy.com, HumanEvents.com and RedState.com. We also issue digital newsletters, including Eagle Financial Publications and Perry Newsletters, that provide market analysis and investment advice for individual subscribers from financial commentators. Church product websites including WorshipHouseMedia.com, SermonSpice.com, and ChurchStaffing.com offer downloads and service platforms to pastors and other educators. Our web content is accessible through all of our radio station websites that feature content of interest to local listeners throughout the United States.

E-commerce sites include Salem Consumer Products (“SCP”), an e-commerce business that sells books, DVD’s and editorial content developed by our on-air personalities and Eagle Wellness and Gene Smart Wellness, online sites offering health advice and sales of nutritional products.

The revenues generated from this segment are reported as digital media revenue in our condensed consolidated financial statements include in Part 1 of this quarterly report on Form 10-Q. Digital media revenues are impacted by the rates our sites can charge for advertising time, the level of advertisements sold, the number of impressions delivered or the number of downloads made, and the number of digital subscriptions sold. Like our broadcasting segment, our second and fourth quarter advertising revenue generally exceeds our first and third quarter advertising revenue. This seasonal fluctuation in advertising revenue corresponds with quarterly fluctuations in the retail advertising industry. We also experience fluctuations in quarter over quarter comparisons based on the date in which the Easter holiday is observed, as this holiday generates a higher volume of video downloads from our church product sites. Additionally, we experience increased demand for advertising time and placement during election years for political advertisements.

The primary operating expenses incurred in the ownership and operation of our digital media businesses include: (i) employee salaries, commissions and related employee benefits and taxes, (ii) facility expenses such as rent and utilities, (iii) marketing and promotional expenses, (iv) royalties, (v) streaming costs, and (vi) cost of goods sold associated with SCP and Wellness products.

Publishing

On January 10, 2014, we acquired Regnery Publishing which resulted in a major shift in our publishing operating segment. Regnery Publishing is a publisher of conservative books that was founded in 1947. Regnery has published dozens of bestselling books by leading conservative authors and personalities.

Our publishing operating segment also includes Salem Publishing™ and Xulon Press. Salem Publishing™ produces and distributes numerous Christian and conservative opinion print magazines, including: *Homecoming® The Magazine*, *YouthWorker Journal*™, *Singing News®*, *FaithTalk Magazine*™, and *Preaching Magazine*™. Through December 2014, we also printed and produced *Townhall Magazine*™. Xulon Press™ is a print-on-demand self-publishing service for Christian authors.

Revenues generated from these entities are reported as publishing revenue in our condensed consolidated financial statements include in Part 1 of this quarterly report on Form 10-Q. Publishing revenue is impacted by the retail price of books and e-books, the number of printed books sold, the number and retail price of e-books sold, the number and

rate of print magazine subscriptions sold, the rate and number of pages of advertisements sold in each print magazine, and the number and rate at which self-published books are made. Regnery Publishing revenues can fluctuate from period to period based on our ability to produce books that reach best-seller status. Regnery Publishing revenue also fluctuates with political elections as their content typically generates higher interest levels and demand for publications containing conservative and political based opinions during active election periods.

Operating expenses incurred by Salem Publishing™ include: (i) employee salaries, commissions and related employee benefits and taxes, (ii) facility expenses such as rent and utilities, (iii) marketing and promotional expenses, (iv) printing and production costs, including paper costs, (v) cost of goods sold, and (vi) inventory reserves.

