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 MARCH 31, 2021

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 **(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)**	**77-0121400** **(I.R.S. EMPLOYER IDENTIFICATION NUMBER)**
6400 NORTH BELT LINE ROAD **IRVING, TEXAS** **(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)**	**75063** **(ZIP CODE)**

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (469) 586-0080

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.01 par value per share	**SALM**	**NASDAQ Global Market**

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 every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files.) Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller Reporting Company	☒
		Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 May 1, 2021
Common Stock, $0.01 par value per share	**21,315,449 shares**

Class B	Outstanding at May 1, 2021
Common Stock, $0.01 par value per share	**5,553,696 shares**

Table of Contents

SALEM MEDIA GROUP, INC.
INDEX

Table of Contents

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.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Salem makes "forward-looking statements" from time to time in both written reports (including this annual 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 expressions 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 annual report. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from expectations. Except as required by law, the company undertakes no obligation to update or revise any forward-looking statements made in this annual report. Any such forward-looking statements, whether made in this annual 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)

Table of Contents

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

	December 31, 2020 (Note 1)	**March 31, 2021 (Unaudited)**
ASSETS		
Current assets:		
Cash and cash equivalents	$ 6,325	**$ 23,394**
Trade accounts receivable (net of allowances of $14,069 in 2020 and $13,225 in 2021)	24,469	**22,974**
Unbilled revenue	3,192	**2,548**
Other receivables (net of allowances of $124 in 2020 and $424 in 2021)	1,122	**1,006**
Inventories (net of reserves of $1,499 in 2020 and $1,439 in 2021)	495	**588**
Prepaid expenses	6,847	**7,597**
Assets held for sale	3,346	**—**
Total current assets	45,796	**58,107**
Notes receivable (net of allowance of $461 in 2020 and $831 in 2021)	721	**696**
Property and equipment (net of accumulated depreciation of $180,336 in 2020 and $183,136 in 2021)	79,122	**78,598**
Operating lease right-of-use assets	48,203	**46,508**
Financing lease right-of-use assets	152	**138**
Broadcast licenses	319,773	**319,773**
Goodwill	23,757	**23,757**
Amortizable intangible assets (net of accumulated amortization of $58,897 in 2020 and $59,478 in 2021)	4,017	**3,563**
Deferred financing costs	213	**187**
Other assets	2,817	**2,627**
Total assets	$ 524,571	**$ 533,954**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 2,006	**$ 1,312**
Accrued expenses	11,002	**9,932**
Accrued compensation and related expenses	10,242	**11,153**
Accrued interest	1,225	**4,875**
Contract liabilities	11,652	**12,600**
Deferred rent income	147	**149**
Income taxes payable	563	**584**
Current portion of operating lease liabilities	8,963	**8,615**
Current portion of financing lease liabilities	60	**60**
Current portion of long-term debt	5,000	**—**
Total current liabilities	50,860	**49,280**
Long-term debt, less current portion	213,764	**225,143**
Operating lease liabilities, less current portion	47,740	**46,058**
Financing (capital) lease liabilities, less current portion	107	**94**
Deferred income taxes	68,883	**69,071**
Contract liabilities, long-term	1,869	**2,159**
Deferred rent income, less current portion	3,864	**3,841**
Other long-term liabilities	2,205	**2,236**
Total liabilities	389,292	**397,882**
Commitments and contingencies (Note 16)		
Stockholders' Equity:		
Class A common stock, $0.01 par value; authorized 80,000,000 shares; 23,447,317 and 23,633,099 issued and 21,129,667 and 21,315,449 outstanding at December 31, 2020 and March 31, 2021, respectively	227	**229**
Class B common stock, $0.01 par value; authorized 20,000,000 shares; 5,553,696 issued and outstanding at December 31, 2020 and March 31, 2021, respectively	56	**56**
Additional paid-in capital	247,025	**247,493**
Accumulated deficit	(78,023)	**(77,700)**
Treasury stock, at cost (2,317,650 shares at December 31, 2020 and March 31, 2021)	(34,006)	**(34,006)**
Total stockholders' equity	135,279	**136,072**
Total liabilities and stockholders' equity	$ 524,571	**$ 533,954**

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 March 31, 2020	Three Months Ended March 31, 2021
Net broadcast revenue	$ 45,180	**$ 44,048**
Net digital media revenue	9,104	**9,619**
Net publishing revenue	3,966	**5,686**
Total net revenue	58,250	**59,353**
Operating expenses:		
Broadcast operating expenses, exclusive of depreciation and amortization shown below (including $431 and $443 for the three months ended March 31, 2020 and 2021, respectively, paid to related parties)	37,327	**33,343**
Digital media operating expenses, exclusive of depreciation and amortization shown below	8,326	**8,673**
Publishing operating expenses, exclusive of depreciation and amortization shown below	5,062	**5,205**
Unallocated corporate expenses exclusive of depreciation and amortization shown below (including $180 and $3 for the three months ended March 31, 2020 and 2021, respectively, paid to related parties)	4,210	**4,288**
Depreciation	2,713	**2,589**
Amortization	987	**581**
Change in the estimated fair value of contingent earn-out consideration	(5)	**—**
Impairment of indefinite-lived long-term assets other than goodwill	17,254	**—**
Impairment of goodwill	307	**—**
Net (gain) loss on the disposition of assets	79	**318**
Total operating expenses	76,260	**54,997**
Operating income (loss)	(18,010)	**4,356**
Other income (expense):		
Interest income	—	**1**
Interest expense	(4,032)	**(3,926)**
Gain on early retirement of long-term debt	49	**—**
Net miscellaneous income and expenses	(52)	**22**
Net income (loss) before income taxes	(22,045)	**453**
Provision for income taxes	33,159	**130**
Net income (loss)	$ (55,204)	**$ 323**
Basic earnings (loss) per share data:		
Basic earnings (loss) per share Class A and Class B common stock	$ (2.07)	**$ 0.01**
Diluted earnings (loss) per share data:		
Diluted earnings (loss) per share Class A and Class B common stock	$ (2.07)	**$ 0.01**
Basic weighted average Class A and Class B shares outstanding	26,683,363	**26,736,639**
Diluted weighted average Class A and Class B shares outstanding	26,683,363	**27,138,773**

See accompanying notes

SALEM MEDIA GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Dollars in thousands, except share and per share data)

	Class A Common Stock		Class B Common Stock		Additional			
	Shares	Amount	Shares	Amount	Paid-In Capital	Accumulated Deficit	Treasury Stock	Total
Stockholders' equity, December 31, 2019	23,447,317	$ 227	5,553,696	$ 56	$ 246,680	$ (23,294)	$(34,006)	$189,663
Stock-based compensation	—	—	—	—	103	—	—	103
Cash distributions	—	—	—	—	—	(667)	—	(667)
Net loss	—	—	—	—	—	(55,204)	—	(55,204)
Stockholders' equity, March 31, 2020	23,447,317	$ 227	5,553,696	$ 56	$ 246,783	$ (79,165)	$(34,006)	$133,895
Distributions per share	$ 0.025		$ 0.025					

	Class A Common Stock		Class B Common Stock		Additional			
	Shares	Amount	Shares	Amount	Paid-In Capital	Accumulated Deficit	Treasury Stock	Total
Stockholders' equity, December 31, 2020	**23,447,317**	**$ 227**	**5,553,696**	**$ 56**	**$ 247,025**	**$ (78,023)**	**$(34,006)**	**$135,279**
Stock-based compensation	**—**	**—**	**—**	**—**	**78**	**—**	**—**	**78**
Options exercised	**185,782**	**2**	**—**	**—**	**390**	**—**	**—**	**392**
Net income	**—**	**—**	**—**	**—**	**—**	**323**	**—**	**323**
Stockholders' equity, March 31, 2021	**23,633,099**	**$ 229**	**5,553,696**	**$ 56**	**$ 247,493**	**$ (77,700)**	**$(34,006)**	**$136,072**

See accompanying notes

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

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2021
OPERATING ACTIVITIES		
Net income (loss)	$(55,204)	**$ 323**
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Non-cash stock-based compensation	103	**78**
Depreciation and amortization	3,700	**3,170**
Amortization of deferred financing costs	227	**213**
Non-cash lease expense	2,252	**2,161**
Provision for bad debts	1,900	**(295)**
Deferred income taxes	33,084	**188**
Change in the estimated fair value of contingent earn-out consideration	(5)	**—**
Impairment of indefinite-lived long-term assets other than goodwill	17,254	**—**
Impairment of goodwill	307	**—**
Gain on early retirement of long-term debt	(49)	**—**
Net (gain) loss on the disposition of assets	79	**318**
Changes in operating assets and liabilities:		
Accounts receivable and unbilled revenue	2,419	**2,549**
Inventories	70	**(93)**
Prepaid expenses and other current assets	(587)	**(750)**
Accounts payable and accrued expenses	4,478	**2,490**
Operating lease liabilities	(2,407)	**(2,497)**
Contract liabilities	133	**1,122**
Deferred rent income	(84)	**170**
Other liabilities	6	**29**
Income taxes payable	57	**21**
Net cash provided by operating activities	7,733	**9,197**
INVESTING ACTIVITIES		
Cash paid for capital expenditures net of tenant improvement allowances	(1,587)	**(1,859)**
Capital expenditures reimbursable under tenant improvement allowances and trade agreements	(84)	**—**
Deposit on broadcast assets and radio station acquisitions	—	**(100)**
Proceeds from sale of assets	2	**3,501**
Other	(428)	**(238)**
Net cash provided by (used in) investing activities	(2,097)	**1,304**
FINANCING ACTIVITIES		
Payments to repurchase 6.75% Senior Secured Notes	(3,392)	**—**
Proceeds from borrowings under ABL Facility	33,319	**16**
Payments on ABL Facility	(31,745)	**(5,016)**
Proceeds from borrowings under PPP Loans	—	**11,195**
Payments of debt issuance costs	(1)	**(3)**
Proceeds from the exercise of stock options	—	**392**
Payments on financing lease liabilities	(18)	**(16)**
Payment of cash distribution on common stock	(667)	**—**
Book overdraft	(1,885)	**—**
Net cash provided by (used in) financing activities	(4,389)	**6,568**
Net increase in cash and cash equivalents	1,247	**17,069**
Cash and cash equivalents at beginning of year	6	6,325
Cash and cash equivalents at end of period	$ 1,253	$23,394

See accompanying notes

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

	Three Months Ended March 31,	
	2020	2021
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Cash paid for interest, net of capitalized interest	$ 163	**$ 51**
Cash paid for interest on finance lease liabilities	$ 2	**$ 2**
Net cash paid for (received from) income taxes	$ 18	**$ (79)**
Other supplemental disclosures of cash flow information:		
Barter revenue	$ 1,192	**$ 391**
Barter expense	$ 1,034	**$ 373**
Non-cash investing and financing activities:		
Capital expenditures reimbursable under tenant improvement allowances	$ 84	**$ —**
Right-of-use assets acquired through operating leases	$ 575	**$ 553**
Right-of-use assets acquired through financing leases	$ —	**$ 2**
Non-cash capital expenditures for property & equipment acquired under trade agreements	$ 4	**$ 6**
Net assets and liabilities assumed in a non-cash acquisition	$ —	**127**
Estimated present value of contingent-earn out consideration	$ —	**$ 11**

See accompanying notes

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

NOTE 1. BUSINESS AND BASIS OF PRESENTATION

Business

Salem Media Group, Inc. ("Salem," "we," "us," "our" or the "company") is a domestic multimedia company specializing in Christian and conservative content. Our media properties include radio broadcasting, digital media, and publishing entities. We have three operating segments: (1) Broadcast, (2) Digital Media, and (3) Publishing, which are discussed in Note 17 – Segment Data.

Impact of the COVID-19 Pandemic

The COVID-19 global pandemic that began in March 2020 continues to impact our business. Measures taken by federal, state and local governments to prevent the spread of COVID-19 have adversely affected workforces, certain economies, and financial markets resulting in a significant economic downturn. We experienced a rapid decline in revenue from advertising, programming, events and book sales. Several advertisers reduced or ceased advertising spending due to the outbreak and stay-at-home orders that effectively shut many businesses down. The revenue decline impacted our broadcast segment, which derives substantial revenue from local advertisers who have been particularly hard hit due to social distancing and government interventions, and our publishing segment, which derives revenue from book sales through retail stores and live events.

While the disruption is expected to be temporary, there remains to be considerable uncertainty around the duration. Advertising revenue continues to improve over the lowest levels that were experienced during April and May of 2020, but remain significantly below prior years. The exact timing and pace of the economic recovery has not been determinable as certain markets have reopened, some of which have since experienced a resurgence of COVID-19 cases, resulting in varying degrees of reinstated stay-at-home orders. Due to continuing uncertainties regarding the ultimate scope and trajectory of COVID-19's spread and evolution, it is impossible to predict the total impact that the pandemic will have on our business. If public and private entities continue to enforce restrictive measures, the material adverse effect on our business, results of operations, financial condition and cash flows could persist. Our businesses could also continue to be impacted by the disruptions from COVID-19 and resulting adverse changes in advertising and consumer behavior.

Lower revenue and longer days to collect receivables negatively impacts future availability under our credit facility. Availability under our Asset Based Loan ("ABL Facility") is subject to a borrowing base consisting of (a) 90% of the eligible accounts receivable plus (b) a calculated amount based on the value of certain real property. The maximum amount available under our ABL Facility was $26.1 million at March 31, 2021 compared to $24.8 million at December 31, 2020, of which none was outstanding at March 31, 2021 compared to $5.0 million outstanding at December 31, 2020.

We implemented several measures during 2020 to reduce costs and conserve cash to ensure that we have adequate cash to meet our debt servicing requirements, including:

- limiting capital expenditures;
- reducing discretionary spending, including travel and entertainment;
- eliminating open positions and freezing new hires;
- reducing staffing levels;
- implementing temporary company-wide pay cuts of 5%, 7.5% or 10% depending on salary level;
- furloughing certain employees;
- temporarily suspending the company 401(k) match;
- requesting rent concessions from landlords;
- requesting discounts from vendors;
- offering early payment discounts to certain customers in exchange for advance cash payments; and
- suspending the payment of distributions on our common stock indefinitely.

As the economy begins to show signs of recovery, many of these cost reduction initiatives have or will be reversed during 2021. We continue to operate with lower staffing levels, have not reinstated the company 401(k) match and have not paid equity distributions on our common stock.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was signed into law. The CARES Act provides opportunities for additional liquidity, loan guarantees, and other government programs to support companies affected by the COVID-19 pandemic and their employees. On December 27, 2020, Congress passed the Consolidated Appropriations Act ("CAA") that includes a second relief package, which, among other things, provides for an extension of the Payroll Support Program established by the CARES Act. We have utilized certain benefits of the CARES Act, and we may be entitled to benefits under the CAA based on our individual locations, including:

- we deferred $3.3 million of employer FICA taxes from April 2020 through December 2020 , with 50% payable in December 2021 and 50% payable in December 2022;

- relaxation of interest expense deduction limitation for income tax purposes; and
- Paycheck Protection Plan ("PPP") loans available based on the eligibility determined on aper-location basis of $11.2 million on a consolidated basis.

We believe that our customers have benefited from the enhanced benefits provided by the CARES Act, and that they will also benefit from the CAA. The CAA provides for another round of direct payments, enhanced unemployment benefits, education funding, and aid to sectors still reeling from the economic fallout of the pandemic. While these measures may benefit many of our customers, we cannot assure you that the implementation of these measures will offset the negative impact of COVID-19 on our customers. If the CAA or any additional stimulus measures are not sufficient to remediate the financial stress on our customers as a result of the pandemic, we may experience ongoing challenges in growing and maintaining revenue and we may experience an increase in delinquencies that could materially and adversely impact our results of operations and financial condition in future periods.

We continue to review and consider any available potential benefit under the CARES Act and the CAA for which we qualify. We cannot predict the manner in which such benefits or any of the other benefits described herein will be allocated or administered and we cannot assure you that we will be able to access such benefits in a timely manner or at all. If the U.S. government or any other governmental authority agrees to provide such aid under the CARES Act, the CAA, or any other crisis relief assistance it may impose certain requirements on the recipients of the aid, including restrictions on executive officer compensation, dividends, prepayment of debt, limitations on debt and other similar restrictions that may apply for a period of time after the aid is repaid or redeemed in full.

Basis of Presentation

The accompanying Condensed Consolidated Financial Statements of Salem include the company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

Information with respect to the three months ended March 31, 2021 and 2020 is unaudited. The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the unaudited interim financial statements contain all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the financial position, results of operations and cash flows of the company. 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, 2020. Our results are subject to seasonal fluctuations. Therefore, the results of operations for the interim periods presented are not necessarily indicative of the results of operations for the full year.

The balance sheet at December 31, 2020 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.

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 can be materially different from these estimates and assumptions.

Significant areas for which management uses estimates include:

- revenue recognition;
- asset impairments, including broadcasting licenses, goodwill and other indefinite-lived intangible assets;
- probabilities associated with the potential for contingentearn-out consideration;
- fair value measurements;
- contingency reserves;
- allowance for doubtful accounts;
- sales returns and allowances;
- barter transactions;
- inventory reserves;
- reserves for royalty advances;
- fair value of equity awards;
- self-insurance reserves;
- estimated lives for tangible and intangible assets;
- assessment of contract-based factors, asset-based factors, entity-based factors and market-based factors to determine the lease term impacting Right-Of-Use ("ROU") assets and lease liabilities;
- determining the Incremental Borrowing Rate ("IBR") for calculating ROU assets and lease liabilities,
- income tax valuation allowances;

- uncertain tax positions; and
- estimates used in going concern analysis.

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.

The COVID-19 pandemic continues to create significant uncertainty and disruption in the global economy and financial markets. It is reasonably possible that these uncertainties could materially impact our estimates related to, but not limited to, revenue recognition, broadcast licenses, goodwill and income taxes. As a result, many of our estimates and assumptions require increased judgment and carry a higher degree of variability and volatility. Our estimates may change as new events occur and additional information emerges, and such changes are recognized or disclosed in our consolidated financial statements.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

There have been no changes to our significant accounting policies described in Note 2 to our Annual Report on Form10-K for the year ended December 31, 2020 filed with the SEC on March 4, 2021, that have had a material impact on our Condensed Consolidated Financial Statements and related notes.

Recent Accounting Pronouncements

Changes to accounting principles are established by the FASB in the form of ASUs to the FASB's Codification. We consider the applicability and impact of all ASUs on our financial position, results of operations, cash flows, or presentation thereof. Described below are ASUs that may be applicable to our financial position, results of operations, cash flows, or presentation thereof. ASUs not listed below were assessed and determined to not be applicable to our financial position, results of operations, cash flows, or presentation thereof.

In January 2021, the FASB issued ASU2021-01, *Reference Rate Reform (Topic 848): Scope*, which refines the scope of ASC 848, *Reference Rate Reform*, and clarifies guidance as part of the FASB's ongoing monitoring of global reference rate reform activities. The ASU permits entities to elect certain optional expedients and exceptions when accounting for derivative contracts and certain hedging relationships affected by changes in the interest rates used for discounting cash flows, computing variation margin settlements, and calculating price alignment interest in connection with reference rate reform activities under way in global financial markets. The ASU is effective upon issuance and did not have a material impact on our consolidated financial position, results of operations, cash flows, or presentation thereof.

