

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																																					
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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																																					

CH \$40.00 2805119

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
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NAME OF SUBMITTER:	Richard Kalwa
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Signature:	/richard kalwa/
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Date:	01/30/2012
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Total Attachments: 8

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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.]

TRADEMARK
REEL: 004707 FRAME: 0204

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: 004707 FRAME: 0205

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