KNOWN TRENDS AND UNCERTAINTIES

We continue to explore opportunities to cross-promote our brand and our content, including our broadcast markets, digital media, websites, mobile applications, and our printing and publication media. Although advertising revenues have stabilized from the period over period declines that began in 2008, broadcast advertising revenue growth remains challenged. We are particularly dependent on broadcast revenues in our Los Angeles and Dallas markets, which generated 8.9% and 9.8%, respectively, of our total net revenue for the nine month period ending September 30, 2015. Advertising and subscription revenues from print magazines are negatively impacted by the growing use of other mediums, specifically digital, that deliver the same information, Book sales are contingent upon overall economic conditions and our ability to attract and retain authors. Digital Media is a concentrated growth area for us and any decrease in revenue streams from our websites and digital newsletters could affect our operating results, financial condition and results of operations. Our Digital Media revenue is impacted by the number of page views and sessions delivered. Our page views have been negatively impacted by changes in the Facebook newsfeed algorithm that makes it more difficult to drive traffic from Facebook to our websites. We are also seeing a shift in the number of desktop page views to mobile page views. Mobile page views typically carry lower rates per page as compared to desktop page views.

Key Financial Performance Indicators – SAME STATION DEFINITION

In the discussion of our results of operations below, we compare our broadcast operating results between periods on an as-reported basis, which includes the operating results of all radio stations and networks owned or operated at any time during either period and on a “same-station” basis. Same station operating results include those stations that we own or operate in the same format on the first and last day of each quarter as well as the corresponding quarter of the prior year. We use same station results, a non-GAAP financial measure, both in presenting our results to stockholders and the investment community, and in our internal evaluation and management of the business. Our presentation of same station results are not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Our definition of same station operating results is not necessarily comparable to similarly titled measures reported by other companies.

RESULTS OF OPERATIONS

Three months ended September 30, 2015 compared to the three months ended September 30, 2014

The following factors affected our results of operations and cash flows for the three months ended September 30, 2015 as compared to the same period of the prior year:

Equity

On September 1, 2015 we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The distribution of \$1.7 million was paid on September 30, 2015 to all Class A and Class B common stockholders of record as of September 16, 2015.

Acquisitions

On September 15, 2015, we acquired radio station KEXB-AM (formerly KMKI-AM) in Dallas, Texas, for \$3.0 million in cash.

On September 10, 2015, we acquired radio station WBIX-AM (formerly WMKI-AM) in Boston, Massachusetts, for \$0.5 million in cash.

On September 3, 2015, we acquired Spanish Bible applications and related website and Facebook properties for \$0.5 million in cash.

On September 1, 2015, we acquired the DailyBible mobile applications, including all content, code and functionality for \$1.5 million in cash.

On July 1, 2015, we acquired DividendInvestor.com for \$1.0 million in cash.

Net Broadcast Revenue

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total		Net Revenue	
	(Dollars in thousands)							
Net Broadcast Revenue	\$48,246	\$49,186	\$ 940	1.9	%	69.3%	72.9%	
Same Station Net Broadcast Revenue	\$48,246	\$48,705	\$ 459	1.0	%			

The following table shows the dollar amount and percentage of net broadcast revenue for each revenue source.

	Three Months Ended September 30,					
	2014			2015		
	(Dollars in thousands)					
Block Programming						
National	\$ 11,326	23.5	%	\$ 12,009	24.4	%
Local	8,704	18.0	%	9,041	18.4	%
	20,030	41.5	%	21,050	42.8	%
Broadcast Advertising:						
National	3,816	7.9	%	3,101	6.3	%
Local	15,111	31.3	%	15,930	32.4	%
	18,927	39.2	%	19,031	38.7	%
Station Digital	1,284	2.7	%	1,380	2.8	%
Infomercials	977	2.0	%	569	1.2	%
Network	3,992	8.3	%	3,656	7.4	%
Other	3,036	6.3	%	3,500	7.1	%
Net Broadcast Revenue	\$48,246	100.0	%	\$49,186	100.0	%

Block programming revenue increased \$1.0 million due to increases in the number of national and local programs featured on our Christian Teaching & Talk and News Talk format stations. We increased the amount of programming time available by reducing the number of infomercials sold. The increase in the number of programmers featured on-air resulted in a higher demand for premium time slots that in turn resulted in the realization of higher rates.

Advertising revenue, net of agency commissions, increased \$0.1 million. Included in this amount is a \$0.4 million decline in political advertising, which was \$0.5 million for the three months ending September 30, 2014 based upon the then upcoming local and congressional elections, compared to \$0.1 million during the same period of the current year. Excluding the impact of political advertisements, net advertising revenue increased \$0.6 million due to increases in demand from local advertisers on our CCM and News Talk format stations.