In June 2016, the FASB issued ASU2016-13, *Financial Instruments-Credit Losses,* which changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking "expected loss" model that will replace today's "incurred loss" model and generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to current practice, except that the losses will be recognized as an allowance. Subsequent to issuing ASU 2016-13, the FASB issued ASU2018-19, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses*, for the purpose of clarifying certain aspects of ASU2016-13. ASU 2018-19 has the same effective date and transition requirements as ASU 2016-13. In April 2019, the FASB issued ASU2019-04, *Codification Improvements to Topic 326, Financial Instruments – Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*, which is effective with the adoption of ASU 2016-13. In May 2019, the FASB issued ASU2019-05, *Financial Instruments – Credit Losses (Topic 326)*, which is also effective with the adoption of ASU 2016-13. In October 2019, the FASB voted to delay the implementation date for certain companies, including those, such as Salem, that qualify as a smaller reporting company under SEC rules, until January 1, 2023. We will adopt this ASU on its effective date of January 1, 2023. We do not expect the adoption of this ASU to have a material impact on our consolidated financial position, results of operations, cash flows, or presentation thereof.

NOTE 3. RECENT TRANSACTIONS

During the three-month period ended March 31, 2021, we completed or entered into the following transactions:

Debt Transactions

We applied for and received $11.2 million in aggregate principal amount of PPP loans through the Small Business Administration ("SBA") that were available to our radio stations and networks under the CAA. The PPP loans and accrued interest are forgivable provided that the proceeds are used for eligible purposes, including payroll, benefits, rent and utilities within the covered period of up to 24 weeks from funding of the loans. The amount of PPP loan and accrued interest that is forgiven can be reduced if we reduce payroll or eliminate positions during the covered period. We are using, and intend to continue to use, the PPP loan proceeds according to the terms and will file timely applications for forgiveness. The PPP loans accrue interest at 1% annually and mature in five years for any amount that is not forgiven. The PPP loans are reflected in long-term debt in the accompanying condensed consolidated financial statements in accordance with FASB ASC Topic 470, *Debt*, until the loans are repaid or legally discharged.

Acquisitions

On March 8, 2021, we acquired the Triple Threat Trader newsletter. We paid no cash at the time of closing and assumed deferred subscription liabilities of $0.1 million. As part of the purchase agreement, we may pay up to an additional $11,000 in contingent earn-out consideration over the next two years based on the achievement of certain revenue benchmarks.

Divestitures

On March 18, 2021, we sold radio station WKAT-AM and an FM translator in Miami, Florida for $3.5 million. We collected $3.2 million in cash upon closing and entered a promissory note for $0.3 million in cash due one year from the closing date. The buyer began operating the station under a Local Marketing Agreement ("LMA") in November 2020. We recognized an estimated pre-tax loss of $1.4 million during the three-month period ended September 30, 2020, the date we entered the Asset Purchase Agreement ("APA") with the buyer, which reflected the sale price as compared to the carrying value of the assets to be sold, estimated closing costs, and the write-off of the remaining Miami assets as a result of exiting this market. We adjusted the pre-tax loss by $0.3 million to $1.7 million upon closing based on the actual closing costs incurred and a reconciliation of total station assets to the assets included in the sale.

Pending Transactions

On February 4, 2021, we entered into an APA to acquire KDIA-AM and KDYA-AM in San Francisco, California for $0.6 million in cash. We paid $0.1 million in cash to an escrow account with $0.5 million of cash due upon closing. The purchase is subject to the approval of the FCC and is expected to close in the first half of 2021.

On February 5, 2020, we entered into an APA with Word Broadcasting to sell radio stations WFIA-AM, WFIA-FM and WGTK-AM in Louisville, Kentucky for $4.0 million with credits applied from amounts previously paid, including a portion of the monthly fees paid under a Time Brokerage Agreement ("TBA"). Due to changes in debt markets, the transaction was not funded, and it is uncertain when, or if, the transaction will close. Word Broadcasting continues to program the stations under a TBA that began in January 2017.

NOTE 4. REVENUE RECOGNITION

We recognize revenue in accordance with ASC 606, "*Revenue from Contracts with Customers*" ("ASC 606,") a comprehensive revenue recognition model that requires revenue to be recognized when control of the promised goods or services are transferred to customers at an amount that reflects the consideration expected to be received. The application of ASC 606 requires us to use significant judgment and estimates when applying a five-step model applicable to all revenue streams.

Principal versus Agent Considerations

When another party is involved in providing goods or services to our customer, we apply the principal versus agent guidance in ASC 606 to determine if we are the principal or an agent to the transaction. When we control the specified goods or services before they are transferred to our customer, we report revenue gross, as principal. If we do not control the goods or services before they are transferred to our customer, revenue is reported net of the fees paid to the other party, as agent.

Contract Assets

Contract Assets—Costs to Obtain a Contract: We capitalize commissions paid to sales personnel in our self-publishing business when customer contracts are signed and advance payment is received. These capitalized costs are recorded as prepaid commission expense in the Consolidated Balance Sheets. The amount capitalized is incremental to the contract and would not have been incurred absent the execution of the customer contract. Commissions paid upon the initial acquisition of a contract are expensed at the point in time that related revenue is recognized. Prepaid commission expenses are periodically reviewed for impairment. At March 31, 2021, our prepaid commission expense was $0.7 million.

Contract Liabilities

Contract liabilities consist of customer advance payments and billings in excess of revenue recognized. We may receive payments from our customers in advance of completing our performance obligations. Additionally, new customers, existing customers without approved credit terms and authors purchasing specific self-publishing services, are required to make payments in advance of the delivery of the products or performance of the services. We record contract liabilities equal to the amount of payments received in excess of revenue recognized, including payments that are refundable if the customer cancels the contract according to the contract terms. Contract liabilities were historically recorded under the caption "deferred revenue" and are reported as current liabilities on our consolidated financial statements when the time to fulfill the performance obligations under terms of our contracts is less than one year. Long-term contract liabilities represent the amount of payments received in excess of revenue earned, including those that are refundable, when the time to fulfill the performance obligation is greater than one year. Our long-term liabilities consist of subscriptions with a term of two-years for which some customers have purchased and paid for multiple years.

Significant changes in our contract liabilities balances during the period are as follows:

	Short-Term	Long-Term
	(Dollars in thousands)	
Balance, beginning of period January 1, 2021	$11,652	$1,869
Revenue recognized during the period that was included in the beginning balance of contract liabilities	(3,814)	—
Additional amounts recognized during the period	7,087	524
Revenue recognized during the period that was recorded during the period	(2,559)	—
Transfers	234	(234)
Balance, end of period March 31, 2021	$12,600	2,159
Amount refundable at beginning of period	$11,607	1,869
Amount refundable at end of period	$12,588	2,159

We expect to satisfy these performance obligations as follows:

For the Twelve Months Ended March 31,	Amount
	(Dollars in thousands)
2022	$ 12,600
2023	1,365
2024	472
2025	184
2026	55
Thereafter	83
	$ 14,759

Significant Financing Component

The length of our typical sales agreement is less than 12 months; however, we may sell subscriptions with a two-year term. The balance of our long-term contract liabilities represents the unsatisfied performance obligations for subscriptions with a remaining term in excess of one year. We review long-term contract liabilities that are expected to be completed in excess of one year to assess whether the contract contains a significant financing component. The balance includes subscriptions that will be satisfied at various dates between April 1, 2021 and March 31, 2026. The difference between the promised consideration and the cash selling price of the publications is not significant. Therefore, we have concluded that subscriptions do not contain a significant financing component under ASC 606.

Our self-publishing contracts may exceed a one-year term due to the length of time for an author to submit and approve a manuscript for publication. The author may pay for publishing services in installments over the production timeline with payments due in advance of performance. The timing of the transfer of goods and services under self-publishing arrangements are at the discretion of the author and based on future events that are not substantially within our control. We require advance payments to provide us with protection from incurring costs for products that are unique and only sellable to the author. Based on these considerations, we have concluded that our self-publishing contracts do not contain a significant financing component under ASC 606.

Variable Consideration

Like former revenue recognition guidance, we continue to make significant estimates related to variable consideration at the point of sale, including estimates for refunds and product returns. Under ASC 606, estimates of variable consideration are to be recognized before contingencies are resolved in certain circumstances, including when it is probable that a significant reversal in the amount of any estimated cumulative revenue will not occur.

We enter into agreements under which the amount of revenue we earn is contingent upon the amount of money raised by our customer over the contract term. Our customer is typically a charity or programmer that purchases blocks of programming time or spots to generate revenue from our audience members. Contract terms can range from a few weeks to a few months, depending the charity or programmer. If the campaign does not generate a pre-determined level of donations or revenue to our customer, the consideration that we expect to be entitled to may vary above a minimum base level per the contract. Historically, under ASC Topic 605, we reported variable consideration as revenue when the amount was fixed and determinable. Under ASC 606, variable consideration is to be estimated using the expected value or the most likely amount to the extent it is probable that a significant reversal will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Based on the constraints for using estimates of variable consideration within ASC 606, and our historical experience with these campaigns, we will continue to recognize revenue at the base amount of the campaign with variable consideration recognized when the uncertainty of each campaign is resolved. These constraints include: (1) the amount of consideration received is highly susceptible to factors outside of our influence, specifically the extent to which our audience donates or contributes to our customer or programmer, (2) the length of time in which the uncertainty about the amount of consideration expected is to be resolved, and (3) our experience has shown these contracts have a large number and broad range of possible outcomes.

Practical Expedients and Exemptions

We elected certain practical expedients and policy elections as follows:

- We do not adjust the promised amount of consideration for the effects of a significant financing component if the period between transfer of product and customer payment is expected to be less than one year at the time of contract inception;
- We do not assess promised goods or services as performance obligations if they are immaterial in the context of the contract with the customer;
- We exclude sales and similar taxes from the transaction price;
- We treat shipping and handling costs that occur after control transfers as fulfillment activities instead of assessing such activities as separate performance obligations; and
- We do not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less.

A summary of our principal sources of revenue is as follows:

Block Programming. We recognize revenue from the sale of blocks of airtime to program producers that typically range from 12 1/2, 25 or 50-minutes of time. We separate block program revenue into three categories, National, Local and Infomercial revenue. Our stations are classified by format, including Christian Teaching and Talk, News Talk, Contemporary Christian Music, Spanish Language Christian Teaching and Talk and Business. National and local programming content is complementary to our station format while infomercials are closely associated with long-form advertisements. Block Programming revenue may include variable consideration for charities and programmers that purchase blocks of airtime to generate donations and contributions from our audience. Block programming revenue is recognized at the time of broadcast, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Programming revenue is recorded on a gross basis unless an agency represents the programmer, in which case, revenue is reported net of the commission retained by the agency.

Spot Advertising. We recognize revenue from the sale of airtime to local and national advertisers who purchase spot commercials of varying lengths. Spot Advertising may include variable consideration for charities and programmers that purchase spots to generate donations and contributions from our audience. Advertising revenue is recognized at the time of broadcast, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Advertising revenue is recorded on a gross basis unless an agency represents the advertiser, in which case, revenue is reported net of the commission retained by the agency.

Network Revenue. Network revenue includes the sale of advertising time on our national network and fees earned from the syndication of programming on our national network. Network revenue is recognized at the time of broadcast, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Network revenue is recorded on a gross basis unless an agency represents the customer, in which case, revenue is reported net of the commission retained by the agency.

Digital Advertising. We recognize revenue from the sale of banner advertising on our owned and operated websites and on our own and operated mobile applications. Each of our radio stations, our digital media entities and certain publishing entities have custom websites and mobile applications that generate digital advertising revenue. Digital advertising revenue is recognized at the time that the banner display is delivered, or the number of impressions delivered meets the previously agreed-upon performance criteria, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Digital advertising revenue is reported on a gross basis unless an agency represents the customer, in which case, revenue is reported net of the commission retained by the agency.

Broadcast digital advertising revenue consists of local digital advertising, such as the sale of banner advertisements on our owned and operated websites, the sale of advertisements on our own and operated mobile applications, and advertisements in digital newsletters that we produce, as well as national digital advertising, or the sale of custom digital advertising solutions, such as web pages and social media campaigns, that we offer to our customers. Advertising revenue is recorded on a gross basis unless an agency represents the advertiser, in which case, revenue is reported net of the commission retained by the agency.

Salem Surround, our national multimedia advertising agency, offers a comprehensive suite of digital marketing services to develop and execute audience-based marketing strategies for clients on both the national and local level. Salem Surround specializes in digital marketing services for each of our radio stations and websites as well as provides a full-service digital marketing strategy for each of our clients. In our role as a digital agency, our sales team provides our customers with integrated digital advertising solutions that optimize the performance of their campaign, which we view as one performance obligation. Our advertising campaigns are designed to be “white label” agreements between Salem and our advertiser, meaning we provide special care and attention to the details of the campaign. We provide custom digital product offerings, including tools for metasearch, retargeting, website design, reputation management, online listing services, and social media marketing. Digital advertising solutions may include third-party websites, such as Google or Facebook, which can be included in a digital advertising social media campaign. We manage all aspects of the digital campaign, including social media placements, review and approval of target audiences, and the monitoring of actual results to make modifications as needed. We may contract directly with a third-party, however, we are responsible for delivering the campaign results to our customer with or without the third-party. We are responsible for any payments due to the third-party regardless of the campaign results and without regard to the status of payment from our customer. We have discretion in setting the price to our customer without input or approval from the third-party. Accordingly, revenue is reported gross, as principal, as the performance obligation is delivered, which represents the point in time that control is transferred to the customer thereby completing our performance obligation.

Digital Streaming. We recognize revenue from the sale of advertisements and from the placement of ministry content that is streamed on our owned and operated websites and on our owned and operated mobile applications. Each of our radio stations, our digital media entities and certain publishing entities have custom websites and mobile applications that generate streaming revenue. Digital streaming revenue is recognized at the time that the content is delivered, or when the number of impressions delivered meets the previously agreed-upon performance criteria. Delivery of the content represents the point in time that control is transferred to the customer thereby completing our performance obligation. Streaming revenue is reported on a gross basis unless an agency represents the customer, in which case, revenue is reported net of the commission retained by the agency.

Digital Downloads and e-books. We recognize revenue from sale of downloaded materials, including videos, song tracks, sermons, content archives and e-books. Payments for downloaded materials are due in advance of the download, however, the download is often instant upon confirmation of payment. Digital download revenue is recognized at the time of download, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Revenue is recorded at the gross amount due from the customer. All sales are final with no allowances made for returns.

Subscriptions. We recognize revenue from the sale of subscriptions for financial publication digital newsletters, digital magazines, podcast subscriptions for on-air content, and subscriptions to our print magazine. Subscription terms typically range from three months to two years, with a money-back guarantee for the first 30 days. Refunds after the first 30-day period are considered on a pro-rata basis based on the number of publications issued and delivered. Payments are due in advance of delivery and can be made in full upon subscribing or in quarterly installments. Cash received in advance of the subscription term, including amounts that are refundable, is recorded in contract labilities. Revenue is recognized ratably over the subscription term at the point in time that each publication is transmitted or shipped, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Revenue is reported net of estimated cancellations, which are based on our experience and historical cancellation rates during the cancellable period.

Book Sales. We recognize revenue from the sale of books upon shipment, which represents the point in time that control is transferred to the customer thereby completing the performance obligation. Revenue is recorded at the gross amount due from the customer, net of estimated sales returns and allowances based on our historical experience. Major new title releases represent a significant portion of the revenue in the current period. Print-based consumer books are sold on a fully returnable basis. We do not record assets or inventory for the value of returned books as they are considered used regardless of the condition returned. Our experience with unsold or returned books is that their resale value is insignificant and they are often destroyed or disposed of.

e-Commerce. We recognize revenue from the sale of products sold through our digital platform. Payments for products are due in advance shipping. We record a contract liability when we receive customer payments in advance of shipment. The time frame from receipt of payment to shipment is typically one business day based on the time that an order is placed as compared to fulfillment. E-Commerce revenue is recognized at the time of shipment, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Revenue is reported net of estimated returns, which are based on our experience and historical return rates. Returned products are recorded in inventory if they are unopened and re-saleable with a corresponding reduction in the cost of goods sold.

Self-Publishing Fees. We recognize revenue from self-publishing services through Salem Author Services ("SAS"), including book publishing and support services to independent authors. Services include book cover design, interior layout, printing, distribution, marketing services and editing for print books and e-Books. As each book and related support services are unique to each author, authors must make payments in advance of the performance. Payments are typically made in installments over the expected production timeline for each publication. We record contract liabilities equal to the amount of payments received, including those amounts that are fully or partially refundable. Contract liabilities were historically recorded under the caption "deferred revenue" and are reported as current liabilities or long-term liabilities on our consolidated financial statements based on the time to fulfill the performance obligations under terms of the contract. Refunds are limited based on the percentage completion of each publishing project.

Revenue is recognized upon completion of each performance obligation, which represents the point in time that control of the product is transferred to the author, thereby completing our performance obligation. Revenue is recorded at the net amount due from the author, including discounts based on the service package.

Advertising—Print. We recognize revenue from the sale of print magazine advertisements. Revenue is recognized upon delivery of the print magazine which represents the point in time that control is transferred to the customer thereby completing the performance obligation. Revenue is reported on a gross basis unless an agency represents the customer, in which case, revenue is reported net of the commission retained by the agency.

Other Revenues. Other revenues include various sources, such as event revenue, listener purchase programs, talent fees foron-air hosts, rental income for studios and towers, production services, and shipping and handling fees. We recognize event revenue, including fees earned for ticket sales and sponsorships, when the event occurs, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Revenue for all other products and services is recorded as the products or services are delivered or performed, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Other revenue is reported on a gross basis unless an agency represents the customer, in which case, revenue is reported net of the commission retained by the agency.

Trade and Barter Transactions

In broadcasting, trade or barter agreements are commonly used to reduce cash expenses by exchanging advertising time for goods or services. We may enter barter agreements to exchange airtime or digital advertising for goods or services that can be used in our business or that can be sold to our audience under Listener Purchase Programs. The terms of these barter agreements permit us to preempt the barter airtime or digital campaign in favor of customers who purchase the airtime or digital campaign for cash. The value of these non-cash exchanges is included in revenue in an amount equal to the fair value of the goods or services we receive. Each transaction must be reviewed to determine that the products, supplies and/or services we receive have economic substance, or value to us. We record barter operating expenses upon receipt and usage of the products, supplies and services, as applicable. We record barter revenue as advertising spots or digital campaigns are delivered, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Barter revenue is recorded on a gross basis unless an agency represents the programmer, in which case, revenue is reported net of the commission retained by the agency.

