

11/23/2011

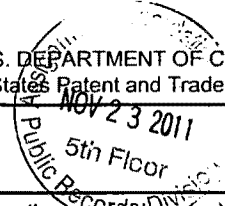
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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

103636917

TRANSACTION FORM COVER SHEET
REMARKS ONLY



To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

(Please see attached.)

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wells Fargo Bank, National Association

Internal

Address: _____

Street Address: 601 E. Daily Drive, Suite 110

City: Camarillo

State: California

Country: United States Zip: 93010

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Association National Banking Citizenship United States/California

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 15, 2011

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

(Please see attached.)

B. Trademark Registration No.(s)

(Please see attached.)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Robert J. Schneider

Internal Address: Chapman and Cutler LLP

Street Address: 111 West Monroe Street

City: Chicago

State: Illinois Zip: 60603

Phone Number: (312) 845-3919

Fax Number: (312) 845-3919

Email Address: bschneid@chapman.com

6. Total number of applications and registrations involved:

61

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,540.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 50-0305

Authorized User Name Robert J. Schneider

9. Signature:

Signature

November 18, 2011

Date

Robert J. Schneider

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004671 FRAME: 0044

1. Name of conveying parties:

Salem Communications Corporation	Corporation	Delaware
CCM Communications, Inc.	Corporation	Tennessee
Caron Broadcasting, Inc.	Corporation	Ohio
New Inspiration Broadcasting Company, Inc.	Corporation	California
Oneplace, LLC	Limited Liability Company	Delaware
Salem Communications Holding Corporation	Corporation	Delaware
Salem Radio Network Incorporated	Corporation	Delaware
SCA License Corporation	Corporation	Delaware

4. A. Trademark Application Nos. (3):

85/404,112
85/405,213
77/822,768

4. B. Trademark Registration Nos. (58):

2,920,828
2,920,826
1,604,548
2,750,649
2,805,120
2,850,119
2,736,979
2,569,476
2,616,697
3,134,729
4,022,953
3,382,286
2,948,742
2,929,515
3,037,051
1,996,372
3,053,149

(Continued on next page)

3,014,755
3,111,925
3,111,928
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3,292,877
3,619,212
3,756,418
2,583,356
1,968,784
1,935,920



United States Patent and Trademark Office

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Electronic Trademark Assignment System

Confirmation Receipt

Your assignment has been received by the USPTO.
The coversheet of the assignment is displayed below:

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Amendment to Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Salem Communications Corporation		11/15/2011	CORPORATION:
CCM Communications, Inc.		11/15/2011	CORPORATION:
Caron Broadcasting, Inc.		11/15/2011	CORPORATION:
New Inspiration Broadcasting Company, Inc.		11/15/2011	CORPORATION:
Oneplace, LLC		11/15/2011	LIMITED LIABILITY COMPANY:
Salem Communications Holding Corporation		11/15/2011	CORPORATION:
Salem Radio Network Incorporated		11/15/2011	CORPORATION:
SCA License Corporation		11/15/2011	CORPORATION:
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	601 E. Daily Drive, Suite 110		

City:	Camarillo
State/Country:	CALIFORNIA
Postal Code:	93010
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	2920828	SINGING NEWS
Registration Number:	2920826	THE PRINTED VOICE OF SOUTHERN GOSPEL MUSIC
Registration Number:	1604548	THE SINGING NEWS MAGAZINE THE PRINTED VOICE OF GOSPEL MUSIC
Registration Number:	2750649	CROSSWALK
Registration Number:	2805120	CROSSWALK
Registration Number:	2805119	CROSSWALK
Registration Number:	2736979	CROSSWALK.COM
Registration Number:	2569476	THE FISH
Registration Number:	2616697	THE FISH 95.9 FM
Registration Number:	3134729	TOWNHALL.COM
Registration Number:	4022953	GOD TUBE
Registration Number:	3382286	CELEBRATE FREEDOM
Registration Number:	2948742	FISHFEST
Registration Number:	2929515	FISHFEST
Registration Number:	3037051	SAFE FOR THE WHOLE FAMILY
Registration Number:	1996372	SALEM COMMUNICATIONS CORPORATION
Registration Number:	2052140	ONED PAGE