Digital revenue generated from our radio station websites increased \$0.1 million based on higher sales volume. The increase is attributable to our efforts in promoting the advertising value of our station websites.

Declines in infomercial revenue of \$0.4 million reflect our ongoing efforts to feature programming that is tailored to our listeners and consistent with our company values. We continue to seek alternatives to infomercial programs that we believe are not of interest to our listeners.

Network revenue declined \$0.3 million due to a decline in advertising and promotions of faith-based movies during the three months ending September 30, 2015 as compared to the same period of the prior year.

Other revenue increases include a \$0.3 million increase in event revenue from higher attendance and higher levels of sponsorships at local events, including concerts and speaking events, and a \$0.1 million increase in other revenue from an FM Translator and HD Channel agreement.

The increase in net broadcast revenue of \$0.5 million on a same-station basis excludes the results of stations that were not owned or operated in the same format as of the start and end of the three month period ending September 30, 2015.

Net Digital Media Revenue

	Three Months Ended September 30,							
	2014	2015	Change \$	Change %	2014	2015		
	(Dollars in thousands)				% of Total Net Revenue			
Net Digital Media Revenue	\$11,503	\$11,393	\$ (110)	(1.0)%	16.5 %	16.9 %		

The following table shows the dollar amount and percentage of net digital media revenue for each revenue source.

	Three Months Ended September 30,			
	2014	2015		
	(Dollars in thousands)			
Digital Advertising, Net	\$6,152	53.5 %	\$6,180	54.2 %
Digital Streaming	1,080	9.4 %	1,090	9.6 %

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Digital Subscriptions	1,493	13.0 %	1,334	11.7 %
Digital Downloads	1,639	14.3 %	1,516	13.3 %
e-commerce	880	7.6 %	843	7.4 %
Other	259	2.2 %	430	3.8 %
Net Digital Media Revenue	\$11,503	100.0%	\$11,393	100.0%

Digital advertising revenue, net of agency commissions, was impacted by political revenue and page views during the three month period ending September 30, 2015. During three month period ending September 30, 2014, we recognized political revenue of \$0.3 million associated with the then upcoming local and congressional elections. The non-political season also impacts our page views as readers are likely to view more pages during election periods. Our page views were also negatively impacted by changes in the Facebook newsfeed algorithm that makes it more difficult to drive traffic from Facebook to our websites. We are also seeing a shift in the number of desktop page views declining to an increase in mobile page views, which carry lower rates. Total page views from desktop devices were down 14% from the same period of the prior year. The reduction in page views results in a decline in ad revenue based on volume. Declines in political revenues were offset by a \$0.3 million increase in remnant sales.

Digital streaming revenue was consistent with the prior year in both sales volume and in rates.

Declines in digital subscription revenue of \$0.2 million reflect lower distribution levels resulting from a 35% decline in the number of new subscriptions sold. The sale of new subscriptions was impacted by a rebranding effort that that began during the first half of 2015. The decline was partially offset by a 7% increase in the number of renewals.

Digital download revenue decreased \$0.1 million due to a decline in video downloads on our WorshipHouseMedia.com website. The declines in the number of downloads of these third-party produced videos are common throughout the industry as users become more adept at creating their own content. We believe that our sermon content is unique and valuable and that the number of downloads of our content will not be impacted as severely by user created content. The volume of our digital downloads tend to increase with the approach of Christian holidays.

E-commerce revenue reflects a decline of \$17,000 the number of products sold through Salem Consumer Products and a decline of \$21,000 in nutritional product sales through our wellness division. The decline in sales of our wellness products was based on the number of units sold which were negatively impacted from a change in our call center provider during the three months ending September 30, 2015. The decline in net wellness revenue also includes a \$12,000 reduction in shipping and handling fees due to a free shipping promotional campaign offered during the period.