Trade and barter revenues and expenses were as follows:

	Three Months Ended March 31,	
	2020	**2021**
Net broadcast barter revenue	$ 1,166	**$ 391**
Net digital media barter revenue	—	**—**
Net publishing barter revenue	26	**—**
Net broadcast barter expense	$ 1,034	**$ 373**
Net digital media barter expense	—	**—**
Net publishing barter expense	—	**—**

The following table presents our revenues disaggregated by revenue source for each of our operating segments:

	Three Months Ended March 31, 2021			
	Broadcast	**Digital Media**	**Publishing**	**Consolidated**
	(dollars in thousands)			
By Source of Revenue:				
Block Programming—National	$ 11,461	$ —	$ —	$ 11,461
Block Programming—Local	5,956	—	—	5,956
Spot Advertising—National	3,660	—	—	3,660
Spot Advertising—Local	8,895	—	—	8,895
Infomercials	237	—	—	237
Network	4,871	—	—	4,871
Digital Advertising	5,781	4,413	62	10,256
Digital Streaming	853	844	—	1,697
Digital Downloads and eBooks	60	1,479	339	1,878
Subscriptions	286	2,773	158	3,217
Book Sales and e-commerce, net of estimated sales returns and allowances	89	31	3,208	3,328
Self-Publishing Fees	—	—	1,624	1,624
Print Advertising	—	—	68	68
Other Revenues	1,899	79	227	2,205
	$ 44,048	**$ 9,619**	**$ 5,686**	**$ 59,353**
Timing of Revenue Recognition				
Point in Time	$ 43,425	$ 9,619	5,686	$ 58,730
Rental Income (1)	623	—	—	623
	$ 44,048	**$ 9,619**	**$ 5,686**	**$ 59,353**

	Three Months Ended March 31, 2020			
	Broadcast	Digital Media	Publishing	Consolidated
	(dollars in thousands)			
By Source of Revenue:				
Block Programming—National	$ 12,034	$ —	$ —	$ 12,034
Block Programming—Local	6,808	—	—	6,808
Spot Advertising—National	3,957	—	—	3,957
Spot Advertising—Local	11,357	—	—	11,357
Infomercials	308	—	—	308
Network	4,388	—	—	4,388
Digital Advertising	3,326	4,713	99	8,138
Digital Streaming	608	915	—	1,523
Digital Downloads and eBooks	—	1,245	254	1,499
Subscriptions	282	2,135	177	2,594
Book Sales and e-commerce, net of estimated sales returns and allowances	76	28	1,723	1,827
Self-Publishing Fees	—	—	1,402	1,402
Print Advertising	1	—	102	103
Other Revenues	2,035	68	209	2,312
	$ 45,180	**$ 9,104**	**$ 3,966**	**$ 58,250**
Timing of Revenue Recognition				
Point in Time	$ 44,563	$ 9,104	$ 3,966	$ 57,633
Rental Income (1)	617	—	—	617
	$ 45,180	**$ 9,104**	**$ 3,966**	**$ 58,250**

(1) Rental income is not applicable to ASC Topic 606, but shown for the purpose of identifying each revenue source presented in total revenue on our Condensed Consolidated Financial Statements within this report on Form 10-Q.

NOTE 5. INVENTORIES

Inventories consist of finished books from Regnery® Publishing. All inventories are valued at the lower of cost or net realizable value as determined on a First-In First-Out cost method net of estimated reserves for obsolescence.

The following table provides details of inventory on hand:

	December 31, 2020	**March 31, 2021**
	(Dollars in thousands)	
Book inventories	$ 1,994	**$ 2,027**
Reserve for obsolescence	(1,499)	**(1,439)**
Inventory, net—	$ 495	**$ 588**

NOTE 6. PROPERTY AND EQUIPMENT

We account for property and equipment in accordance with FASB ASC Topic360-10, *Property, Plant and Equipment.*

The following is a summary of the categories of our property and equipment:

	As of December 31, 2020	**As of March 31, 2021**
	(Dollars in thousands)	
Land	$ 30,254	**$ 30,254**
Buildings	28,922	**28,993**
Office furnishings and equipment	36,875	**37,289**
Antennae, towers and transmitting equipment	78,057	**78,152**
Studio, production and mobile equipment	29,023	**29,389**
Computer software and website development costs	33,928	**34,085**
Record and tape libraries	17	**17**
Automobiles	1,514	**1,514**
Leasehold improvements	18,187	**18,208**
Construction-in-progress	2,681	**3,833**
	$ 259,458	**$ 261,734**
Less accumulated depreciation	(180,336)	**(183,136)**
	$ 79,122	**$ 78,598**

Depreciation expense was approximately $2.6 million and $2.7 million for the three-month periods ended March 31, 2021 and 2020, respectively. We periodically review long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. This review requires us to estimate the fair value of the assets using significant unobservable inputs that reflect our own assumptions about the estimates that market participants would use in measuring fair value, including assumptions about risk. 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 during the three months ended March 31, 2021.

NOTE 7. OPERATING AND FINANCE LEASE RIGHT-OF-USE ASSETS

Leases

We account for leases in accordance with ASC 842, "*Leases*" that requires lessees to recognize Right of Use ("ROU") assets and lease liabilities calculated based on the present value of lease payments for all lease agreements with terms that are greater than twelve months. ASC 842 distinguishes leases as either a finance lease or an operating lease that affects how the leases are measured and presented in the statement of operations and statement of cash flows.

Leasing Transactions

Our leased assets include offices and studios, transmitter locations, antenna sites, tower and tower sites, and land. Our lease portfolio has terms remaining from less than one-year to up to twenty years. Many of these leases contain options under which we can extend the term from five to twenty years. Renewal options are excluded from our calculation of lease liabilities unless we are reasonably assured to exercise the renewal option. Our lease agreements do not contain residual value guarantees or material restrictive covenants. We lease certain properties from our principal stockholders or from trusts and partnerships created for the benefit of the principal stockholders and their families. These leases are designated as Related Party leases in the details provided.

Operating leases are reflected on our balance sheet within operating lease ROU assets and the related current and non-current operating lease liabilities. ROU assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from lease agreement. Operating lease ROU assets and liabilities are recognized at the commencement date, or the date on which the lessor makes the underlying asset available for use, based upon the present value of the lease payments over the respective lease term. Lease expense is recognized on a straight-line basis over the lease term, subject to any changes in the lease or expectation regarding the lease terms. Variable lease costs, such as common area maintenance, property taxes and insurance, are expensed as incurred.

Balance Sheet

Supplemental balance sheet information related to leases is as follows:

	March 31, 2021 (Dollars in thousands)		
	Related Party	Other	Total
Operating Leases			
Operating leases ROU assets	$ 6,642	$39,866	$46,508
Operating lease liabilities (current)	$ 938	$ 7,677	$ 8,615
Operating lease liabilities (non-current)	5,860	40,198	46,058
Total operating lease liabilities	$ 6,798	$47,875	$54,673

Weighted Average Remaining Lease Term	
Operating leases	8.2 years
Finance leases	3.0 years
Weighted Average Discount Rate	
Operating leases	7.95%
Finance leases	5.39%

Lease Expense

The components of lease expense were as follows:

	Three Months Ended March 31, 2021 (Dollars in thousands)
Amortization of finance lease ROU Assets	$ 16
Interest on finance lease liabilities	2
Finance lease expense	18
Operating lease expense	3,214
Variable lease expense	190
Short-term lease expense	157
Total lease expense	$ 3,579

Table of Contents

Supplemental Cash Flow

Supplemental cash flow information related to leases was as follows:

	Three Months Ended March 31, 2021
	(Dollars in thousands)
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	$ 3,569
Operating cash flows from finance leases	1
Financing cash flows from finance leases	16
Leased assets obtained in exchange for new operating lease liabilities	$ 553
Leased assets obtained in exchange for new finance lease liabilities	2

Maturities

Future minimum lease payments under leases that had initial or remaining non-cancelable lease terms in excess of one year as of March 31, 2021, are as follows:

Future minimum lease	Operating Leases				
	Related Party	Other	Total	Finance Leases	Total
			(Dollars in thousands)		
2021 (Apr-Dec)	$ 1,466	$ 11,042	$ 12,508	$ 65	$ 12,573
2022	1,620	10,744	12,364	57	12,421
2023	1,018	9,209	10,227	31	10,258
2024	1,014	7,030	8,044	12	8,056
2025	1,043	5,928	6,971	4	6,975
Thereafter	3,797	24,763	28,560	—	28,560
Undiscounted Cash Flows	$ 9,958	$ 68,716	$ 78,674	$ 169	$ 78,843
Less: imputed interest	(3,160)	(20,841)	(24,001)	(15)	(24,016)
Total	**$ 6,798**	**$ 47,875**	**$ 54,673**	**$ 154**	**$ 54,827**
Reconciliation to lease liabilities:					
Lease liabilities—current	$ 938	$ 7,677	$ 8,615	$ 60	$ 8,675
Lease liabilities—long-term	5,860	40,198	46,058	94	46,152
Total Lease Liabilities	**$ 6,798**	**$ 47,875**	**$ 54,673**	**$ 154**	**$ 54,827**

NOTE 8. BROADCAST LICENSES

We account for broadcast licenses in accordance with FASB ASC Topic 350 *Intangibles—Goodwill and Other*. We do not amortize broadcast licenses, but rather test for impairment annually or more frequently if events or circumstances indicate that the value may be impaired. In the case of our broadcast radio stations, we would not be able to operate the properties without the related broadcast license for each property. Broadcast licenses are renewed with the FCC every eight years for a nominal fee that is expensed as incurred. We continually monitor our stations' compliance with the various regulatory requirements that are necessary for the FCC renewal and all of our broadcast licenses have been renewed at the end of their respective periods. We expect all of our broadcast licenses to be renewed in the future and therefore, we consider our broadcast licenses to be indefinite-lived intangible assets. We are not aware of any legal, competitive, economic or other factors that materially limit the useful life of our broadcast licenses. There were no indications of impairment during the three months ended March 31, 2021.

The following table presents the changes in broadcasting licenses that include acquisitions and divestitures of radio stations and FM translators.

Broadcast Licenses	Twelve Months Ended December 31, 2020	Three Months Ended March 31, 2021
	(Dollars in thousands)	
Balance before cumulative loss on impairment, beginning of period	$ 441,143	**$ 440,052**
Accumulated loss on impairment, beginning of period	(103,285)	**(120,279)**
Balance after cumulative loss on impairment, beginning of period	337,858	**319,773**
Dispositions of radio stations	(1,091)	—
Impairments based on the estimated fair value of broadcast licenses	(16,994)	—
Balance, end of period after cumulative loss on impairment	$ 319,773	**$ 319,773**
Balance, end of period before cumulative loss on impairment	$ 440,052	**$ 440,052**
Accumulated loss on impairment, end of period	(120,279)	**(120,279)**
Balance, end of period after cumulative loss on impairment	$ 319,773	**$ 319,773**

NOTE 9. GOODWILL

We account for goodwill in accordance with FASB ASC Topic 350 "*Intangibles—Goodwill and Other*." We do not amortize goodwill, but rather test for impairment annually or more frequently if events or circumstances indicate that an asset may be impaired. We perform our annual impairment testing during the fourth quarter of each year, which coincides with our budget and planning process for the upcoming year. There were no indications of impairment during the three months ended March 31, 2021.

The following table presents the changes in goodwill including business acquisitions and dispositions as discussed in Note 3 of our Condensed Consolidated Financial Statements.

Goodwill	Twelve Months Ended December 31, 2020	**Three Months Ended March 31, 2021**
	(Dollars in thousands)	
Balance, beginning of period before cumulative loss on impairment,	$ 28,454	**$ 28,520**
Accumulated loss on impairment	(4,456)	**(4,763)**
Balance, beginning of period after cumulative loss on impairment	23,998	**23,757**
Acquisitions of radio stations	66	**—**
Impairments based on the estimated fair value goodwill	(307)	**—**
Ending period balance	$ 23,757	**$ 23,757**
Balance, end of period before cumulative loss on impairment	28,520	**28,520**
Accumulated loss on impairment	(4,763)	**(4,763)**
Ending period balance	$ 23,757	**$ 23,757**

NOTE 10. AMORTIZABLE INTANGIBLE ASSETS

The following tables provide a summary of our significant classes of amortizable intangible assets:

	As of March 31, 2021		
	Cost	Accumulated Amortization	Net
	(Dollars in thousands)		
Customer lists and contracts	**$24,139**	**$ (22,690)**	**$1,449**
Domain and brand names	**20,350**	**(19,367)**	**983**
Favorable and assigned leases	**2,188**	**(1,947)**	**241**
Subscriber base and lists	**9,886**	**(9,087)**	**799**
Author relationships	**2,771**	**(2,767)**	**4**
Non-compete agreements	**2,041**	**(1,991)**	**50**
Other amortizable intangible assets	**1,666**	**(1,629)**	**37**
	$63,041	**$ (59,478)**	**$3,563**

	As of December 31, 2020		
	Cost	Accumulated Amortization	Net
	(Dollars in thousands)		
Customer lists and contracts	$24,012	$ (22,533)	$1,479
Domain and brand names	20,350	(19,127)	1,223
Favorable and assigned leases	2,188	(1,943)	245
Subscriber base and lists	9,886	(8,974)	912
Author relationships	2,771	(2,765)	6
Non-compete agreements	2,041	(1,954)	87
Other amortizable intangible assets	1,666	(1,601)	65
	$62,914	$(58,897)	$4,017

Amortization expense was approximately $0.6 million and $1.0 million for the three-month periods ended March 31, 2021 and 2020, respectively. Based on the amortizable intangible assets as of March 31, 2021, we estimate amortization expense for the next five years to be as follows:

Year Ended December 31,	**Amortization Expense**
	(Dollars in thousands)
2021 (Apr – Dec)	$ 1,297
2022	1,252
2023	717
2024	92
2025	8
Thereafter	197
Total	$ 3,563

NOTE 11. LONG-TERM DEBT

Salem Media Group, Inc. has no independent assets or operations, the subsidiary guarantees relating to certain debt are full and unconditional and joint and several, and any subsidiaries of Salem Media Group, Inc. other than the subsidiary guarantors are minor.

SBA PPP Loans

We received $11.2 million in aggregate principal amount of PPP loans through the SBA that were available to our radio stations and networks under the CAA. The PPP loans and accrued interest are forgivable provided that the proceeds are used for eligible purposes, including payroll, benefits, rent and utilities within the covered period of up to 24 weeks from funding of the loans. The amount of PPP loan and accrued interest that is forgiven can be reduced if we reduce payroll or eliminate positions during the covered period. We are using, and intend to continue to use, the PPP loan proceeds according to the terms and will file timely applications for forgiveness. The PPP loans accrue interest at 1% annually and mature in five years for any amount that is not forgiven. The PPP loans are reflected in long-term debt in the accompanying condensed consolidated financial statements in accordance with FASB ASC Topic 470, *Debt*, until the loans are repaid or legally discharged.

6.75% Senior Secured Notes

On May 19, 2017, we issued the Notes in a private placement. The Notes are guaranteed on a senior secured basis by our existing subsidiaries (the "Subsidiary Guarantors"). The Notes bear interest at a rate of 6.75% per year and mature on June 1, 2024, unless they are earlier redeemed or repurchased. Interest initially accrued on the Notes from May 19, 2017 and is payable semi-annually, in cash in arrears, on June 1 and December 1 of each year, commencing December 1, 2017.

The Notes are secured by a first-priority lien on substantially all assets of ours and the Subsidiary Guarantors other than the ABL Facility Priority Collateral (as described below) (the "Notes Priority Collateral"). There is no direct lien on our FCC licenses to the extent prohibited by law or regulation (other than the economic value and proceeds thereof).

The Notes were redeemable, in whole or in part, at any time on or before June 1, 2020 at a price equal to 100% of the principal amount of the Notes plus a "make-whole" premium as of, and accrued and unpaid interest, if any, to, but not including, the redemption date. At any time on or after June 1, 2020, the Notes are redeemable at the redemption prices (expressed as percentages of the principal amount to be redeemed) set forth in the Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date.

The indenture relating to the Notes (the "Indenture") contains covenants that, among other things and subject in each case to certain specified exceptions, limit our ability and the ability of our restricted subsidiaries to: (i) incur additional debt; (ii) declare or pay dividends, redeem stock or make other distributions to stockholders; (iii) make investments; (iv) create liens or use assets as security in other transactions; (v) merge or consolidate, or sell, transfer, lease or dispose of substantially all of our assets; (vi) engage in transactions with affiliates; and (vii) sell or transfer assets.

The Indenture provides for the following events of default (each, an "Event of Default"): (i) default in payment of principal or premium on the Notes at maturity, upon repurchase, acceleration, optional redemption or otherwise; (ii) default for 30 days in payment of interest on the Notes; (iii) the failure by us or certain restricted subsidiaries to comply with other agreements in the Indenture or the Notes, in certain cases subject to notice and lapse of time; (iv) the failure of any guarantee by certain significant Subsidiary Guarantors to be in full force and effect and enforceable in accordance with its terms, subject to notice and lapse of time; (v) certain accelerations (including failure to pay within any grace period) of other indebtedness of ours or any restricted subsidiary if the amount accelerated (or so unpaid) is at least $15 million; (vi) certain judgments for the payment of money in excess of $15 million; (vii) certain events of bankruptcy or insolvency with respect to us or any significant subsidiary; and (viii) certain defaults with respect to any collateral having a fair market value in excess of $15 million. If an Event of Default occurs and is continuing, the Trustee or the holders of at least 25% in principal amount of the outstanding Notes may declare the principal of the Notes and any accrued interest on the Notes to be due and payable immediately, subject to remedy or cure in certain cases. Certain events of bankruptcy or insolvency are Events of Default which will result in the Notes being due and payable immediately upon the occurrence of such Events of Default. At March 31, 2021, we were, and we remain, in compliance with all of the covenants under the Indenture.

Based on the balance of the Notes currently outstanding, we are required to pay $14.6 million per year in interest on the Notes. As of March 31, 2021, accrued interest on the Notes was $4.9 million.

We incurred debt issuance costs of $6.3 million that were recorded as a reduction of the debt proceeds that are being amortized to non-cash interest expense over the life of the Notes using the effective interest method. During the three-month periods ended March 31, 2021 and 2020, $0.2 million of debt issuance costs associated with the Notes was amortized to interest expense.

We may from time to time, depending on market conditions and prices, contractual restrictions, our financial liquidity and other factors, seek to repurchase the Notes in open market transactions, privately negotiated transactions, by tender offer or otherwise, as market conditions warrant.

Based on the then existing market conditions, we completed repurchases of our 6.75% Senior Secured Notes at amounts less than face value as follows:

Date	Principal Repurchased	Cash Paid	% of Face Value	Bond Issue Costs	Net Gain
			(Dollars in thousands)		
January 30, 2020	$ 2,250	$ 2,194	97.50%	$ 34	$ 22
January 27, 2020	1,245	1,198	96.25%	20	27
December 27, 2019	3,090	2,874	93.00%	48	167
November 27, 2019	5,183	4,548	87.75%	82	553
November 15, 2019	3,791	3,206	84.58%	61	524
March 28, 2019	2,000	1,830	91.50%	37	134
March 28, 2019	2,300	2,125	92.38%	42	133
February 20, 2019	125	114	91.25%	2	9
February 19, 2019	350	319	91.25%	7	24
February 12, 2019	1,325	1,209	91.25%	25	91
January 10, 2019	570	526	92.25%	9	35
December 21, 2018	2,000	1,835	91.75%	38	127
December 21, 2018	1,850	1,702	92.00%	35	113
December 21, 2018	1,080	999	92.50%	21	60
November 17, 2018	1,500	1,357	90.50%	29	114
May 4, 2018	4,000	3,770	94.25%	86	144
April 10, 2018	4,000	3,850	96.25%	87	63
April 9, 2018	2,000	1,930	96.50%	43	27
	$ 38,659	**$ 35,586**		$ 706	**$ 2,367**

Asset-Based Revolving Credit Facility

On May 19, 2017, we entered into the ABL Facility pursuant to a Credit Agreement (the “Credit Agreement”) by and among us and our subsidiaries party thereto as borrowers, Wells Fargo Bank, National Association, as administrative agent and lead arranger, and the lenders that are parties thereto. We used the proceeds of the ABL Facility, together with the net proceeds from the Notes offering, to repay outstanding borrowings under our previously existing senior credit facilities, and related fees and expenses. Current proceeds from the ABL Facility are used to provide ongoing working capital and for other general corporate purposes, including permitted acquisitions.