Number:	305147	ONEFLAGE
Registration Number:	3014755	WHERE YOUR OPINION COUNTS
Registration Number:	3111925	KLTY
Registration Number:	3111928	WIND
Registration Number:	3116934	WMCA
Registration Number:	3109362	WBOB
Registration Number:	3082746	CROSSCARDS
Registration Number:	3188777	SERMONSEARCH
Registration Number:	3264840	WHERE YOUR OPINION COUNTS
Registration Number:	3291058	STARFISH
Registration Number:	3396955	KFSH
Registration Number:	3396982	KFAX
Registration Number:	3396984	KFIS
Registration Number:	3396987	KKFS
Registration Number:	3396999	KGU
Registration Number:	3397001	KKLA
Registration Number:	3397015	KCBQ
Registration Number:	3397026	KRLA
Registration Number:	3292824	KPRZ
Registration Number:	3292876	WFIL
Registration Number:	3293330	WEZE
Registration Number:	3293352	KSKY

Registration Number:	3293372	WGKA
Registration Number:	3293430	KGFT
Registration Number:	3316389	KBIQ
Registration Number:	3316862	WWTC
Registration Number:	3316869	KKNT
Registration Number:	3316870	KYCR
Registration Number:	3316882	WFHM
Registration Number:	3316905	WYLL
Registration Number:	3316906	KSLR
Registration Number:	3316913	KLUP
Registration Number:	3316950	KCRO
Registration Number:	3316951	KLFE
Registration Number:	3316953	WORL
Registration Number:	3316971	WNTP
Registration Number:	3292877	WAVA
Registration Number:	3619212	THE TALK OF NEW YORK
Registration Number:	3756418	NIGHT LIGHT
Registration Number:	2583356	S
Registration Number:	1968784	SALEM RADIO NETWORK
Registration Number:	1935920	SRN
Serial Number:	85404112	FAMILYTALK
Serial Number:	85405213	TEACON

Serial Number:	77822768	TOWNHALL.COM
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CORRESPONDENCE DATA**Fax Number:** (312)803-5299**Phone:** (312) 845-3430**Email:** kalwa@chapman.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Richard Kalwa**Address Line 1:** 111 West Monroe Street**Address Line 2:** Chapman and Cutler LLP**Address Line 4:** Chicago, ILLINOIS 60603**ATTORNEY DOCKET NUMBER:**

3583192

NAME OF SUBMITTER:

Richard Kalwa

Signature:

/richard kalwa/

Date:

11/16/2011

Total Attachments: 8

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RECEIPT INFORMATION**ETAS ID:** TM218965**Receipt Date:** 11/16/2011**Fee Amount:** \$1540**[Return to home page](#)****[Start another assignment from the same template](#)**| [.HOME](#) | [INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [CONTACT US](#) | [PRIVACY STATEMENT](#)

FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "*Amendment*") is made as of November 15, 2011, by SALEM COMMUNICATIONS CORPORATION, CCM COMMUNICATIONS, INC., CARON BROADCASTING, INC., NEW INSPIRATION BROADCASTING COMPANY, INC., ONEPLACE, LLC, SALEM COMMUNICATIONS HOLDING CORPORATION, SALEM RADIO NETWORK INCORPORATED and SCA LICENSE CORPORATION (individually, a "*Pledgor*," and collectively, the "*Pledgors*"), and WELLS FARGO BANK, NATIONAL ASSOCIATION ("*Wells Fargo*"), as successor-in-interest to Bank of America, N.A. ("*Bofa*") as administrative agent pursuant to the Credit Agreement (in such capacity, the "*Administrative Agent*").