The increase in other revenue of \$0.2 million reflects an increase in event revenue from our RedState Gathering held in August of 2015. The RedState Gathering featured several 2016 GOP candidates and was attended by over 750 paid attendees, 185 credentialed media and 100 representatives from 32 co-sponsoring organizations.

Net Publishing Revenue

	Three Months Ended September 30,							
	2014	2015	Change \$	Change %	2014	2015		
	(Dollars in thousands)				% of Total Net Revenue			
Net Publishing Revenue	\$9,859	\$6,912	\$ (2,947)	(29.9)%	14.2 %	10.2 %		

	Three Months Ended September 30,			
	2014		2015	
	(Dollars in thousands)			
Book Sales	\$8,457	85.8 %	\$6,036	87.3 %
Estimated Sales Returns & Allowances	(2,738)	(27.8)%	(1,961)	(28.3)%
e-book Sales	1,508	15.3 %	263	3.8 %
Self-Publishing Fees	1,354	13.7 %	1,368	19.8 %
Print Magazine Subscriptions	450	4.6 %	348	5.0 %
Print Magazine Advertisements	461	4.7 %	456	6.6 %
Other	367	3.7 %	402	5.8 %
Net Publishing Revenue	\$9,859	100.0%	\$6,912	100.0%

Book sales decreased \$2.4 million due to a decline in sales volume through Regnery Publishing. During the three months ending September 30, 2015, Regnery had one title on the New York Times bestseller list as compared to two titles during the same period of the prior year. The estimated sales returns and allowances declined \$0.8 million based on this lower volume of print book sales. Xulon Press self-publishing fees were consistent at \$0.9 million for each of the three month periods ended September 30, 2015 and 2014.

E-book sales declined \$1.2 million due to the strong results achieved during the three months ending September 30, 2014 as compared to the current period. During the current period, there is one e-book on the best-seller list that did not keep pace with sales of the two best seller e-books from the same period of the prior year.

Xulon Press self-publishing fees were consistent with the same period of the prior year both in sales volume and in rates.

Print magazine revenue continues to decline with a \$0.1 million drop in subscription revenue based the lack of new subscriptions sold and a drop in renewals. The decline in ad revenue from print magazines is consistent with lower rates and demand based on the lower distribution levels. As of December 2014, we discontinued printing and distributing Townhall Magazine, the content of which is currently only available online. We continue to explore cost reductions in this segment to offset the eroding revenue base.

Broadcast Operating Expenses

	Three Months Ended September 30,				2014		2015		
	2014	2015	Change \$	Change %	% of Total Net Revenue				
	(Dollars in thousands)								
Broadcast Operating Expenses	\$34,402	\$35,407	\$ 1,005	2.9	%	49.4	%	52.5	%
Same Station Broadcast Operating Expenses	\$34,402	\$34,861	\$ 459	1.3	%				

Increases in broadcast operating expenses reflect higher variable costs associated with higher revenues including a \$0.3 million increase in personnel-related costs and sales-based commissions that includes a \$0.1 million increase in group health insurance, a \$0.2 million increase in advertising and promotions, and a \$0.2 million increase in bad debt expenses as a percentage of sales. Personnel related costs also reflect a \$0.1 million increase in group health insurance premiums that is consistent with all operating segments. Facility-related costs reflect a \$0.3 million increase due to recent acquisitions and the relocation and consolidation of our facilities in the Washington DC area for which we are incurring additional rent expense until the build out of our new facility is complete and we can vacate our existing locations. On a same-station basis, the decrease in broadcast operating expenses reflects these same items net of the impact of start-up costs associated with format changes and station launches.

Digital Media Operating Expenses

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue			
	(Dollars in thousands)							
Digital Media Operating Expenses	\$9,018	\$8,761	\$ (257)	(2.8)%	13.0	%	13.0	%

Declines in digital media operating expenses include a \$0.1 million decline in royalties, a \$0.1 million decline in professional services and a \$0.1 million decline in advertising expenses, consistent with the declines in revenues across all platforms. Personnel-related costs were flat with a \$0.4 million benefit from lower sales commissions offset by a \$0.2 million increase in employee salaries and a \$0.2 million increase in group health insurance premiums.