The ABL Facility is a five-year $30.0 million revolving credit facility due March 1, 2024, which includes a $5.0 million subfacility for standby letters of credit and a $7.5 million subfacility for swingline loans. All borrowings under the ABL Facility accrue interest at a rate equal to a base rate or LIBOR plus a spread. The spread, which is based on an availability-based measure, ranges from 0.50% to 1.00% for base rate borrowings and 1.50% to 2.00% for LIBOR borrowings. If an event of default occurs, the interest rate may increase by 2.00% per annum. Amounts outstanding under the ABL Facility may be paid and then reborrowed at our discretion without penalty or premium. Additionally, we pay a commitment fee on the unused balance from 0.25% to 0.375% per year based on the level of borrowings.

On October 20, 2020, we entered into a fourth amendment to our ABL Facility that provides aone-time waiver with respect to the current covenant testing period allowing the covenant trigger event date be the first day after the availability on the ABL Facility had equaled or exceeded (1) 15% of the maximum revolver amount and (2) $4.5 million and a waiver permitting our July 2020 financial statements to be issued on or before September 30, 2020 due to delays that were caused by a ransomware attack.

On April 7, 2020, we entered into a third amendment to ABL Facility that increased the advance rate on eligible accounts receivable from 85% to 90% and extended the maturity date from May 19, 2022 to March 1, 2024. The April 7, 2020 amendment also allows for an alternative benchmark rate that may include SOFR due to LIBOR being scheduled to be discontinued at the end of calendar year 2021.

Availability under the ABL Facility is subject to a borrowing base consisting of (a) 90% of the eligible accounts receivable plus (b) a calculated amount based on the value of certain real property. As of March 31, 2021, the amount available under the ABL Facility was $26.1 million of which none was outstanding. The ABL Facility has a first-priority lien on our and the Subsidiary Guarantors’ accounts receivable, inventory, deposit and securities accounts, certain real estate and related assets (the “ABL Facility Priority Collateral”) and by a second-priority lien on the Notes Priority Collateral. There is no direct lien on our FCC licenses to the extent prohibited by law or regulation (other than the economic value and proceeds thereof).

The Credit Agreement includes a springing fixed charge coverage ratio of 1.0 to 1.0, which is tested during the period commencing on the last day of the fiscal month most recently ended prior to the date on which Availability (as defined in the Credit Agreement) is less than the greater of 15% of the Maximum Revolver Amount (as defined in the Credit Agreement) and $4.5 million and continuing for a period of 60 consecutive days after the first day on which Availability exceeds such threshold amount. 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 our ability and the ability of our subsidiaries (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; (vii) to merge or consolidate with, or dispose of all assets to a third party, except as permitted thereby; (viii) to prepay indebtedness; and (ix) to pay dividends.

The Credit Agreement provides for the following events of default: (i) default for non-payment of any principal or letter of credit reimbursement when due or any interest, fees or other amounts within five days of the due date; (ii) the failure by any borrower or any subsidiary to comply with any covenant or agreement contained in the Credit Agreement or any other loan document, in certain cases subject to applicable notice and lapse of time; (iii) any representation or warranty made pursuant to the Credit Agreement or any other loan document is incorrect in any material respect when made; (iv) certain defaults of other indebtedness of any borrower or any subsidiary of indebtedness of at least $10 million; (v) certain events of bankruptcy or insolvency with respect to any borrower or any subsidiary; (vi) certain judgments for the payment of money of $10 million or more; (vii) a change of control; and (viii) certain defaults relating to the loss of FCC licenses, cessation of broadcasting and termination of material station contracts. If an event of default occurs and is continuing, the Administrative Agent and the Lenders may accelerate the amounts outstanding under the ABL Facility and may exercise remedies in respect of the collateral. At March 31, 2021, we were, and we remain, in compliance with all of the covenants under Credit Agreement.

We incurred debt issue costs of $0.9 million that were recorded as an asset and are being amortized to non-cash interest expense over the term of the ABL Facility using the effective interest method. During the three-month periods ended March 31, 2021 and 2020, $29,000 and $41,000, respectively, of debt issuance costs associated with the ABL was amortized to interest expense.

We report outstanding balances on the ABL Facility as short-term regardless of the maturity date based on use of the ABL Facility to fund ordinary and customary operating cash needs with frequent repayments. We believe that our borrowing capacity under the ABL Facility allows us to meet our ongoing operating requirements, fund capital expenditures and satisfy our debt service requirements for at least the next twelve months.

Summary of long-term debt obligations

Long-term debt consisted of the following:

	As of December 31, 2020	As of March 31, 2021
	(Dollars in thousands)	
6.75% Senior Secured Notes	$ 216,341	**$ 216,341**
Less unamortized debt issuance costs based on imputed interest rate of 7.08%	(2,577)	**(2,393)**
6.75% Senior Secured Notes net carrying value	213,764	**213,948**
Asset-Based Revolving Credit Facility principal outstanding	5,000	—
SBA Paycheck Protection Plan loans	—	**11,195**
Long-term debt less unamortized debt issuance costs	$ 218,764	**$ 225,143**
Less current portion	(5,000)	—
Long-term debt less unamortized debt issuance costs, net of current portion	$ 213,764	**$ 225,143**

In addition to the outstanding amounts listed above, we also have interest payments related to our long-term debt as follows as of March 31, 2021:

- $216.3 million aggregate principal amount of Notes with semi-annual interest payments at an annual rate of 6.75%; and
- Commitment fee of 0.25% to 0.375% per annum on the unused portion of the ABL Facility.

Maturities of Long-Term Debt

Principal repayment requirements under all long-term debt agreements outstanding at March 31, 2021 for each of the next five years and thereafter are as follows:

For the Year Ended March 31,

	Amount
	(Dollars in thousands)
2022	$ —
2023	—
2024	216,341
2025	—
2026	11,195
Thereafter	—
	$ 227,536

NOTE 12. FAIR VALUE MEASUREMENTS

Fair value is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." FASB ASC Topic 820 "*Fair Value Measurements and Disclosures,*" ("ASC 820") established a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring fair value. This framework defines 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 ASC 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).

Under ASC 820, a fair value measurement of a nonfinancial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Therefore, fair value is a market-based measurement and not an entity-specific measurement. It is determined based on assumptions that market participants would use in pricing the asset or liability. The exit price objective of a fair value measurement applies regardless of the reporting entity's intent and/or ability to sell the asset or transfer the liability at the measurement date.

As of March 31, 2021, 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 amount and the estimated fair value of the Notes at March 31, 2021 was $216.3 million, respectively, based on the prevailing interest rates and trading activity of our Notes.

We have certain assets that are measured at fair value on anon-recurring basis that are adjusted to fair value only when the carrying values exceed the fair values. The categorization of the framework used to price the assets is considered Level 3 due to the subjective nature of the unobservable inputs used when estimating the fair value.

The following table summarizes the fair value of our financial assets and liabilities that are measured at fair value:

	March 31, 2021			
	Carrying Value on Balance Sheet	Fair Value Measurement Category		
		Level 1	Level 2	Level 3
	(Dollars in thousands)			
Liabilities:				
Estimated fair value of contingent earn-out consideration included in accrued expenses	**$ 11**	—	—	$ 11
Long-term debt less unamortized debt issuance costs	**225,143**	—	213,948	—

NOTE 13. INCOME TAXES

We recognize deferred tax assets and liabilities for future tax consequences attributable to differences between our consolidated financial statement carrying amount of assets and liabilities and their respective tax bases. We measure these deferred tax assets and liabilities using enacted tax rates expected to apply in the years in which these temporary differences are expected to reverse. We recognize the effect on deferred tax assets and liabilities resulting from a change in tax rates in income in the period that includes the date of the change.

At December 31, 2020, we had net operating loss carryforwards for federal income tax purposes of approximately $135.3 million that expire in years 2021 through 2038 and for state income tax purposes of approximately $610.8 million that expire in years 2021 through 2040. As a result of our adjusted cumulative three-year pre-tax book loss as of December 31, 2020, we performed an assessment of positive and negative evidence with respect to the realization of our net deferred tax assets. This assessment included the evaluation of scheduled reversals of deferred tax liabilities, the availability of carryforwards and estimates of projected future taxable income. The economic uncertainty from the COVID-19 pandemic provided additional negative evidence that outweighed positive evidence resulting in our conclusion that additional deferred tax assets of $35.1 million related to federal and state net operating loss carryforwards are more likely than not to be not realized. As such, an additional valuation allowance of $35.1 million was recorded, for a total valuation allowance of $48.1 million as of the year ended December 31, 2020. There was no change during the three-month period ended March 31, 2021.

The amortization of our indefinite-lived intangible assets for tax purposes, but not for book purposes, creates deferred tax liabilities. A reversal of deferred tax liabilities may occur when indefinite-lived intangibles: (1) become impaired; or (2) are sold, which would typically only occur in connection with the sale of the assets of a station or groups of stations or the entire company in a taxable transaction. Due to the amortization for tax purposes and not book purposes of our indefinite-lived intangible assets, we expect to continue to generate deferred tax liabilities in future periods exclusive of any impairment losses in future periods. These deferred tax liabilities and net operating loss carryforwards result in differences between our provision for income tax and cash paid for taxes.

Valuation Allowance (Deferred Taxes)

For financial reporting purposes, we recorded a valuation allowance of $28.4 million as of December 31, 2020 to offset $28.4 million of the deferred tax assets related to the federal net operating loss carryforwards, and $19.7 million of the deferred tax assets related to state net operating loss carryforwards of $15.7 million and other financial statement accrual assets of $4.0 million, for a total valuation allowance of $48.1 million for the year ended December 31, 2020.

NOTE 14. COMMITMENTS AND CONTINGENCIES

The company enters into various agreements in the normal course of business that contain minimum guarantees. Minimum guarantees are typically 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.

The company and its subsidiaries, incident to its business activities, are parties to a number of legal proceedings, lawsuits, arbitration and other claims. Such matters are subject to many uncertainties and outcomes that are not predictable with assurance. The company evaluates claims based on what we believe to be both probable and reasonably estimable. The company maintains insurance that may provide coverage for such matters. Consequently, the company is unable to ascertain the ultimate aggregate amount of monetary liability or the financial impact with respect to these matters. The company believes, at this time, that the final resolution of these matters, individually and in the aggregate, will not have a material adverse effect upon the company's condensed consolidated financial position, results of operations or cash flows.

NOTE 15. STOCK INCENTIVE PLAN

Our Amended and Restated 1999 Stock Incentive Plan (the "Plan") provides for grants of equity-based awards to employees,non-employee directors and officers, and advisors of the company ("Eligible Persons"). The Plan is designed to promote the interests of the company using equity investment interests to attract, motivate, and retain individuals.

A maximum of 8,000,000 shares are authorized under the Plan. All awards have restriction periods tied primarily to employment and/or service. The Plan allows for accelerated or continued vesting in certain circumstances as defined in the Plan including death, disability, a change in control, and termination or retirement. The Board of Directors, or a committee appointed by the Board, has discretion subject to limits defined in the Plan, to modify the terms of any outstanding award. Awards granted to non-employee directors are made in exchange for their services to the company as directors and therefore, the guidance in FASB ASC Topic 505-50 *Equity Based Payments to Non-Employees* is not applicable.

Under the Plan, the Board, or a committee appointed by the Board, may impose restrictions on the exercise of awards duringpre-defined blackout periods. Insiders may participate in plans established pursuant to Rule 10b5-1 under the Exchange Act that allow them to exercise awards subject topre-established criteria.

We recognize non-cash stock-based compensation expense based on the estimated fair value of awards in accordance with FASB ASC Topic 718 *Compensation—Stock Compensation*. Stock-based compensation expense fluctuates over time as a result of the vesting periods for outstanding awards and the number of awards that actually vest. The following table reflects the components of stock-based compensation expense recognized in the Condensed Consolidated Statements of Operations for the three-month periods ended March 31, 2021 and 2020:

	Three Months Ended March 31,	
	2020	2021
	(Dollars in thousands)	
Stock option compensation expense included in corporate expenses	$ 50	**$ 28**
Stock option compensation expense included in broadcast operating expenses	37	**28**
Stock option compensation expense included in digital media operating expenses	15	**22**
Stock option compensation expense included in publishing operating expenses	1	—
Total stock-based compensation expense, pre-tax	$ 103	**$ 78**
Tax benefit (expense) for stock-based compensation expense	(27)	**20**
Total stock-based compensation expense, net of tax	$ 76	**$ 58**

Stock Option and Restricted Stock Grants

Eligible employees may receive stock option awards annually with the number of shares and type of instrument generally determined by the employee's salary grade and performance level. Incentive and non-qualified stock option awards allow the recipient to purchase shares of our common stock at a set price, not to be less than the closing market price on the date of award, for no consideration payable by the recipient. The related number of shares underlying the stock option is fixed at the time of the grant. Options generally vest over a four-year period with a maximum term of five years from the vesting date. In addition, certain management and professional level employees may receive stock option awards upon the commencement of employment.

The Plan also allows for awards of restricted stock that contain transfer restrictions under which they cannot be sold, pledged, transferred or assigned until the period specified in the award, generally from one to five years. Restricted stock awards are independent of option grants and are granted at no cost to the recipient other than applicable taxes owed by the recipient. The awards are considered issued and outstanding from the date of grant.

The fair value of each award is estimated as of the date of the grant using the Black-Scholes valuation model. The expected volatility reflects the consideration of the historical volatility of our common stock as determined by the closing price over a six to ten-year term commensurate with the expected term of the award. Expected dividends reflect the amount of 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 is 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 have used historical data to estimate future forfeiture rates to apply against the gross amount of compensation expense determined using the valuation model. These estimates have approximated our actual forfeiture rates.

The weighted-average assumptions used to estimate the fair value of the stock options using the Black-Scholes valuation model were as follows for the three-month periods ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2020	**Three Months Ended March 31, 2021**
Expected volatility	53.96%	74.83%
Expected dividends	7.30%	0.00%
Expected term (in years)	7.6	7.7
Risk-free interest rate	1.14%	0.96%

Activity with respect to the company's option awards during the three-month period ended March 31, 2021 is as follows:

Options	Shares	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
	(Dollars in thousands, except weighted average exercise price and weighted average grant date fair value)				
Outstanding at January 1, 2021	2,291,020	$ 3.23	$ 1.52	4.3 years	$ —
Granted	210,000	2.01	1.44		—
Exercised	(185,782)	2.11	0.97		188
Forfeited or expired	(151,946)	6.77	4.82		—
Outstanding at March 31, 2021	**2,163,292**	**$ 2.96**	**$ 1.33**	**4.8 years**	**$ 1,360**
Exercisable at March 31, 2021	**1,086,417**	**$ 3.92**	**$ 1.76**	**2.8 years**	**$ 248**
Expected to Vest	**1,022,493**	**$ 2.98**	**$ 1.34**	**4.7 years**	**$ 1,056**

Activity with respect to the company's restricted stock awards during the three-month period ended March 31, 2021 is as follows:

Restricted Stock Awards	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
	(Dollars in thousands, except weighted average exercise price and weighted average grant date fair value)			
Outstanding at January 1, 2021	107,990	$ 1.85	1.67 years	$ 112
Granted	—	—	—	—
Lapsed	—	—	—	—
Forfeited	—	—	—	—
Outstanding at March 31, 2021	**107,990**	$ **1.85**	**0.4 years**	$ **317**

The aggregate intrinsic value represents the difference between the company's closing stock price on March 31, 2021 of $2.94 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 periods ended March 31, 2021 and 2020 was $0.1 million and $0.2 million, respectively.

As of March 31, 2021, there was $18,000 of total unrecognized compensation cost related to non-vested stock option awards. This cost is expected to be recognized over a weighted-average period of 2.3 years.

NOTE 16. EQUITY TRANSACTIONS

We account for stock-based compensation expense in accordance with FASB ASC Topic 718,*Compensation-Stock Compensation.* As a result, $0.1 million of non-cash stock-based compensation expense has been recorded to additional paid-in capital for the three-month period ended March 31, 2021 and 2020, respectively.

The declaration of any 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 and legal requirements, and other factors. On May 6, 2020, our Board of Directors voted to discontinue equity distributions until further notice due to the adverse economic impact of the COVID-19 pandemic on our financial position, results of operations, and cash flows.

NOTE 17. SEGMENT DATA

FASB ASC Topic 280, "*Segment Reporting*," requires companies to provide certain information about their operating segments. We have three operating segments: (1) Broadcast, (2) Digital Media, and (3) Publishing, which also qualify as reportable segments. 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. We continually review our operating segment classifications to align with operational changes in our business and may make 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, which are reported as unallocated corporate expenses in our condensed consolidated statements of operations included in this quarterly report on Form 10-Q. We also exclude costs such as amortization, depreciation, taxes and interest expense.

Segment performance, as defined by Salem, is not necessarily comparable to other similarly titled captions of other companies.

Our foundational business is radio broadcasting, which includes the ownership and operation of radio stations in large metropolitan markets. Our broadcasting segment includes our national networks and national sales firms. National companies often prefer to advertise across the United States as an efficient and cost-effective way to reach their target audiences. Our national platform under which we offer radio airtime, digital campaigns and print advertisements can benefit national companies by reaching audiences throughout the United States.

Salem Radio Network™ ("SRN™"), based in Dallas, Texas, develops, produces and syndicates a broad range of programming specifically targeted to Christian and family-themed talk stations, music stations and News Talk stations. SRN™ delivers programming via satellite to approximately 3,200 affiliated radio stations throughout the United States, including several of our Salem-owned stations. SRN™ operates five divisions, SRN™ Talk, SRN™ News, SRN™ Websites, SRN™ Satellite Services and Salem Music Network that includes Today's Christian Music ("TCM") and Singing News® Radio.

Salem Media Representatives ("SMR") is our national advertising sales firm with offices in 12 U.S. cities. SMR specializes in placing national advertising on Christian and talk formatted radio stations as well as other commercial radio station formats. SMR sells commercial airtime to national advertisers on our radio stations and through our networks, as well as for independent radio station affiliates. SMR also contracts with independent radio stations to create custom advertising campaigns for national advertisers to reach multiple markets.

Salem Surround, our national multimedia advertising agency with locations in 33 markets across the United States, offers a comprehensive suite of digital marketing services to develop and execute audience-based marketing strategies for clients on both the national and local level. Salem Surround specializes in digital marketing services for each of our radio stations and websites as well as provides a full-service digital marketing strategy for each of our clients.

Digital Media

Our digital media-based businesses provide Christian, conservative, investing content, e-commerce, audio and video streaming, and other resources digitally through the web. Salem Web Network ("SWN") websites include Christian content websites; BibleStudyTools.com, Crosswalk.com®, GodVine.com, iBelieve.com, GodTube®.com, OnePlace™.com, Christianity.com, GodUpdates.com, CrossCards™.com, ChristianHeadlines.com, LightSource.com, AllCreated.com, ChristianRadio.com, CCMmagazine.com, SingingNews®.com and SouthernGospel.com and our conservative opinion websites; collectively known as Townhall Media, include Townhall.com®, HotAir™.com, Twitchy®.com, RedState®.com, BearingArms.com, ConservativeRadio.com and pjmedia.com. We also publish digital newsletters through Eagle Financial Publications, which provide market analysis and non-individualized investment strategies from financial commentators on a subscription basis.