WITNESSETH:

WHEREAS, the Pledgors are party to that certain Trademark Security Agreement, dated as of December 1, 2009 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Trademark Security Agreement*") in favor of Bofa in its capacity as administrative agent pursuant to the Credit Agreement; and

WHEREAS, pursuant to that certain Agreement Regarding Agency Resignation, Appointment and Acceptance, dated as of November 15, 2011, by and among Salem Communications Corporation, a Delaware corporation ("*Borrower*"), the other Loan Parties identified on the signature pages thereof, the lenders identified on the signature pages thereof, Bofa, as retiring Swing Line Lender, L/C Issuer and Administrative Agent, and Wells Fargo, as successor Administrative Agent, Wells Fargo replaced Bofa as Swing Line Lender, L/C Issuer and Administrative Agent under the Credit Agreement and the other Loan Documents, and First Lien Agent and Control Agent under the Intercreditor Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. DEFINED TERMS.

Unless otherwise defined herein, terms defined in the First Lien Security Agreement, dated as of December 1, 2009, by Borrower and the Guarantors from time to time party thereto in favor of Bofa in its capacity as administrative agent pursuant to the Credit Agreement (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*First Lien Security Agreement*") and used herein have the meaning given to them in the First Lien Security Agreement.

SECTION 2. AMENDMENTS.

Section 2.01. The Trademark Security Agreement is hereby amended by deleting all references to Bank of America, N.A. and substituting "Wells Fargo Bank, National Association" therefor.

Section 2.02. The Trademark Security Agreement is hereby amended by replacing the Trademark Registrations and Trademark Applications contained in Schedule I thereto with the Trademark Registrations and Trademark Applications contained in Schedule I hereto.

SECTION 3. COUNTERPARTS.

This Amendment may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Amendment by signing and delivering one or more counterparts.

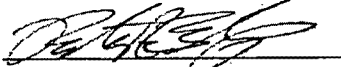
SECTION 4. GOVERNING LAW.

This Amendment and the transactions contemplated hereby, and all disputes between the parties under or relating to this Amendment or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

[SIGNATURE PAGES FOLLOW.]

ACCEPTED AND AGREED:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: PATRICK BISHOP
Title: VICE PRESIDENT

Signature Page to First Amendment to Trademark Security Agreement

TRADEMARK
REEL: 004671 FRAME: 0055

SCHEDULE I
(First Amendment to Trademark Security Agreement)

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

UNITED STATES TRADEMARKS

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
CCM Communications, Inc.	2,920,828	SINGING NEWS
CCM Communications, Inc.	2,920,826	THE PRINTED VOICE OF SOUTHERN GOSPEL MUSIC
CCM Communications, Inc.	1,604,548	THE SINGING NEWS MAGAZINE THE PRINTED VOICE OF GOSPEL MUSIC
CCM Communications, Inc.	2,542,064	SONG DISCOVERY
CCM Communications, Inc.	1,793,655	WORSHIP LEADER
Caron Broadcasting, Inc.	2,750,649	CROSSWALK
Caron Broadcasting, Inc.	2,805,120	CROSSWALK
Caron Broadcasting, Inc.	2,805,119	CROSSWALK
Caron Broadcasting, Inc.	2,736,979	CROSSWALK.COM
New Inspiration Broadcasting Company, Inc.	2,569,476	THE FISH
New Inspiration Broadcasting Company, Inc.	2,616,697	THE FISH 95.9 FM
OnePlace, LLC	3,134,729	TOWNHALL.COM
OnePlace, LLC	4,022,953	GODTUBE
Salem Communications Holding Corporation	3,382,286	CELEBRATE FREEDOM
Salem Communications Holding Corporation	2,948,742	FISHFEST
Salem Communications Holding Corporation	2,929,515	FISHFEST
Salem Communications Holding Corporation	3,037,051	SAFE FOR THE WHOLE FAMILY
Salem Communications Holding Corporation	1,996,372	SALEM COMMUNICATIONS CORPORATION
Salem Communications Holding Corporation	3,053,149	ONEPLACE
Salem Communications Holding Corporation	3,014,755	WHERE YOUR OPINION COUNTS
Salem Communications Holding	S-22044 (Georgia	ON TIME TRAFFIC