Publishing Operating Expenses

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue		% of Total Net Revenue	
	(Dollars in thousands)							
Publishing Operating Expenses	\$8,252	\$6,966	\$(1,286)	(15.6)	11.9	%	10.3	%

Publishing operating expenses include cost of goods sold associated with Regnery Publishing of \$0.7 million for the three months ending September 30, 2015 compared to \$0.9 million for the same period of the prior year. The decline in the costs of goods sold of \$0.2 million is consistent with the declines in revenue from a reduction in the number of books sold. There were no significant changes in our margins. Consistent with lower revenues from Regnery Publishing, we generated savings from variable costs including \$0.6 million in royalties, \$0.1 million in fulfillment costs, \$0.1 million in advertising and promotion costs and \$0.1 million in professional services fees.

Operating expenses associated with our print magazines declined \$0.2 million, including \$0.1 million in printing and mailing costs and \$0.1 million personnel-related costs, due to the discontinuation of production of Townhall Magazine and lower distribution levels for all other publications due to declines in the number of subscribers.

Xulon Press operating expenses were consistent with those of the prior year.

Unallocated Corporate Expenses

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue		% of Total Net Revenue	
	(Dollars in thousands)							
Unallocated Corporate Expenses	\$3,880	\$3,697	\$(183)	(4.7)	5.6	%	5.5	%

Unallocated corporate expenses include shared services, such as accounting and finance, human resources, legal, tax and treasury that are not directly attributable to any one of our operating segments. Decreases in these costs over the same period of the prior year include a \$0.2 million decline in personnel-related costs net of higher group health insurance premiums of approximately \$28,000 and a \$0.1 million decline in non-cash stock based compensation expense offset by a \$0.1 million increase professional services and a \$0.1 million increase in acquisition-related costs. We continue to seek cost effective ways to reduce overhead operating costs and expenses.

Depreciation Expense

Three Months Ended September 30,

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	2014	2015	Change \$	Change %	2014	2015
	(Dollars in thousands)				% of Total Net Revenue	
Depreciation Expense	\$3,141	\$3,136	\$ (5)	(0.2)%	4.5 %	4.6 %

Depreciation expenses are consistent with those of the same period of the prior year. There were no changes in our depreciation methods or in the estimated useful lives of our asset groups.

Amortization Expense

	Three Months Ended September 30,					
	2014	2015	Change \$	Change %	2014	2015
	(Dollars in thousands)				% of Total Net Revenue	
Amortization Expense	\$1,530	\$1,330	\$ (200)	(13.1)%	2.2 %	2.0 %

The decrease in amortization expense reflects the higher acquisition volume in early 2014, and our acquisition of WorshipHouseMedia.com in 2011, that included intangible assets such as advertising agreements, customer lists, domain names, and author relationships with estimated useful lives ranging from one to five years that were fully depreciated as of the first half of 2015. Amortization expense for the prior year includes these items fully amortized as of the same period of the current year.

Change in the Estimated Fair Value of Contingent Earn-Out Consideration

	Three Months Ended September 30,					
	2014	2015	Change \$	Change %	2014	2015
	(Dollars in thousands)				% of Total Net Revenue	
Change in the estimated fair value of contingent earn-out consideration	\$545	\$(603)	\$(1,148)	(210.6)%	0.8 %	(0.9)%

Our acquisitions may include contingent earn-out consideration as part of the purchase price under which we will make future payments to the seller upon the achievement of certain benchmarks. We review the probabilities of possible future payments to estimate the fair value of any contingent earn-out consideration on a quarterly basis over the earn-out period. Actual results are compared to the estimates and probabilities of achievement used in our forecasts. Should actual results of the acquired business increase or decrease as compared to our estimates and assumptions, the estimated fair value of the contingent earn-out consideration liability will increase or decrease, up to the contracted limit, as applicable.