Our church e-commerce websites, including SermonSearch™.com, ChurchStaffing.com, WorshipHouseMedia.com, SermonSpice™.com, WorshipHouseKids.com, Preaching.com, ChristianJobs.com, Youthworker.com, JourneyBoxMedia.com, Playblackmedia.com, and HyperPixelsMedia.com, offer a variety of digital resources including videos, song tracks, sermon archives and job listings to pastors and Church leaders.

Our web content is accessible through all of our radio station websites that feature content of interest to local audiences throughout the United States.

Publishing

Our publishing operating segment includes three businesses: (1) Regnery® Publishing and Salem Books, traditional book publishers that have published dozens of bestselling books by leading conservative and Christian authors and personalities; (2) Salem Author Services, a self-publishing service for authors through Xulon Press and Mill City Press; and (3) *Singing News®,* which produces and distributes a print magazine.

The table below presents financial information for each operating segment as of March 31, 2021 and 2020 based on the composition of our operating segments:

	Broadcast	Digital Media	Publishing	Unallocated Corporate Expenses	Consolidated
			(Dollars in thousands)		
Three Months Ended March 31, 2021					
Net revenue	**$ 44,048**	**$ 9,619**	**$ 5,686**	$ —	**$ 59,353**
Operating expenses	**33,343**	**8,673**	**5,205**	**4,288**	**51,509**
Net operating income (loss) before depreciation, amortization, and net (gain) loss on the disposition of assets	**$ 10,705**	**$ 946**	**$ 481**	**$ (4,288)**	**$ 7,844**
Depreciation	**1,525**	**781**	**47**	**236**	**2,589**
Amortization	**4**	**432**	**145**	—	**581**
Net (gain) loss on the disposition of assets	**318**	—	—	—	**318**
Net operating income (loss)	**$ 8,858**	**$ (267)**	**$ 289**	**$ (4,524)**	**$ 4,356**
Three Months Ended March 31, 2020					
Net revenue	$ 45,180	$ 9,104	$ 3,966	$ —	$ 58,250
Operating expenses	37,327	8,326	5,062	4,210	54,925
Net operating income (loss) before depreciation, amortization, change in the estimated fair value of contingent earn-out consideration, impairments and net (gain) loss on the disposition of assets	$ 7,853	$ 778	$ (1,096)	$ (4,210)	$ 3,325
Depreciation	1,645	771	69	228	2,713
Amortization	9	768	210	—	987
Change in the estimated fair value of contingent earn-out consideration	—	(5)	—	—	(5)
Impairment of indefinite-lived long-term assets other than goodwill	16,994	—	260	—	17,254
Impairment of goodwill	184	10	105	8	307
Net (gain) loss on the disposition of assets	79	—	—	—	79
Net operating income (loss)	$(11,058)	$ (766)	$ (1,740)	$ (4,446)	$ (18,010)

	Broadcast	Digital Media	Publishing	Unallocated Corporate	Consolidated
			(Dollars in thousands)		
As of March 31, 2021					
Inventories, net	$ —	$ —	**$ 588**	$ —	**$ 588**
Property and equipment, net	**63,671**	**5,977**	**732**	**8,218**	**78,598**
Broadcast licenses	**319,773**	—	—	—	**319,773**
Goodwill	**2,746**	**19,565**	**1,446**	—	**23,757**
Amortizable intangible assets, net	**242**	**3,129**	**192**	—	**3,563**
As of December 31, 2020					
Inventories, net	$ —	$ —	$ 495	$ —	$ 495
Property and equipment, net	64,231	6,221	741	7,929	79,122
Broadcast licenses	319,773	—	—	—	319,773
Goodwill	2,746	19,565	1,446	—	23,757
Amortizable intangible assets, net	246	3,434	337	—	4,017

NOTE 18. SUBSEQUENT EVENTS

On April 28, 2021, we closed on the acquisition of the Centerline New Media domain and digital assets for $1.3 million of cash. The digital content library will be operated within Salem Web Network's church products division.

On April 20, 2021 we entered into an APA to sell Singing News Magazine and Singing News Radio (formerly Solid Gospel Network) for $0.1 million in cash. The buyer will assume the deferred subscription liability of $0.4 million. The sale is expected to close in the second quarter of 2021.

On April 10, 2021, we entered into an agreement to sell approximately 34 acres of land in Lewisville, Texas, currently being used as the transmitter site for company owned radio station KSKY-AM, for $12.1 million in cash. We will retain enough of the property in the southwest corner of the site to operate the station. Following a due diligence period and satisfaction of several contingencies, we expect to close on this transaction in the third quarter of 2021.

Shelf Registration Statement and At-the-Market Facility

In April 2021, we filed a prospectus supplement to our shelf registration statement on Form S-3 with the SEC covering the offering, issuance and sale of up to $15.0 million of the company's Class A Common Stock pursuant to an at-the-market facility, with B. Riley Securities, Inc. acting as sales agent.

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

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

General

Salem Media Group, Inc. ("Salem") is a domestic multimedia company specializing in Christian and conservative content, with media properties comprising radio broadcasting, digital media, and publishing. 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 SEC. *The information 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.*

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 on Form 10-Q and our audited Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2020. Our Condensed Consolidated Financial Statements are not directly comparable from period to period due to acquisitions and dispositions. Refer to Note 3 of our Condensed Consolidated Financial Statements on Form 10-Q for details of each of these transactions.

Historical operating results are not necessarily indicative of future operating results. Actual future results may differ from those contained in or implied by the forward-looking statements as a result of various factors. These factors include, but are not limited to:

- the coronavirus ("COVID-19") is adversely impacting our business,
- risks and uncertainties relating to the need for additional funds to service our debt,
- risks and uncertainties relating to the need for additional funds to execute our business strategy,
- our ability to access borrowings under our ABL Facility,
- reductions in revenue forecasts,
- our ability to renew our broadcast licenses,
- changes in interest rates,
- the timing of our ability to complete any acquisitions or dispositions,
- costs and synergies resulting from the integration of any completed acquisitions,
- our ability to effectively manage costs,
- our ability to drive and manage growth,
- the popularity of radio as a broadcasting and advertising medium,
- changes in consumer tastes,
- the impact of general economic conditions in the United States or in specific markets in which we do business,
- industry conditions, including existing competition and future competitive technologies and cancellation,
- disruptions or postponements of advertising schedules and programming in response to national or world events,
- our ability to generate revenues from new sources, including local commerce and technology-based initiatives,
- the impact of regulatory rules or proceedings that may affect our business from time to time, and the future write off of any material portion of the fair value of our FCC broadcast licenses and goodwill.

Because these factors could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any of these forward-looking statements. In addition, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which the statement is made, to reflect the occurrence of unanticipated events or otherwise, except as required by law.

Overview

We have three operating segments: (1) Broadcast, (2) Digital Media, and (3) Publishing, which also qualify as reportable segments. Our operating segments reflect how our chief operating decision makers, which we define as a collective group of senior executives, assess the performance of each operating segment and determine the appropriate allocations of resources to each segment. We continually review our operating segment classifications to align with operational changes in our business and may make changes as necessary.

We measure and evaluate our operating segments based on operating income and operating expenses that exclude costs related to corporate functions, such as accounting and finance, human resources, legal, tax and treasury. We also exclude costs such as amortization, depreciation, taxes and interest expense when evaluating the performance of our operating segments.

Our principal sources of broadcast revenue 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 banner advertisements on our station websites or on our mobile applications;

- the sale of digital streaming advertisements on our station websites or on our mobile applications;
- the sale of advertisements included in digital newsletters;
- fees earned for the creation of custom web pages and custom digital media campaigns for our advertisers through Salem Surround;
- the sale of advertising time on our national network;
- the syndication of programming on our national network;
- product sales and royalties for on-air host materials, including podcasts and programs; and
- other revenue such as events, including ticket sales and sponsorships, listener purchase programs, where revenue is generated from special discounts and incentives offered to our listeners from our advertisers; talent fees for voice-overs or custom endorsements from our on-air personalities and production services, and rental income for studios, towers or office space.

Our principal sources of digital media revenue include:

- the sale of digital banner advertisements on our websites and mobile applications;
- the sale of digital streaming advertisements on websites and mobile applications;
- the support and promotion to stream third-party content on our websites;
- the sale of advertisements included in digital newsletters;
- the digital delivery of newsletters to subscribers; and
- the sale of video and graphic downloads.

Our principal sources of publishing revenue include:

- the sale of books and e-books;
- publishing fees from authors;
- the sale of digital advertising on our magazine websites and digital newsletters;
- subscription fees for our print magazine; and
- the sale of print magazine advertising.

In each of our operating segments, the rates we are able to charge for airtime, advertising and other products and services are dependent upon several factors, including:

- audience share;
- how well our programs and advertisements perform for our clients;
- the size of the market and audience reached;
- the number of impressions delivered;
- the number of advertisements and programs streamed;
- the number of page views achieved;
- the number of downloads completed;
- the number of events held, the number of event sponsorships sold and the attendance at each event;
- demand for books and publications;
- general economic conditions; and
- supply and demand for airtime on a local and national level.

Broadcasting

Our foundational business is radio broadcasting, which includes the ownership and operation of radio stations in large metropolitan markets, our national networks and our national sales firms including Salem Surround. Revenues generated from our radio stations, networks and sales firms are reported as broadcast media revenue in our Condensed Consolidated Financial Statements included in Part 1 of this quarterly report on Form 10-Q. Advertising revenue is recorded on a gross basis unless an agency represents the advertiser, in which case, revenue is reported net of the commission retained by the agency.

Broadcast revenues are impacted by the rates radio stations 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 held, including the size of the event and the number of attendees. Block programming rates are based upon our stations' ability to attract audiences that will support the program producers through contributions and purchases of their products. Advertising rates are based upon the demand for advertising time, which in turn is based on our stations and networks' ability to produce results for their advertisers. We market ourselves to advertisers based on the responsiveness of our audiences. We do not subscribe to traditional audience measuring services for most 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 the Portable People Meter™ ("PPM") technology to collect data for its ratings service. PPM is a small device that is capable of automatically measuring radio, television, Internet, satellite radio and satellite television signals encoded by the broadcaster. The PPM offers a number of advantages over traditional diary ratings collection systems, 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. We subscribe to Nielsen Audio for ratings services in 7 of our broadcast markets.

Our results are subject to seasonal fluctuations. As is typical in the broadcasting industry, our second and fourth quarter advertising revenue typically exceeds our first and third quarter advertising revenue. Seasonal fluctuations in advertising revenue correspond with quarterly fluctuations in the retail industry. Additionally, we experience increased demand for political advertising during election, or even numbered years, over non-election or odd numbered years. Political advertising revenue varies based on the number and type of candidates as well as the number and type of debated issues.

Our cash flows from broadcasting are affected by transitional periods experienced by radio stations when, based on the nature of the radio station, our plans for the market and other circumstances, we find it beneficial to change the station format. During this transitional period, when we develop a radio station's listener and customer base, the station may generate negative or insignificant cash flow.

In broadcasting, trade or barter agreements are commonly used to reduce cash expenses by exchanging advertising time for goods or services. We may enter barter agreements to exchange airtime or digital advertising for goods or services that can be used in our business or that can be sold to our audience under Listener Purchase Programs. The terms of these barter agreements permit us to preempt the barter airtime or digital campaign in favor of customers who purchase the airtime or digital campaign for cash. The value of these non-cash exchanges is included in revenue in an amount equal to the fair value of the goods or services we receive. Each transaction is reviewed to determine that the products, supplies and/or services we receive have economic substance, or value to us. We record barter operating expenses upon receipt and usage of the products, supplies and services, as applicable. We record barter revenue as advertising spots or digital campaigns are delivered, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Barter revenue is recorded on a gross basis unless an agency represents the programmer, in which case, revenue is reported net of the commission retained by the agency. During the three months ended March 31, 2021 and 2020, 99% and 97%, respectively, of our broadcast revenue was sold for cash.

Broadcast operating expenses include: (i) employee salaries, commissions and related employee benefits and taxes, (ii) facility expenses such as lease cost 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

Our digital media based businesses provide Christian, conservative, investing, e-commerce, audio and video streaming, and other resources digitally through the web. Refer to Item 1. Business of our annual report on Form 10-K for the year ended December 31, 2020 for a description of each of our digital media websites and operations. Revenue generated from this segment is reported as digital media revenue in our Condensed Consolidated Financial Statements included in Part 1 of this quarterly report on Form 10-Q.

Digital media revenue is 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 products sold 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 on which Easter is observed, as this holiday generates a higher volume of product downloads from our church product websites. Additionally, we experience increased demand for advertising time and placement during election years for political advertisements.

The primary operating expenses incurred by our digital media businesses include: (i) employee salaries, commissions and related employee benefits and taxes, (ii) facility expenses such as lease expense and utilities, (iii) marketing and promotional expenses, (iv) royalties, (v) streaming costs, and (vi) cost of goods sold associated with e-commerce sites.

Publishing

Our publishing operations include book publishing through Regnery® Publishing, a print magazine and our self-publishing services. Revenues generated from this segment are reported as publishing revenue in our Condensed Consolidated Financial Statements included in Part 1 of this quarterly report on Form 10-Q.

Publishing revenue is impacted by the number and the retail price of books and 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 published. Regnery® Publishing revenue is impacted by elections as it generates higher levels of interest and demand for publications containing conservative and political based opinions.

Publishing operating expenses include: (i) employee salaries, commissions and related employee benefits and taxes, (ii) facility expenses such as lease costs and utilities, (iii) marketing and promotional expenses; and (iv) cost of goods sold that includes printing and production costs, fulfillment costs, author royalties and inventory reserves.

Known Trends and Uncertainties

The COVID-19 global pandemic that began in March 2020 continues to impact our business. Measures taken by federal, state and local governments to prevent the spread of COVID-19 have adversely affected workforces, certain economies, and financial markets resulting in a significant economic downturn. We experienced a rapid decline in revenue from advertising, programming, events and book sales. Several advertisers reduced or ceased advertising spending due to the outbreak and stay-at-home orders that effectively shut many businesses down. The revenue decline impacted our broadcast segment, which derives substantial revenue from local advertisers who have been particularly hard hit due to social distancing and government interventions and our publishing segment, which derives revenue from book sales through retail stores and live events.

While the disruption is expected to be temporary, there remains to be considerable uncertainty around the duration. Advertising revenue continues to improve over the lowest levels that were experienced during April and May of 2020, but remain significantly below prior years. The exact timing and pace of the economic recovery has not been determinable as certain markets have reopened, some of which have since experienced a resurgence of COVID-19 cases, resulting in varying degrees of reinstated stay-at-home orders. Due to continuing uncertainties regarding the ultimate scope and trajectory of COVID-19's spread and evolution, it is impossible to predict the total impact that the pandemic will have on our business. If public and private entities continue to enforce restrictive measures, the material adverse effect on our business, results of operations, financial condition and cash flows could persist. Our businesses could also continue to be impacted by the disruptions from COVID-19 and resulting adverse changes in advertising and consumer behavior.

Lower revenue and longer days to collect receivables negatively impacts future availability under our credit facility. Availability under our Asset Based Loan ("ABL Facility") is subject to a borrowing base consisting of (a) 90% of the eligible accounts receivable plus (b) a calculated amount based on the value of certain real property. The maximum amount available under our ABL Facility was $26.1 million at March 31, 2021 compared to $24.8 million at December 31, 2020, of which none was outstanding at March 31, 2021 compared to $5.0 million outstanding at December 31, 2020.

The growth of broadcast revenue associated with the sale of airtime remains challenged. We believe this is due to increased competition from other forms of content distribution and the length of time spent listening to audio streaming services, podcasts and satellite radio. Increases in competition and the mix in listening time may lead advertisers to conclude that the effectiveness of radio has diminished. To minimize the impact of these factors, we continue to enhance our digital assets to complement our broadcast content. The increase use of voice activated platforms, or smart speakers, that provide audiences with the ability to access AM and FM radio stations show increased potential for broadcasters to reach audiences.

Our broadcast advertising revenue is particularly dependent on advertising from our Los Angeles and Dallas markets, which generated 13.3% and 21.9%, respectively, of our total net broadcast advertising revenue during the three-month period ended March 31, 2021 compared to 15.4% and 20.9%, respectively, of our total net broadcast advertising revenue during the same period of the prior year.

Revenue from print magazines, including advertising revenue and subscription revenue, is challenged due to lower demand from the audiences that increasingly use other mediums that deliver comparable information. Book sales are contingent upon overall economic conditions and our ability to attract and retain authors. Decreases in digital revenue could adversely affect our operating results, financial condition and results of operations. Digital revenue is impacted by the nature and delivery of page views and the number of advertisements per page. We have experienced a shift in the number of page views from desktop devices to mobile devices. While mobile page views have increased dramatically, they carry a lower number of advertisements per page and are generally sold at lower rates. A shift from desktop page views to mobile device views negatively impacts revenue as mobile devices carry lower rates and less advertisement per page. To minimize the impact that any one of these areas could have, we continue to explore opportunities to cross-promote our brands and our content, and to strategically monitor costs.

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 is a Non-GAAP financial measure used both in presenting our results to stockholders and the investment community as well as in our internal evaluations and management of the business. We believe that Same Station Operating Income provides a meaningful comparison of period over period performance of our core broadcast operations as this measure excludes the impact of new stations, the impact of stations we no longer own or operate, and the impact of stations operating under a new programming format. Our presentation of Same Station Operating Income is not intended to be considered in isolation or as a substitute for the most directly comparable financial measures reported in accordance with GAAP. Our definition of Same Station Operating Income is not necessarily comparable to similarly titled measures reported by other companies. Refer to "NON-GAAP FINANCIAL MEASURES" below for a reconciliation of these non-GAAP performance measures to the most comparable GAAP measures.

We define Same Station net broadcast revenue as net broadcast revenue from our radio stations and networks 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 define Same Station broadcast operating expenses as broadcast operating expenses from our radio stations and networks 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. Same Station Operating Income includes those stations 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. Same Station Operating Income for a full calendar year is calculated as the sum of the Same Station results for each of the four quarters of that year.

Non-GAAP Financial Measures

Management uses certain non-GAAP financial measures defined below in communications with investors, analysts, rating agencies, banks and others to assist such parties in understanding the impact of various items on our financial statements. We use these non-GAAP financial measures to evaluate financial results, develop budgets, manage expenditures and as a measure of performance under compensation programs.

Our presentation of these non-GAAP financial measures should not be considered as a substitute for or superior to the most directly comparable financial measures as reported in accordance with GAAP.

Item 10(e) of Regulation S-K defines and prescribes the conditions under which certain non-GAAP financial information may be presented in this report. We closely monitor EBITDA, Adjusted EBITDA, Station Operating Income ("SOI"), Same Station net broadcast revenue, Same Station broadcast operating expenses, Same Station Operating Income, Digital Media Operating Income, and Publishing Operating Income (Loss), all of which are non-GAAP financial measures. We believe that these non-GAAP financial measures provide useful information about our core operating results, and thus, are appropriate to enhance the overall understanding of our financial performance. These non-GAAP financial measures are intended to provide management and investors a more complete understanding of our underlying operational results, trends and performance.