OWNER	REGISTRATION NUMBER	TRADEMARK
Corporation	State)	
Salem Communications Holding Corporation	3,111,925	KLTY
Salem Communications Holding Corporation	3,111,928	WIND
Salem Communications Holding Corporation	3,116,934	WMCA
Salem Communications Holding Corporation	3,109,362	WBOB
Salem Communications Holding Corporation	3,082,746	CROSSCARDS
Salem Communications Holding Corporation	3,188,777	SERMONSEARCH
Salem Communications Holding Corporation	3,264,840	WHERE YOUR OPINION COUNTS
Salem Communications Holding Corporation	3,291,058	STARFISH
Salem Communications Holding Corporation	3,396,955	KFSH
Salem Communications Holding Corporation	3,396,982	KFAX
Salem Communications Holding Corporation	3,396,984	KFIS
Salem Communications Holding Corporation	3,396,987	KKFS
Salem Communications Holding Corporation	3,396,999	KGU
Salem Communications Holding Corporation	3,397,001	KKLA
Salem Communications Holding Corporation	3,397,015	KCBQ
Salem Communications Holding Corporation	3,397,026	KRLA
Salem Communications Holding Corporation	3,292,824	KPRZ
Salem Communications Holding Corporation	3,292,876	WFIL
Salem Communications Holding Corporation	3,293,330	WEZE
Salem Communications Holding Corporation	3,293,352	KSKY
Salem Communications Holding	3,293,372	WGKA

OWNER	REGISTRATION NUMBER	TRADEMARK
Corporation		
Salem Communications Holding Corporation	3,293,430	KGFT
Salem Communications Holding Corporation	3,316,389	KBIQ
Salem Communications Holding Corporation	3,316,862	WWTC
Salem Communications Holding Corporation	3,316,869	KKNT
Salem Communications Holding Corporation	3,316,870	KYCR
Salem Communications Holding Corporation	3,316,882	WFHM
Salem Communications Holding Corporation	3,316,905	WYLL
Salem Communications Holding Corporation	3,316,906	KSLR
Salem Communications Holding Corporation	3,316,913	KLUP
Salem Communications Holding Corporation	3,316,950	KCRO
Salem Communications Holding Corporation	3,316,951	KLFE
Salem Communications Holding Corporation	3,316,953	WORL
Salem Communications Holding Corporation	3,316,971	WNTP
Salem Communications Holding Corporation	3,292,877	WAVA
Salem Communications Holding Corporation	3,619,212	THE TALK OF NEW YORK
Salem Communications Holding Corporation	3,756,418	NIGHTLIGHT
Salem Communications Holding Corporation	2,920,911	BIG SPLASH
Salem Communications Corporation	2,583,356	Stylized "S" logo
Salem Radio Network Incorporated	1,968,784	SALEM RADIO NETWORK
Salem Radio Network	1,935,920	SRN

OWNER	REGISTRATION NUMBER	TRADEMARK
Incorporated		

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
Salem Communications Holding Corporation	85/404112	FAMILYTALK
Salem Communications Holding Corporation	85/405213	TEACON
OnePlace, LLC	77/822768	TOWNHALL.COM

OTHER TRADEMARKS:

Registrations:

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
One Place, LLC	TMA720,174	Canada	INTERCRISTO
SCA License Corporation	32,371 (MN State)	USA, MN	THE PATRIOT (words and logo)
Salem Communications Holding Corporation	N/A	USA, TN	Home Based Business Expo