For the three month period ending September 30, 2015, we recorded a net reduction in our contingent earn-out liabilities of \$0.6 million compared to a net increase of \$0.5 million for the same period of the prior year. The changes are based on actual results as compared to the estimates used in our probability analysis for each contingency. Refer to Note 5 of our condensed consolidated financial statements for a detailed analysis of the changes in our assumptions and the impact for each contingency.

Changes in the estimated fair value of the contingent earn-out consideration are reflected in our results of operations in the period in which they are identified. Changes in the estimated fair value of the contingent earn-out consideration may materially impact and cause volatility in our operating results.

Gain on the Sale or Disposal of Assets

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue		% of Total Net Revenue	
	(Dollars in thousands)							
Gain on the sale or disposal of assets	\$ (7)	\$ (3)	\$ 4	(57.1)%	—%			—%

The net gain on the sale or disposal of assets for the three months ended September 30, 2015 and 2014 represents various fixed asset and equipment disposals.

Other Income (Expense)

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue		% of Total Net Revenue	
	(Dollars in thousands)							
Interest income	\$2	\$3	\$1	50.0 %	—	%	—	%
Interest expense	(4,139)	(3,900)	239	(5.8)%	(5.9)%		(5.8)%	
Change in the fair value of interest rate swap	1,046	(1,510)	(2,556)	(244.4)%	1.5 %		(2.2)%	
Loss on early retirement of long-term debt	(18)	—	18	(100.0)%	—		—	
Net miscellaneous income and (expenses)	572	1	(571)	(99.8)%	0.8 %		—	

Interest income represents earnings on excess cash and interest due under promissory notes.

The decrease in interest expense of \$0.2 million includes a \$0.1 million decline in interest on the remaining principal balance outstanding on our Term Loan B and a \$0.1 million decrease in the interest accretion from a deferred advertising credit.

The change in the fair value of interest rate swap reflects the mark-to-market fair value adjustment of the interest rate swap agreement that we entered into on March 28, 2013.

Net miscellaneous income and expenses includes royalty income, usage fees for real estate properties, and insurance proceeds. The net miscellaneous income and expenses for the same period of the prior year includes \$0.2 million of royalty income and fees for our real estate properties, \$0.2 million insurance proceeds and \$0.2 million received in an eminent domain settlement.

Provision for Income Taxes

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue		% of Total Net Revenue	
	(Dollars in thousands)							
Provision for income taxes	\$2,567	\$1,317	\$ (1,250)	(48.7)%	3.7 %		2.0 %	

In accordance with FASB Codification Topic 740, *Income Taxes*, our tax provision for income taxes was \$1.3 million for the three months ended September 30, 2015 compared to \$2.6 million for the same period of the prior year. The provision for income taxes as a percentage of income before income taxes, or the effective tax rate was 38.8% for the three months ended September 30, 2015 compared to 40.7% for the same period of the prior year. The effective tax rate for each period differs from the federal statutory income rate of 35.0% due to the effect of state income taxes, certain expenses that are not deductible for tax purposes, and changes in the valuation allowance from the utilization of certain state net operating loss carryforwards.

Net Income

	Three Months Ended September 30,				2014		2015	
	2014	2015	Change \$	Change %	% of Total Net Revenue		% of Total Net Revenue	
	(Dollars in thousands)							
Net Income	\$3,743	\$2,077	\$ (1,666)	(44.5)%	5.4 %		3.1 %	

We recognized net income of \$2.1 million for the three months ending September 30, 2015 compared to \$3.7 million during the same period of the prior year. During this same period, our net operating income was unchanged at \$8.8 million as the \$2.1 million decline in our total net revenue was offset with reductions in operating expenses of \$0.9 million and a \$1.2 million favorable impact from a reduction in our estimated earn-out contingencies. The decline of \$1.7 million in our net income resulted from a \$2.5 million charge associated with the change in fair value of our interest rate swap agreement and a \$0.6 million decrease in net miscellaneous income offset by \$0.2 million savings in interest expense and a \$1.2 million decline in our provision for income taxes.