The performance of a radio broadcasting company is customarily measured by the ability of its stations to generate SOI. We define SOI as net broadcast revenue less broadcast operating expenses. Accordingly, changes in net broadcast revenue and broadcast operating expenses, as explained above, have a direct impact on changes in SOI. SOI is not a measure of performance calculated in accordance with GAAP. SOI should be viewed as a supplement to and not a substitute for our results of operations presented on the basis of GAAP. We believe that SOI is a useful non-GAAP financial measure to investors when considered in conjunction with operating income (the most directly comparable GAAP financial measures to SOI), because it is generally recognized by the radio broadcasting industry as a tool in measuring performance and in applying valuation methodologies for companies in the media, entertainment and communications industries. SOI is commonly used by investors and analysts who report on the industry to provide comparisons between broadcasting groups. We use SOI as one of the key measures of operating efficiency and profitability, including our internal reviews associated with impairment analysis of our indefinite-lived intangible assets. SOI does not purport to represent cash provided by operating activities. Our statement of cash flows presents our cash activity in accordance with GAAP and our income statement presents our financial performance prepared in accordance with GAAP. Our definition of SOI is not necessarily comparable to similarly titled measures reported by other companies.

We define Same Station net broadcast revenue as net broadcast revenue from our radio stations and networks 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 define Same Station broadcast operating expenses as broadcast operating expenses from our radio stations and networks 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. Same Station Operating Income includes those stations 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. Same Station Operating Income for a full calendar year is calculated as the sum of the Same Station-results for each of the four quarters of that year. We use Same Station Operating Income, a non-GAAP financial measure, both in presenting our results to stockholders and the investment community, and in our internal evaluations and management of the business. We believe that Same Station Operating Income provides a meaningful comparison of period over period performance of our core broadcast operations as this measure excludes the impact of new stations, the impact of stations we no longer own or operate, and the impact of stations operating under a new programming format. Our presentation of Same Station Operating Income is not intended to be considered in isolation or as a substitute for the most directly comparable financial measures reported in accordance with GAAP. Our definition of Same Station net broadcast revenue, Same Station broadcast operating expenses and Same Station Operating Income is not necessarily comparable to similarly titled measures reported by other companies.

We apply a similar methodology to our digital media and publishing group. Digital Media Operating Income is defined as net digital media revenue less digital media operating expenses. Publishing Operating Income (Loss) is defined as net publishing revenue less publishing operating expenses. Digital Media Operating Income and Publishing Operating Income (Loss) are not measures of performance in accordance with GAAP. Our presentations of these non-GAAP financial performance measures are not to be considered a substitute for or superior to our operating results reported in accordance with GAAP. We believe that Digital Media Operating Income and Publishing Operating Income (Loss) are useful non-GAAP financial measures to investors, when considered in conjunction with operating income (the most directly comparable GAAP financial measure), because they are comparable to those used to measure performance of our broadcasting entities. We use this analysis as one of the key measures of operating efficiency, profitability and in our internal review. This measurement does not purport to represent cash provided by operating activities. Our statement of cash flows presents our cash activity in accordance with GAAP and our income statement presents our financial performance in accordance with GAAP. Our definitions of Digital Media Operating Income and Publishing Operating Income (Loss) are not necessarily comparable to similarly titled measures reported by other companies.

We define EBITDA as net income before interest, taxes, depreciation, and amortization. We define Adjusted EBITDA as EBITDA before gains or losses on the sale or disposition of assets, before changes in the estimated fair value of contingent earn-out consideration, before gains on bargain purchases, before the change in fair value of interest rate swaps, before impairments, before net miscellaneous income and expenses, before (gain) loss on early retirement of debt, before (gain) loss from discontinued operations and before non-cash compensation expense. EBITDA and Adjusted EBITDA are commonly used by the broadcast and media industry as important measures of performance and are used by investors and analysts who report on the industry to provide meaningful comparisons between broadcasters. EBITDA and Adjusted EBITDA are not measures of liquidity or of performance in accordance with GAAP and should be viewed as a supplement to and not a substitute for or superior to our results of operations and financial condition presented in accordance with GAAP. Our definitions of EBITDA and Adjusted EBITDA are not necessarily comparable to similarly titled measures reported by other companies.

For all non-GAAP financial measures, investors should consider the limitations associated with these metrics, including the potential lack of comparability of these measures from one company to another.

We use non-GAAP financial measures to evaluate financial performance, develop budgets, manage expenditures, and determine employee compensation. Our presentation of this additional information is not to be considered as a substitute for or superior to the most directly comparable measures reported in accordance with GAAP.

Reconciliation of Non-GAAP Financial Measures:

In the tables below, we present a reconciliation of net broadcast revenue, the most comparable GAAP measure, to Same Station net broadcast revenue, and broadcast operating expenses, the most comparable GAAP measure to Same Station broadcast operating expense. We show our calculation of Station Operating Income and Same Station Operating Income, which is reconciled from net income, the most comparable GAAP measure in the table following our calculation of Digital Media Operating Income and Publishing Operating Income (Loss). Our presentation of these non-GAAP measures are not to be considered a substitute for or superior to the most directly comparable measures reported in accordance with GAAP.

	Three Months Ended March 31,	
	2020	2021
	(Dollars in thousands)	
Reconciliation of Net Broadcast Revenue to Same Station Net Broadcast Revenue		
Net broadcast revenue	$ 45,180	**$ 44,048**
Net broadcast revenue – acquisitions	—	—
Net broadcast revenue – dispositions	(223)	**4**
Net broadcast revenue – format change	(176)	**(140)**
Same Station net broadcast revenue	$ 44,781	**$ 43,912**
Reconciliation of Broadcast Operating Expenses To Same Station Broadcast Operating Expenses		
Broadcast operating expenses	$37,327	**$33,343**
Broadcast operating expenses – acquisitions	—	—
Broadcast operating expenses – dispositions	(502)	**(106)**
Broadcast operating expenses – format change	(260)	**(178)**
Same Station broadcast operating expenses	$36,565	**$33,059**
Reconciliation of Operating Income (Loss) to Same Station Operating Income		
Station Operating Income	$7,853	**$10,705**
Station operating loss –acquisitions	—	—
Station operating loss – dispositions	279	**110**
Station operating loss – format change	84	**38**
Same Station – Station Operating Income	$8,216	**$10,853**

In the table below, we present our calculations of Station Operating Income, Digital Media Operating Income and Publishing Operating Income (Loss). Our presentation of these non-GAAP performance indicators are not to be considered a substitute for or superior to the directly comparable measures reported in accordance with GAAP.

Table of Contents

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2021
	(Dollars in thousands)	
Calculation of Station Operating Income, Digital Media Operating Income and Publishing Operating Income (Loss)		
Net broadcast revenue	$ 45,180	**$ 44,048**
Less broadcast operating expenses	(37,327)	**(33,343)**
Station Operating Income	$ 7,853	**$ 10,705**
Net digital media revenue	$ 9,104	**$ 9,619**
Less digital media operating expenses	(8,326)	**(8,673)**
Digital Media Operating Income	$ 778	**$ 946**
Net publishing revenue	$ 3,966	**$ 5,686**
Less publishing operating expenses	(5,062)	**(5,205)**
Publishing Operating Income (Loss)	$ (1,096)	**$ 481**

In the table below, we present a reconciliation of net income (loss), the most directly comparable GAAP measure to Station Operating Income, Digital Media Operating Income and Publishing Operating Income (Loss). Our presentation of these non-GAAP performance indicators are not to be considered a substitute for or superior to the most directly comparable measures reported in accordance with GAAP.

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2021
	(Dollars in thousands)	
Reconciliation of Net Income (Loss) to Operating Income and Station Operating Income, Digital Media Operating Income and Publishing Operating Income (Loss)		
Net income (loss)	$(55,204)	**$ 323**
Plus provision for income taxes	33,159	**130**
Plus net miscellaneous income and (expenses)	52	**(22)**
Plus gain on early retirement of long-term debt	(49)	—
Plus interest expense, net of capitalized interest	4,032	**3,926**
Less interest income	—	**(1)**
Net operating income (loss)	$(18,010)	**$ 4,356**
Plus net (gain) loss on the disposition of assets	79	**318**
Plus change in the estimated fair value of contingent earn-out consideration	(5)	—
Plus impairment of indefinite-lived long-term assets other than goodwill	17,254	—
Plus impairment of goodwill	307	—
Plus depreciation and amortization	3,700	**3,170**
Plus unallocated corporate expenses	4,210	**4,288**
Combined Station Operating Income, Digital Media Operating Income and Publishing Operating Income (Loss)	$ 7,535	**$12,132**
Station Operating Income	$ 7,853	**$10,705**
Digital Media Operating Income	778	**946**
Publishing Operating Income (Loss)	(1,096)	**481**
	$ 7,535	**$12,132**

In the table below, we present a reconciliation of Adjusted EBITDA to EBITDA to Net Income (Loss), the most directly comparable GAAP measure. EBITDA and Adjusted EBITDA are non-GAAP financial performance measures that are not to be considered a substitute for or superior to the most directly comparable measures reported in accordance with GAAP.

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2021
	(Dollars in thousands)	
Reconciliation of Adjusted EBITDA to EBITDA to Net Income (Loss)		
Net income (loss)	$(55,204)	**$ 323**
Plus interest expense, net of capitalized interest	4,032	**3,926**
Plus provision for income taxes	33,159	**130**
Plus depreciation and amortization	3,700	**3,170**
Less interest income	—	**(1)**
EBITDA	$(14,313)	**$7,548**
Plus net (gain) loss on the disposition of assets	79	**318**
Plus change in the estimated fair value of contingent earn-out consideration	(5)	—
Plus impairment of indefinite-lived long-term assets other than goodwill	17,254	—
Plus impairment of goodwill	307	—
Plus net miscellaneous (income) and expenses	52	**(22)**
Plus gain on early retirement of long-term debt	(49)	—
Plus non-cash stock-based compensation	103	**78**
Adjusted EBITDA	$ 3,428	**$7,922**

RESULTS OF OPERATIONS

Three months ended March 31, 2021 compared to the three months ended March 31, 2020

The following factors affected our results of operations and cash flows for the three months ended March 31, 2021 as compared to the same period of the prior year:

Acquisitions and Divestitures

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. The operating results of business and asset divestitures are excluded from our consolidated results of operations from their respective closing date or the date that a third-party began operating them under an LMA or TBA.

- On March 8, 2021, we acquired the Triple Threat Trader newsletter. We paid no cash at the time of closing and assumed deferred subscription liabilities of $0.1 million.
- On March 18, 2021, we sold radio station WKAT-AM and an FM translator in Miami, Florida for $3.5 million. The buyer began operating the station under a LMA in November 2020.
- On September 15, 2020, we acquired the Hyper Pixels Media website and related assets for $1.1 million in cash. We paid $0.4 million in cash upon closing with deferred payments of $0.4 million due January 31, 2021 and $0.3 million due September 15, 2021.
- On April 6, 2020, we sold radio station WBZW-AM and an FM translator construction permit in Orlando, Florida, for $0.2 million in cash.

Debt Transactions

During the three months ended March 31, 2020, we completed repurchases of $3.5 million of the Notes for $3.4 million in cash, recognizing a net gain of $49,000 after adjusting for bond issuance costs as detailed in Note 11 – Long-Term Debt.

Equity Transactions

Distributions of $0.7 million ($0.025 per share) were declared and paid during the three months ended March 31, 2020 based upon the Board of Directors' then current assessment of our business as detailed in Note 16 – Equity Transactions.

Net Broadcast Revenue

	Three Months Ended March 31, 2020	2021	Change $	Change %	2020	2021
	(Dollars in thousands)				% of Total Net Revenue	
Net Broadcast Revenue	$45,180	**$44,048**	$(1,132)	(2.5)%	77.6%	**74.2%**
Same Station Net Broadcast Revenue	$44,781	**$43,912**	$ (869)	(1.9)%		

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

	Three Months Ended March 31,			
	2020		**2021**	
	(Dollars in thousands)			
Block Programming:				
National	$12,034	26.6%	**$11,461**	**26.0%**
Local	6,808	15.1%	**5,956**	**13.5%**
	18,842	41.7%	**17,417**	**39.5%**
Broadcast Advertising:				
National	3,957	8.8%	**3,660**	**8.3%**
Local	11,357	25.1%	**8,895**	**20.2%**
	15,314	33.9%	**12,555**	**28.5%**
Station Digital (local)	4,293	9.5%	**7,069**	**16.0%**
Infomercials	308	0.7%	**237**	**0.5%**
Network	4,388	9.7%	**4,871**	**11.1%**
Other Revenue	2,035	4.5%	**1,899**	**4.3%**
Net Broadcast Revenue	$45,180	100.0%	**$44,048**	**100.0%**

Block programming revenue declined by $1.4 million including a $0.8 million decline in local programming and a $0.6 million decline in national programming. Declines reflect program cancellations beginning in the last two weeks of March 2020 when the COVID-19 pandemic began to impact revenue. These declines include $0.9 million from our Christian Teaching and Talk stations, $0.3 million from our News Talk stations and $0.2 million from our Spanish Christian Teaching and Talk stations. Each of these formats experienced cancellations as many programmers, primarily ministries, cancelled programming to offset lost revenues, particularly from events that generate a significant portion of their revenue.

Advertising revenue, net of agency commissions, declined by $2.8 million, of which a $2.5 million decline was local and $0.3 million decline was national. Excluding the impact of political, advertising revenue declined by $2.5 million, of which $2.3 million was local and $0.2 million was national. The largest decline in advertising revenue, net of political, was $0.8 million from our Contemporary Christian Music format radio stations due to lower spot rates, primarily in the Dallas and Los Angeles markets, followed by a $0.8 million decline on our News Talk format radio stations, a $0.5 million decline on our Christian Teaching and Talk format radio stations, a $0.3 million decline from other formats and a $0.1 million decline on our Spanish Christian Teaching and Talk stations. Lower spot rates are due to increased competition from other broadcasters. Cancellations also impact rates that can be charged as premium airtime becomes more widely available.

Station digital revenue, or local digital revenue, generated from our radio stations and networks, increased by $2.8 million including $1.8 million from the launch of the Salem Podcast Network in January 2021, a $0.3 million increase in digital marketing services through Salem Surround, a $0.3 million increase in streaming revenue and a $0.2 million increase in digital advertising. Salem Podcast Network is a highly specialized platform for conservative, political, news, family-oriented podcasts with talk show hosts Dinesh D'Souza, Todd Starnes and Charlie Kirk. Salem Podcast Network joins Salem Surround, our national multimedia digital advertising agency providing digital marketing services to our customers and SalemNow, our on-demand pay-per-view video steaming platform launched in the fourth quarter of 2020, to enhance our digital revenue growth with new product offerings and services. There were no significant changes in digital rates as compared to the prior year.

Declines in infomercial revenue were due to a reduction in the number of infomercials aired with no significant changes in rates as compared to the prior year. The placement of infomercials can vary significantly from one period to another due to the number of time slots available and the degree to which the infomercial content is considered to be of interest to our audience.

Network revenue, net of digital, increased by $0.5 million due to a $0.3 million increase in revenue from our nationally syndicated host programs and a $0.2 million increase in political advertising from political campaigns in January 2021.

Other revenue declined by $0.1 million due to a decrease in event revenue due to ongoing cancellation of live events due to theCOVID-19 pandemic. Event revenue varies from period to period based on the nature and timing of events, audience demand, and in some cases, the weather which can affect attendance. We began offering virtual events during 2020 that may continue as conditions warrant.

On a Same Station basis, net broadcast revenue decreased $0.9 million, which reflects these items net of the impact of stations with dispositions and format changes.

Net Digital Media Revenue

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Net Digital Media Revenue	$9,104	**$9,619**	$ 515	5.7%	15.6%	**16.2%**

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

	Three Months Ended March 31,			
	2020		2021	
	(Dollars in thousands)			
Digital Advertising, net	$4,713	51.8%	**$4,413**	**45.9%**
Digital Streaming	915	10.0	**844**	**8.8**
Digital Subscriptions	2,135	23.5	**2,773**	**28.8**
Digital Downloads	1,245	13.7	**1,479**	**15.4**
e-commerce	28	0.3	**31**	**0.3**
Other Revenues	68	0.7	**79**	**0.8**
Net Digital Media Revenue	$9,104	100.0%	**$9,619**	**100.0%**

Digital advertising revenue, net of agency commissions, or national digital revenue, declined by $0.3 million on a consolidated basis including a $0.2 million decrease from our conservative opinion websites within Townhall Media and a $0.1 million decrease from Salem Web Network. The net decrease from Townhall Media from is lower demand during non-election years. Declines in national digital are attributable to a loss of advertisers who moved advertising spending to digital programmatic advertisers, such as Facebook and Google, and to a loss of advertisers who reduced or eliminated advertising on political-content websites such as ours. We continue to acquire, develop and promote the use of mobile applications, particularly for our Christian mobile applications, to reduce our dependency on page views from digital programmatic advertisers. Mobile page views carry fewer advertisements and tend to have shorter site visits as compared to desktop. As a result, our growth in mobile page views exceeds our growth in revenue from the mobile applications.

Digital streaming revenue decreased $0.1 million based on lower demand for content available from our Christian websites. There were no significant changes in sales volume or rates.

Digital subscription revenue increased $0.6 million on a consolidated basis reflecting a $0.2 million increase in revenues from Townhall Media's launch of Townhall VIP, a subscription service, a $0.3 million increase in revenues from Eagle Financial Publications and a $0.1 million increase from Christianjobs.com and Churchstaffing.com within SWN. Increase in the number of subscribers to Eagle Financial Publications include an increase in the number of subscribers to newsletters written by Robert Carlson, James Woods and Bryan Perry.

Digital download revenue increased by $0.2 million from our church product websites, WorshipHouseMedia.com and SermonSpice™.com which was impacted by the timing of the Easter holiday, which was on Sunday April 4, 2021 with a majority of revenue generated on or before March 31, 2021. There were no significant changes in rates.

E-commerce revenue was consistent with that of the prior year with no changes in volume or rates.

Other revenue includes revenue sharing arrangements for mobile applications and mail list rentals which remained consistent as with no changes in volume or rates.

Net Publishing Revenue

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Net Publishing Revenue	$3,966	**$5,686**	$ 1,720	43.4%	6.8%	**9.6%**

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

	Three Months Ended March 31,			
	2020		2021	
	(Dollars in thousands)			
Book Sales	$2,693	67.9%	**$ 4,301**	**75.6%**
Estimated Sales Returns & Allowances	(970)	(24.5)	**(1,093)**	**(19.2)**
Net Book Sales	1,723	43.4	**3,208**	**56.4**
E-Book Sales	254	6.4	**339**	**6.0**
Self-Publishing Fees	1,402	35.3	**1,624**	**28.6**
Print Magazine Subscriptions	177	4.5	**158**	**2.8**
Print Magazine Advertisements	102	2.6	**68**	**1.2**
Digital Advertising	99	2.5	**62**	**1.1**
Other Revenue	209	5.3	**227**	**4.0**
Net Publishing Revenue	$3,966	100.0%	**$ 5,686**	**100.0%**

Net book sales increased by $1.5 million which includes a $1.6 million increase in Regnery Publishing as book sales reflect a 4% increase in the average price per unit sold and a 70% increase in volume offset by a slight decline in Salem Author Services. Book sales through Regnery Publishing are directly attributable to the number of titles released each period and the composite mix of titles available. Revenues vary significantly from period to period based on the book release date and the number of titles that achieve placement on bestseller lists, which can increase awareness and demand for the book. The increase of $0.1 million to the estimated sales returns and allowances reflects the higher number of print books sold through Regnery Publishing. The decline in book sales from Salem Author Services was due to a reduction in the number of new authors obtained and a reduction in the number of books sold with no significant changes in sale prices.

Regnery Publishing e-book sales increased by $0.1 million with a 35% increase in the average price per unit sold from sales incentives and a 7% increase in sales volume. E-book sales can also vary based on the composite mix of titles released and available in each period. Revenues can vary significantly based on the book release date and the number of titles that achieve placement on bestseller lists, which can increase awareness and demand for the book.

Self-publishing fees increased $0.2 million due an increase in the number of authors with no change in fees charged to authors.

Declines in print magazine subscription revenues and advertising revenues reflect lower consumer demand and distribution levels. There were no significant changes in rates.

Digital adverting revenue was consistent with that of the prior year with no changes in sales volume and rates.

Other revenue includes change fees, video trailers and website revenues. There were no changes in volume or rates.

Broadcast Operating Expenses

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Broadcast Operating Expenses	$37,327	**$33,343**	$(3,984)	(10.7)%	64.1%	**56.2%**
Same Station Broadcast Operating Expenses	$36,565	**$33,059**	$(3,506)	(9.6)%		

Broadcast operating expenses decreased by $4.0 million overall, including $4.2 million of net cost savings that were offset by a $0.2 million increase in costs associated with Salem Surround. The cost savings include a $1.9 million decrease in payroll and other employee related costs, a $0.8 million decrease in discretionary advertising spending, and a $0.5 million decrease in facility-related expenses that were offset by a $0.8 million increase in professional services. Bad debt expense decreased by $1.9 million due to the increase in the allowance recognized in March 2020 due to the uncertainties of the COVID-19 pandemic on collections. The increase in operating costs associated with Salem Surround, our multi-media advertising agency, reflects our commitment to grow revenue through new and enhanced digital product offerings.

On a same-station basis, broadcast operating expenses decreased by $3.5 million. The increase in broadcast operating expenses on a same station basis reflects these items net of the impact of station dispositions and format changes.

Digital Media Operating Expenses

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Digital Media Operating Expenses	$8,326	**$8,673**	$ 347	4.2%	14.3%	**14.6%**

Digital media operating expenses increased by $0.3 million including a $0.4 million increase in sales-based commissions and bonuses, a $0.3 million increase in advertising and promotional expenses and a $0.2 million increase in royalties offset by a $0.2 million decrease in bad debt expense, a $0.2 million decrease in employee benefit costs, a $0.1 million decrease in streaming and hosting fees, and a $0.1 million decrease in facilities related expenses. The increase in advertising and promotional expenses are driven by a new video initiative for Eagle Financial Publications, that has a higher cost, but management believes to be beneficial for the business.

Publishing Operating Expenses

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Publishing Operating Expenses	$5,062	**$5,205**	$ 143	2.8%	8.7%	**8.8%**

Publishing operating expenses increased by $0.1 million, including a $0.3 million increase in costs of sales and a $0.2 million increase in payroll and employee benefit cost that were partially offset by a $0.2 million decrease in facility related expenses due to the termination of a lease in Washington D.C, and a $0.1 million decrease in bad debt expense. Cost of goods sold increased $0.2 million including a $0.3 million increase from print books sold by Regnery® Publishing, offset by a $0.1 million decline from Salem Author Services due to a lower volume of book sales. The gross profit margin for Regnery Publishing improved to 63% from 49% as sales volume increased while material costs increased only slightly. Regnery® Publishing margins vary based on the volume of e-book sales, which have higher margins due to the nature of delivery and no reserve for sales returns and allowances. The gross profit margin for Salem Author Services improved to 76% from 72% due to lower paper costs for print book sales.

Unallocated Corporate Expenses

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Unallocated Corporate Expenses	$4,210	**$4,288**	$ 78	1.9%	7.2%	**7.2%**

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. The net increase of $0.1 million includes a $0.2 million increase in payroll related expenses and a $0.1 million increase in transaction costs that were offset by a $0.2 million decrease in travel and entertainment-related expenses due to pandemic restrictions.

Depreciation Expense

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Depreciation Expense	$2,713	**$2,589**	$ (124)	(4.6)%	4.7%	**4.4%**

The decrease in depreciation expense reflects the impact of prior year capital expenditures for data processing equipment and computer software that had shorter estimated useful lives as compared to towers or other assets and were fully depreciated during the current year. There were no changes in our depreciation methods or in the estimated useful lives of our asset groups.

Amortization Expense

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Amortization Expense	$987	**$581**	$ (406)	(41.1)%	1.7%	**1.0%**

The decrease in amortization expense reflects the impact of fully amortized domain names, customer lists and contracts, and subscriber base lists that had estimated useful lives of three to five years. These items were fully amortized at or near the beginning of 2021 resulting in lower amortization expense. There were no changes in our amortization methods or the estimated useful lives of our intangible asset groups.

Impairment of Indefinite-Lived Long-Term Assets Other Than Goodwill

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Impairment of Indefinite-Lived Long-Term Assets Other Than Goodwill	$17,254	$—	$(17,254)	(100.0)%	29.6%	— %

There were no indications of impairment at March 31, 2021. We performed an interim review of broadcast licenses for certain markets during the first quarter of 2020 due to the COVID-19 pandemic and the resulting stay-at-home orders that began to adversely impact revenues. We engaged an independent third-party appraisal and valuation firm to assist us with determining the fair value of our broadcast licenses. Based on our review and analysis, we recorded an impairment charge of $17.0 million to the value of broadcast licenses in Chicago, Cleveland, Louisville, Philadelphia, Portland, Sacramento and Tampa. We also recorded an impairment charge of $0.3 million to the value of mastheads. These impairments were driven by decreases in projected revenues due to the current estimated impact of COVID-19 and an increase in the WACC. We believe that these factors are indicative of trends in the industry as a whole and not unique to our company or operations.

Impairment of Goodwill

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**20210**
	(Dollars in thousands)				% of Total Net Revenue	
Impairment of Goodwill	$307	$—	$ (307)	(100.0)%	0.5%	— %

There were no indications of impairment at March 31, 2021. We performed an interim review of goodwill for impairment during the first quarter of 2020 due to the COVID-19 pandemic and the resulting stay-at-home orders that began to adversely impact revenues. We engaged an independent third-party appraisal and valuation firm to assist us with determining the enterprise value for certain entities. Based on this review and analysis, we recorded an impairment charge of $0.3 million. These impairments were driven by decreases in projected revenues due to the current estimated impact of COVID-19 and an increase in the WACC. We believe that these factors were are indicative of trends in the industry as a whole and not unique to our company or operations.

Net (Gain) Loss on the Disposition of Assets

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Net (Gain) Loss on the Disposition of assets	$ 79	**$318**	$ 239	302.5%	0.1%	**0.5%**

The net loss on the disposition of assets of $0.3 million for the three-month period ending March 31, 2021 relates to the additional loss recorded at closing on the sale of radio station WKAT-AM and FM translator in Miami, Florida.

The net loss on the disposition of assets of $0.1 million for the three-month period ending March 31, 2020 reflects various fixed asset disposals.

Other Income (Expense)

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Interest Income	**$ —**	**$ 1**	$ 1	100.0%	**— %**	— %
Interest Expense	**(4,032)**	**(3,926)**	106	(2.6)%	**(6.9)%**	**(6.6)%**
Gain on Early Retirement of Long-Term Debt	**49**	—	(49)	(100.0)%	**0.1%**	— %
Net Miscellaneous Income and (Expenses)	**(52)**	**22**	74	(142.3)%	**(0.1)%**	— %

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

Interest expense includes interest due on outstanding debt balances, and non-cash accretion associated with deferred installments and contingent earn-out consideration from certain acquisitions. The decrease of $0.1 million reflects the lower outstanding balance of the Notes, the lower outstanding balance of the ABL Facility, and finance lease obligations outstanding during the three-months ended March 31, 2021.

The gain on the early retirement of long-term debt for the three months ended March 31, 2020 reflects $3.5 million of repurchases of the Notes at prices below face value resulting in a pre-tax gain of $49,000.

Net miscellaneous income and expenses includes non-operating receipts such as usage fees and other expenses.

Provision for Income Taxes

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Provision for Income Taxes	$33,159	**$130**	$(33,029)	(99.6)%	56.9%	**0.2%**

Our provision for income taxes decreased $33.0 million to $0.1 million for the three months ended March 31, 2021 as compared to $33.2 million for the same period of the prior year. As a result of our adjusted cumulative three-year pre-tax book loss as of March 31, 2021, we performed a review of our valuation allowance. The provision for income taxes as a percentage of income before income taxes, or the effective tax rate, was 28.7% for the three months ended March 31, 2021 compared to (150.4%) for the same period of the prior year. The effective tax rate for each period differs from the federal statutory income rate of 21.0% due to the effect of the sale of business assets in various states, state income taxes, certain expenses that are not deductible for tax purposes, and changes in the valuation allowance. The effective tax rate of 28.7% is driven by certain expenses that are non-deductible for income tax purposes relative to pre-tax book loss. The effective tax rate of (150.4)% at March 31, 2020 reflects the increase in the valuation allowance during 2020, that resulted in tax expense reflected against a pre-tax loss.

Net Income (Loss)

	Three Months Ended March 31,					
	2020	**2021**	Change $	Change %	2020	**2021**
	(Dollars in thousands)				% of Total Net Revenue	
Net Income (Loss)	$(55,204)	**$323**	$55,527	(100.6)%	(94.8)%	**0.5%**

Net income increased by $55.5 million to $0.3 million for the three months ended March 31, 2021 compared to a net loss of $55.2 million during the same period of the prior year as described above.

CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

The discussion and analysis of our financial condition and results of operations are based upon our Condensed Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results can be materially different from these estimates and assumptions.

Significant areas for which management uses estimates include:

- going concern evaluations;
- revenue recognition;
- asset impairments, including broadcasting licenses, goodwill 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;
- barter transactions;
- inventory reserves;
- reserves for royalty advances;
- fair value of equity awards;
- self-insurance reserves;
- estimated lives for tangible and intangible assets;
- assessment of contract-based factors, asset-based factors, entity-based factors and market-based factors to determine the lease term impacting Right-Of-Use (“ROU”) assets and lease liabilities;
- determining the Incremental Borrowing Rate (“IBR”) for calculating ROU assets and lease liabilities
- 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.

The COVID-19 pandemic continues to create significant uncertainty and disruption in the global economy and financial markets. It is reasonably possible that these uncertainties could materially impact our estimates related to, but not limited to, revenue recognition, broadcast licenses, goodwill and income taxes. As a result, many of our estimates and assumptions require increased judgment and carry a higher degree of variability and volatility. Our estimates may change as new events occur and additional information emerges, and such changes are recognized or disclosed in our consolidated financial statements.

We believe the following accounting policies and the related judgments and estimates are critical accounting policies that affect the preparation of our Condensed Consolidated Financial Statements.

Going Concern

Management is responsible for evaluating conditions or events as related to uncertainties that raise substantial doubt about our ability to continue as a going concern and to provide related footnote disclosures, as applicable. Management’s estimates and assumptions, used in the evaluation of our ability to meet our obligations as they become due within one year after the date our financial statements are issued, are based on the facts and circumstances at such date and are subject to a material and high level of subjectivity and uncertainty due to the matters themselves being uncertain and subject to modification. The effect of any individual or aggregate changes in the estimates and assumptions, or the facts and circumstances, could be material to the financial statements.

Revenue Recognition

Significant management judgments and estimates must be made in connection with determining the amount of revenue to be recognized in any accounting period. We must assess the promises within each sales contract to determine if they are distinct performance obligations. Once the performance obligation(s) are determined, the transaction price is allocated to the performance obligation(s) based on a relative standalone selling price basis. If a sales contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price. If the stand-alone selling price is not determinable, an estimate is used.

We make significant estimates related to variable consideration at the point of sale, including estimates for refunds and product returns. Under ASC Topic 606, estimates of variable consideration are to be recognized before contingencies are resolved in certain circumstances, including when it is probable that a significant reversal in the amount of any estimated cumulative revenue will not occur.

A growing source of revenue is generated from digital product offerings, which allow for enhanced audience interaction and participation, and integrated digital advertising solutions. When offering digital products, another party may be involved in providing the goods or services that make up a performance obligation to the customer. These include the use of third-party websites for social media campaigns. We must evaluate if we are the principal or agent in order to determine if revenue should be reported gross as principal or net as agent. In this evaluation, we consider if we obtain control of the specified goods or services before they are transferred to our customer, as well as other indicators such as the party primarily responsible for fulfillment, inventory risk, and discretion in establishing price. The determination of whether we control a specified good or service immediately prior to the good or service being transferred requires us to make reasonable judgments on the nature of each agreement. We have determined that we are acting as principal when we manage all aspects of a social media campaign, including reviewing and approving target audiences, monitoring actual results and making modifications as needed and when we are responsible for delivering campaign results to our customers regardless of the use of a third-party or parties.

Trade and Barter Transactions

In broadcasting, trade or barter agreements are commonly used to reduce cash expenses by exchanging advertising time for goods or services. We may enter barter agreements to exchange airtime or digital advertising for goods or services that can be used in our business or that can be sold to our audience under Listener Purchase Programs. The terms of these barter agreements permit us to preempt the barter airtime or digital campaign in favor of customers who purchase the airtime or digital campaign for cash. The value of these non-cash exchanges is included in revenue in an amount equal to the fair value of the goods or services we receive. Each transaction must be reviewed to determine that the products, supplies and/or services we receive have economic substance, or value to us. We record barter operating expenses upon receipt and usage of the products, supplies and services, as applicable. We record barter revenue as advertising spots or digital campaigns are delivered, which represents the point in time that control is transferred to the customer thereby completing our performance obligation. Barter revenue is recorded on a gross basis unless an agency represents the programmer, in which case, revenue is reported net of the commission retained by the agency.

Broadcast Licenses, Goodwill and Other Indefinite-Lived Intangible Assets

Approximately 64% of our total assets at March 31, 2021 consisted of indefinite-lived intangible assets including broadcast licenses, goodwill and mastheads. These indefinite-lived intangible assets originated from acquisitions in which a significant amount of the purchase price was allocated to broadcast licenses and goodwill. We do not amortize indefinite-lived intangible assets, but rather test for impairment annually or more frequently if events or circumstances indicate that an asset may be impaired. We perform our annual impairment testing during the fourth quarter of each year, which coincides with our budget and planning process for the upcoming year.

Impairment testing requires an estimate of the fair value of our indefinite-lived intangible assets. We believe that these estimates of fair value are critical accounting estimates as the value is significant in relation to our total assets and the estimates incorporate variables and assumptions based on our experiences and judgment about our future operating performance. Fair value measurements 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. If actual future results are less favorable than the assumptions and estimates used in our estimates, we are subject to future impairment charges, the amount of which may be material. The unobservable inputs are defined in FASB ASC Topic 820, *Fair Value Measurements and Disclosures* as Level 3 inputs discussed in Note 12 of our Financial Statements and Supplementary Data.

The first step of our impairment testing is to perform a qualitative assessment as to whether it is more likely than not that an indefinite-lived intangible asset is impaired. This qualitative assessment requires significant judgment when considering the events and circumstances that may affect the estimated fair value of our indefinite-lived intangible assets. These events and circumstances are not all-inclusive and are not by themselves indicators of impairment. We consider external and internal factors when reviewing the following events and circumstances, which are presented in the order of what we believe to be the strongest to weakest indicators of impairment:

(1) the difference between any recent fair value calculations and the carrying value;

(2) financial performance, such as station operating income, including performance as compared to projected results used in prior estimates of fair value;

(3) macroeconomic economic conditions, including limitations on accessing capital that could affect the discount rates used in prior estimates of fair value;

(4) industry and market considerations such as a decline in market-dependent multiples or metrics, a change in demand, competition, or other economic factors;

(5) operating cost factors, such as increases in labor, that could have a negative effect on future expected earnings and cash flows;

(6) legal, regulatory, contractual, political, business, or other factors;

(7) other relevant entity-specific events such as changes in management or customers; and

(8) any changes to the carrying amount of the indefinite-lived intangible asset.

If it is more likely than not that an impairment exists, we are required to perform a second step to preparing a quantitative analysis to estimate the fair or enterprise value of the assets. We did not find reconciliation to our current market capitalization meaningful in the determination of our enterprise value given current factors that impact our market capitalization, including but not limited to: limited trading volume, the impact of our publishing segment operating losses and the significant voting control of our Chairman and Chief Executive Officer. We engage an independent third-party appraisal and valuation firm to assist us with determining the enterprise value as part of our quantitative review.

If the results of our quantitative analysis indicate that the fair value of a reporting unit is less than its carrying value, an impairment is recorded equal to the amount by which the carrying value exceeds the estimated fair value.

We believe we have made reasonable estimates and assumptions to calculate the estimated fair value of our indefinite-lived intangible assets, however, these estimates and assumptions are highly judgmental in nature. Actual results can be materially different from estimates and assumptions. If actual market conditions are less favorable than those projected by the industry or by us, or if events occur or circumstances change that would reduce the estimated fair value of our indefinite-lived intangible assets below the amounts reflected on our balance sheet, we may recognize future impairment charges, the amount of which may be material.

Business Acquisitions

We account for business acquisitions in accordance with the acquisition method of accounting as specified in FASB ASC Topic 805*Business Combinations*. The total acquisition consideration is allocated to assets acquired and liabilities assumed based on their estimated fair values as of the date of the transaction. Estimates of the fair value include discounted estimated cash flows to be generated by the assets and their expected useful lives based on historical experience, market trends and any synergies believed to be achieved from the acquisition. The excess of consideration paid over the estimated fair values of the net assets acquired is recorded as goodwill and any excess of fair value of the net assets acquired over the consideration paid is recorded as a gain on bargain purchase. Prior to recording a gain, the acquiring entity must reassess whether all acquired assets and assumed liabilities have been identified and recognized and perform re-measurements to verify that the consideration paid, assets acquired, and liabilities assumed have been properly valued.

Acquisitions may 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.

A majority of our radio station acquisitions have consisted primarily of the FCC licenses to broadcast in a particular market. We often do not acquire the existing format, or we change the format upon acquisition when we find it beneficial. As a result, a substantial portion of the purchase price for the assets of a radio station is allocated to the broadcast license. Under ASU 2017-01, a fewer number of our radio station acquisitions qualify as business acquisitions and instead are accounted for as asset purchases. Asset purchases are recognized based on their cost to acquire, including transaction costs. The cost to acquire an asset group is allocated to the individual assets acquired based on their relative fair value with no goodwill recognized.

We may retain a third-party appraiser to estimate the fair value of the acquired net assets 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 the purchase price allocations represent the appropriate estimated fair value of the assets acquired and we have not had to modify our purchase price allocations.

We estimate the economic life of each tangible and intangible asset acquired to determine the period of time in which the asset should be depreciated or amortized. A considerable amount of judgment is required in assessing the economic life of each asset. We consider our own experience with similar assets, industry trends, market conditions and the age of the property at the time of our acquisition to estimate the economic life of each asset. If the financial condition of the assets were to deteriorate, the resulting change in life or impairment of the asset could cause a material impact and volatility in our operating results. To date, we have not experienced changes in the economic life established for each major category of our assets.

Contingent Earn-Out Consideration

Our acquisitions may include contingentearn-out consideration as part of the purchase price. The fair value of the contingentearn-out consideration is estimated as of the acquisition date based on the present value of the contingent payments expected to be made using a weighted probability of possible payments. The unobservable inputs used in the determination of the fair value of the contingent earn-out consideration include our own assumptions about the likelihood of payment based on the established benchmarks and discount rates based on our internal rate of return analysis. The fair value measurements include inputs that are Level 3 measurement as discussed in Note 12 in the notes of our Condensed Consolidated Financial Statements contained in Part 1 in this quarterly report on Form 10-Q.