Nine months ended September 30, 2015 compared to the nine months ended September 30, 2014

The following factors affected our results of operations and cash flows for the nine months ended September 30, 2015 as compared to the same period of the prior year:

Financing

On January 30, 2015, we repaid \$2.0 million in principal on our current senior secured credit facility, consisting of a term loan of \$300.0 million (“Term Loan B”). We recorded a \$15,000 pre-tax loss on the early retirement of long-term debt related to the unamortized discount and \$27,000 in bank loan fees associated with the principal payment.

Equity

On September 1, 2015 we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The distribution of \$1.7 million was paid on September 30, 2015 to all Class A and Class B common stockholders of record as of September 16, 2015.

On June 2, 2015 we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The distribution of \$1.7 million was paid on June 30, 2015 to all Class A and Class B common stockholders of record as of June 16, 2015.

On March 5, 2015, we announced a quarterly distribution in the amount of \$0.0650 per share on Class A and Class B common stock. The quarterly distribution of \$1.6 million was paid on March 31, 2015 to all Class A and Class B common stockholders of record as of March 17, 2015.

Acquisitions

On September 15, 2015, we acquired radio station KEXB-AM, (formerly KMKI-AM) in Dallas, Texas, for \$3.0 million in cash.

On September 10, 2015, we acquired radio station WBIX-AM (formerly WMKI-AM) in Boston, Massachusetts, for \$0.5 million in cash.

On September 3, 2015, we acquired Spanish Bible applications and related website and Facebook properties for \$0.5 million in cash.

On September 1, 2015, we acquired the DailyBible mobile applications, including all content, code and functionality for \$1.5 million in cash.

On July 1, 2015, we acquired DividendInvestor.com for \$1.0 million in cash.

On June 4, 2015, we acquired the Gene Smart Wellness e-commerce website for \$0.1 million in cash.

On May 12, 2015, we acquired radio station WPGP-AM (formerly WDDZ-AM) in Pittsburg, Pennsylvania, for \$1.0 million in cash.

On May 7, 2015, we acquired radio station WDWD-AM in Atlanta, Georgia, for \$2.8 million in cash.

On May 6, 2015, we acquired domain names, mobile applications and code functionality for the Daily Bible Devotion for \$1.1 million in cash. We may pay up to an additional \$300,000 in contingent earn-out consideration payable over the next two years based upon on the achievement of certain benchmarks.

On April 7, 2015, we acquired land and real estate in Greenville, South Carolina, for \$0.2 million in cash.

On March 27, 2015, we acquired WDYZ-AM in Orlando, Florida for \$1.3 million in cash.

On February 6, 2015, we acquired Bryan Perry Newsletters with assets valued at \$0.6 million and assumed deferred subscription liabilities of \$0.4 million. We paid no cash to the seller upon closing. We recorded an estimated contingent earn-out liability at the discounted present value of \$0.2 million based on amounts that we expect to pay in the future. As of September 30, 2015, we have paid \$30,000 of cash toward the contingent earn-out installments based on actual subscription revenues.

Net Broadcast Revenue

	Nine Months Ended September 30,							
	2014	2015	Change \$	Change %	2014	2015		
	(Dollars in thousands)				% of Total Net Revenue			
Net Broadcast Revenue	\$144,144	\$144,785	\$ 641	0.4 %	71.9 %	73.6 %		
Same Station Net Broadcast Revenue	\$143,926	\$143,036	\$ (890)	(0.6)%				

The following table shows the dollar amount and percentage of net broadcast revenue for each broadcast revenue source.

	Nine Months Ended September			
	30,			
	2014		2015	
	(Dollars in thousands)			
Block Programming				
National	\$33,660	23.4%	\$34,454	23.8%
Local	25,350	17.5%	26,425	18.3%
	59,010	40.9%	60,879	42.1%
Broadcast Advertising:				
National	11,252	7.8%	10,312	7.1%
Local	46,658	32.4%	47,089	32.5%