We review the probabilities of possible future payments to the estimated fair value of any contingentearn-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 increase or decrease as compared to the assumption used in our analysis, the fair value of the contingent earn-out consideration obligations will increase or decrease, up to the contracted limit, as applicable. Changes in the fair value of the contingent earn-out consideration could cause a material impact and volatility in our operating results.

We believe that we have used reasonable estimates and assumptions to calculate the estimated fair value of any contingentearn-out consideration however, these estimates and assumptions are highly judgmental in nature. Actual results can be materially different from estimates and assumptions.

Fair Value Measurements

FASB ASC Topic 820,*Fair Value Measurements and Disclosures* established a single definition of fair value in generally accepted accounting principles and requires expanded disclosure requirements about fair value measurements. The provision applies to other accounting pronouncements that require or permit fair value measurements. 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 fair value provisions include guidance on how to estimate the fair value of assets and liabilities in the current economic environment and reemphasize 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 ASC 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 ASC 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).

We believe that we have used reasonable estimates and assumptions to calculate the estimated fair value of our financial assets as discussed in Note 12 in the notes to our Condensed Consolidated Financial Statements contained in Part 1 of this quarterly report on Form 10-Q.

Contingency Reserves

In the ordinary course of business, we are involved in various legal proceedings, lawsuits, arbitration and other claims that 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 14, 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 maters, 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.

Allowance for Doubtful Accounts

We evaluate the balance reserved in our allowance for doubtful accounts on a quarterly basis based on our historical collection experience, the age of the receivables, specific customer information and current economic conditions. We increased our reserve percentages based on the adverse economic conditions due to the COVID-19 pandemic and the expected impact on the ability of our customers to make payments. Past due balances are generally not written-off until all collection efforts have been unsuccessful, including use of a collection agency. A considerable amount of judgment is required in assessing the likelihood of ultimate realization of these receivables, including the current creditworthiness of each customer. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. We have not modified our estimate methodology and we have not historically recognized significant losses from changes in our estimates. We believe that our estimates and assumptions are reasonable and that our reserves are accurately reflected.

Sales Returns and Allowances

We provide for estimated returns for products sold with the right of return, primarily book sales associated with Regnery® Publishing. We record an estimate of these product returns as a reduction of revenue in the period of the sale. Our estimates are based upon historical sales returns, the amount of current period sales, economic trends and any changes in customer demand and acceptance of our products. We regularly monitor actual performance to estimated return rates and make adjustments as necessary. Estimated return rates utilized for establishing estimated returns reserves have approximated actual returns experience. However, actual returns may differ significantly, either favorably or unfavorably, from these estimates if factors such as the historical data we used to calculate these estimates do not properly reflect future returns or as a result of changes in economic conditions of the customer and/or the market. We have not modified our estimate methodology and we have not historically recognized significant losses from changes in our estimates. We believe that our estimates and assumptions are reasonable and that our reserves are accurately reflected.

Inventory Reserves

Inventories consist of published books from Regnery® Publishing Inventory is recorded at the lower of cost or net realizable value as determined on a First-In First-Out cost method. We review historical data and our own experiences to estimate the fair value of inventory on hand. Our analysis includes reviewing actual sales returns, allowance estimates, royalty reserves, overall economic conditions and demand for each title. We record a provision to expense the balance of unsold inventory that we believe to be unrecoverable. We regularly monitor actual performance to our estimates and make adjustments as necessary. Estimated inventory reserves may be adjusted, either favorably or unfavorably, if factors such as the historical data we used to calculate these estimates do not properly reflect future returns or as a result of changes in economic conditions of the customer and/or the market. We have not modified our estimate methodology and we have not historically recognized significant losses from changes in our estimates. We believe that our estimates and assumptions are reasonable and that our reserves are accurately reflected.

Reserves for Royalty Advances

Royalties due to book authors are paid in advance and capitalized. Royalties are expensed as the related book revenues are earned or when we determine that future recovery of the royalty is not likely. We reviewed historical data associated with royalty advances, earnings and recoverability based on actual results of Regnery® Publishing. Historically, the longer the unearned portion of an advance remains outstanding, the less likely it is that we will recover the advance through the sale of the book. We apply this historical experience to outstanding royalty advances to estimate the likelihood of recovery. A provision was established to expense the balance of any unearned advance which we believe is not recoverable. Our analysis also considers other discrete factors, such as death of an author, any decision to not pursue publication of a title, poor market demand or other relevant factors. We have not modified our estimate methodology and we have not historically recognized significant losses from changes in our estimates. We believe that our estimates and assumptions are reasonable and that our reserves are accurately reflected.

Fair Value of Equity Awards

We account for stock-based compensation under the provisions of FASB ASC Topic 718,*Compensation—Stock Compensation*. We record equity awards with stock-based compensation measured at the fair value of the award as of the grant date. We determine the fair value of each award using the Black-Scholes valuation model that requires the input of highly subjective assumptions, including the expected stock price volatility and expected term of the award granted. The exercise price for each award is equal to or greater than the closing market price of Salem Media Group, Inc. common stock as of the date of the award. We use the straight-line attribution method to recognize share-based compensation costs over the expected service period of the award. Upon exercise, cancellation, forfeiture, or expiration of the award, deferred tax assets for awards with multiple vesting dates are eliminated for each vesting period on a first-in, first-out basis as if each vesting period was a separate award. We have not modified our estimates or assumptions used in our valuation model. We believe that our estimates and assumptions are reasonable and that our stock-based compensation is accurately reflected in our results of operations.

Partial Self-Insurance on Employee Health Plan

We provide health insurance benefits to eligible employees under a self-insured plan whereby we pay actual medical claims subject to certain stop loss limits. We record self-insurance liabilities based on actual claims filed and an estimate of those claims incurred but not reported. Our estimates are based on historical data and probabilities. Any projection of losses concerning our liability is subject to a high degree of variability. Among the causes of this variability are unpredictable external factors such as future inflation rates, changes in severity, benefit level changes, medical costs and claim settlement patterns. Should the actual amount of claims increase or decrease beyond what was anticipated, we may adjust our future reserves. Our self-insurance liability was $0.5 million at March 31, 2021 and December 31, 2020. We have not modified our estimate methodology and we have not historically recognized significant losses from changes in our estimates.

Leases

We account for leases under the provisions of FASB ASC Topic 842, "*Leases*" ("ASC 842"). We consider all relevant facts and circumstances, to determine whether a contract is or contains a lease at inception. Our analysis includes whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. This consideration involves judgment with respect to whether we have the right to obtain substantially all of the economic benefits from the use of the identified asset and whether we have the right to direct the use of the identified asset.

Lease Term – Impact on Right-of-Use Assets and Lease Liabilities

The lease term can materially impact the value of theRight-of-Use ("ROU") assets and lease liabilities recorded on our balance sheet as required under ASC 842. We calculate the term for each lease agreement to include the noncancellable period specified in the agreement together with (1) the periods covered by options to extend the lease if we are reasonably certain to exercise that option, (2) periods covered by an option to terminate if we are reasonably certain not to exercise that option and (3) period covered by an option to extend (or not terminate) if controlled by the lessor. The assessment of whether we are reasonably certain to exercise an option to extend a lease requires significant judgement surrounding contract-based factors, asset-based factors, entity-based factors and market-based factors. These factors, detailed below, are evaluated based on the facts and circumstances at the time we enter a lease agreement.

Contract-Based Factors:

- The existence of a bargain renewal option
- The existence of contingent or variable payments
- The nature and terms of renewal or termination options
- The costs the lessee would incur to restore the asset before returning it to the lessor

Asset-Based Factors:

- The existence of significant lessee-installed leasehold improvements that would still have economic value when the option becomes exercisable
- The physical location of the asset
- The costs that would be incurred to replace or find an alternative asset

Entity-Based Factors:

- Historical practice
- Management's intent
- Common industry practice
- The financial impact on the entity of extending or terminating the lease
- The importance of the leased asset to the entity's operations

Market-Based Factors:

- Market rental or purchase rates for comparable assets
- Potential implications of local regulations and statutory requirements

We have not modified our estimate methodology since adopting ASC 842 on January 1, 2019.

Incremental Borrowing Rate

The ROU asset and related lease liabilities recorded under ASC 842 are calculated based on the present value of the lease payments using (1) the rate implicit in the lease or (2) the lessee's Incremental Borrowing Rate ("IBR"). IBR is defined as the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment.

We estimate the IBR applicable to Salem using significant judgement and estimates, including the estimated value of the underlying leased asset, and the following available evidence:

The credit history of Salem Media Group

Our most recent credit facility consisted of 6.75% Senior Secured Notes and an ABL revolver. As of each month end, the weighted average interest rate on outstanding debt is calculated.

The credit worthiness of Salem Media Group

We review our credit ratings from third parties, including Standard & Poor's and Moody's.

Class of the underlying asset and the remaining term of the arrangement

We use a portfolio approach applying a single IBR to all leases with reasonably similar characteristics, including the remaining lease term, the underlying assets and the economic environment. We group leases according to the nature of leased asset and the lease term. We have six main categories of leases, (1) Buildings, (2) Equipment, (3) Land, (4) Other (Parking Facilities), (5) Towers and (6) Vehicles.

We consider vehicles to have a higher risk for collateral that is mitigated by the shorter term of the lease that would typically range from three to five years. We consider building and towers to have a higher risk based on (1) the longer lease term of up to thirty years and (2) a higher outstanding balance that is mitigated by the lower risk that the collateralized asset would lose significant value.

The debt incurred under the lease liability as compared to amounts that would be borrowed

We review the cost to finance comparable amounts under our ABL and based on the current market environment as derived from available economic data.

We referred to the Bloomberg Single B Rated Communications Yield Curve (unsecured) and considered adjustments for industry risk factors and the estimated value of the underlying leased asset to be collateral for the debt incurred.

From this analysis, we develop a matrix to estimate the IBR for each major category of leases. We review our IBR estimates on a quarterly basis and update as necessary. We have not modified our estimate methodology since adopting ASC 842 on January 1, 2019.

Impairment of ROU Assets

ROU assets are reviewed for impairment when indicators of impairment are present. ROU assets from operating and finance leases are subject to the impairment guidance in ASC 360, Property, Plant, and Equipment, as ROU assets are long-lived nonfinancial assets.

ROU assets are tested for impairment individually or as part of an asset group if the cash flows related to the ROU asset are not independent from the cash flows of other assets and liabilities. An asset group is the unit of accounting for long-lived assets to be held and used, which represents the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities.

After a careful analysis of the guidance, we concluded that the appropriate unit of accounting for testing ROU assets for impairment is the broadcast market cluster level for radio station operations and the entity or division level for digital media entities, publishing entities and networks. Corporate ROU assets are tested on a consolidated level with consideration given to all cash flows of the company as corporate functions do not generate cash flows and are funded by revenue-producing activities at lower levels of the entity.

ASC 360 requires three steps to identify, recognize and measure the impairment of a long-lived asset (asset group) to be held and used:

Step 1 – Consider whether Indicators of Impairment are Present

As detailed in ASC 360-10-35-21, the following are examples of impairment indicators:

- A significant decrease in the market price of a long-lived asset (asset group)
- A significant adverse change in the extent or manner in which a long-lived asset (asset group) is being used or in its physical condition
- A significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset (asset group), including an adverse action or assessment by a regulator
- An accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset (asset group)
- A current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset (asset group)
- A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. The term more likely than not refers to a level of likelihood that is more than 50 percent.

Other indicators should be considered if we believe that the carrying amount of an asset (asset group) may not be recoverable.

Step 2—Test for Recoverability

If indicators of impairment are present, we are required to perform a recoverability test comparing the sum of the estimated undiscounted cash flows attributable to the long-lived asset or asset group in question to the carrying amount of the long-lived asset or asset group.

ASC 360 does not specifically address how operating lease liabilities and future cash outflows for lease payments should be considered in the recoverability test. Under ASC 360, financial liabilities, or long-term debt, generally are excluded from an asset group while operating liabilities, such as accounts payable, generally are included. ASC 842 characterizes operating lease liabilities as operating liabilities. Because operating lease liabilities may be viewed as having attributes of finance liabilities as well as operating liabilities, it is generally acceptable for a lessee to either include or exclude operating lease liabilities from an asset group when testing whether the carrying amount of an asset group is recoverable provided the approach is applied consistently for all operating leases and when performing Steps 2 and 3 of the impairment model in ASC 360.

In cases where we have received lease incentives, including operating lease liabilities in an asset group may result in the long-lived asset or asset group having a zero or negative carrying amount because the incentives reduce our ROU assets. We elected to exclude operating lease liabilities from the carrying amount of the asset group such that we test ROU assets for operating leases in the same manner that we test ROU assets for financing leases.

Undiscounted Future Cash Flows

The undiscounted future cash flows in Step 2 are based on our own assumptions rather than a market participant. If an election is made to exclude operating lease liabilities from the asset or asset group, all future cash lease payments for the lease should also be excluded. The standard requires lessees to exclude certain variable lease payments from lease payments and, therefore, from the measurement of a lessee's lease liabilities. Because these variable payments do not reduce the lease liability, we include the variable payments we expect to make in our estimate of the undiscounted cash flows in the recoverability test (Step 2) using a probability-weighted approach.

Step 3—Measurement of an Impairment Loss

If the undiscounted cash flows used in the recoverability test are less than the carrying amount of the long-lived asset (asset group), we are required to estimate the fair value of the long-lived asset or asset group and recognize an impairment loss when the carrying amount of the long-lived asset or asset group exceeds the estimated fair value. We elected to exclude operating lease liabilities from the estimated fair value, consistent with the recoverability test. Any impairment loss for an asset group must reduce only the carrying amounts of a long-lived asset or assets of the group, including the ROU assets. The loss must be allocated to the long-lived assets of the group on a pro rata basis using the relative carrying amounts of those assets, except that the loss allocated to an individual long-lived asset of the group must not reduce the carrying amount of that asset below its fair value whenever the fair value is determinable without undue cost and effort. ASC 360 prohibits the subsequent reversal of an impairment loss for an asset held and used.

Fair Value Considerations

When determining the fair value of a ROU asset, we must estimate what market participants would pay to lease the asset or what a market participant would pay up front in one payment for the ROU asset, assuming no additional lease payments would be due. The ROU asset must be valued assuming its highest and best use, in its current form, even if that use differs from the current or intended use. If no market exists for an asset in its current form, but there is a market for a transformed asset, the costs to transform the asset are considered in the fair value estimate. Refer to Note 12, Fair Value Measurements.

There were no indications of impairment during the period ended March 31, 2021.

Income Tax Valuation Allowances (Deferred Taxes)

In preparing our condensed consolidated financial statements, we estimate our income tax liability in each of the jurisdictions in which we operate by estimating our actual current tax exposure and assessing temporary differences resulting from differing treatment of items for tax and financial statement purposes. Our judgments, assumptions and estimates relative to the current provision for income tax consider current tax laws, our interpretation of current tax laws and possible outcomes of audits conducted by tax authorities. Reserves for income taxes to address potential exposures involving tax positions that could be challenged by tax authorities are established if necessary. Although we believe our judgments, assumptions and estimates are reasonable, changes in tax laws or our interpretation of tax laws and the resolution of any future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements.

We calculate our current and deferred tax provisions based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed during the subsequent year. Adjustments based on filed returns are generally recorded in the period when the tax returns are filed and the tax implications are known. Tax law and rate changes are reflected in the income tax provision in the period in which such changes are enacted.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. We consider all available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to earnings in the period in which we make such a determination. Likewise, if we later determine that it is more likely than not that the net deferred tax assets would be realized, we would reverse the applicable portion of the previously provided valuation allowance.

Income Taxes and Uncertain Tax Positions

We are subject to audit and review by various taxing jurisdictions. We may recognize liabilities on our financial statements for positions taken on uncertain tax positions. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others may be subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. Such positions are deemed to be unrecognized tax benefits and a corresponding liability is established on the balance sheet. It is inherently difficult and subjective to estimate such amounts, as this requires us to make estimates based on the various possible outcomes. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, we believe it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any.

We review and reevaluate uncertain tax positions on a quarterly basis. Changes in assumptions may result in the recognition of a tax benefit or an additional charge to the tax provision. During the years ended December 31, 2019 and 2020, we recognized liabilities associated with uncertain tax positions around our subsidiary Salem Communications Holding Company's Pennsylvania tax filing. The position taken on the tax returns follows Pennsylvania Notice 2016-01 which provides guidance for reversal of intercompany interest income and associated expense yielding a net loss for Pennsylvania. Beginning January 1, 2021, we no longer accrue intercompany interest, therefore, any liability associated with intercompany interest for future years is eliminated. The current liability recognized for the tax position is $0.3 million including interest and penalties. Our evaluation was performed for all tax years that remain subject to examination, which range from 2016 through 2020.

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of funds are operating cash flows, borrowings under credit facilities and proceeds from the sale of selected assets or businesses. We have historically funded, and will continue to fund, expenditures for operations, administrative expenses, and capital expenditures from these sources. We have historically financed acquisitions through borrowings, including borrowings under credit facilities and, to a lesser extent, from operating cash flow and from proceeds on selected asset dispositions. We expect to fund future acquisitions from cash on hand, borrowings under our credit facilities, operating cash flow and possibly through the sale of income-producing assets or proceeds from debt and equity offerings.

The COVID-19 global pandemic that began in March 2020 continues to impact our business. Measures taken by federal, state and local governments to prevent the spread of COVID-19 have adversely affected workforces, certain economies, and financial markets resulting in a significant economic downturn. We experienced a rapid decline in revenue from advertising, programming, events and book sales. Several advertisers reduced or ceased advertising spending due to the outbreak and stay-at-home orders that effectively shut many businesses down. The revenue decline impacted our broadcast segment, which derives substantial revenue from local advertisers who have been particularly hard hit due to social distancing and government interventions and our publishing segment, which derives revenue from book sales through retail stores and live events.

While the disruption is expected to be temporary, there remains to be considerable uncertainty around the duration. Advertising revenue continues to improve over the lowest levels that were experienced during April and May of 2020, but remain significantly below prior years. The exact timing and pace of the economic recovery has not been determinable as certain markets have reopened, some of which have since experienced a resurgence of COVID-19 cases, resulting in varying degrees of reinstated stay-at-home orders. Due to continuing uncertainties regarding the ultimate scope and trajectory of COVID-19's spread and evolution, it is impossible to predict the total impact that the pandemic will have on our business. If public and private entities continue to enforce restrictive measures, the material adverse effect on our business, results of operations, financial condition and cash flows could persist. Our businesses could also continue to be impacted by the disruptions from COVID-19 and resulting adverse changes in advertising and consumer behavior.

Lower revenue and longer days to collect receivables negatively impacts future availability under our credit facility. Availability under our Asset Based Loan ("ABL Facility") is subject to a borrowing base consisting of (a) 90% of the eligible accounts receivable plus (b) a calculated amount based on the value of certain real property. The maximum amount available under our ABL Facility was $26.1 million at March 31, 2021 compared to $24.8 million at December 31, 2020, of which none was outstanding at March 31, 2021 compared to $5.0 million outstanding at December 31, 2020.

In response to these developments we implemented several measures during 2020 to reduce costs and conserve cash to ensure that we have adequate cash to meet our debt servicing requirements, including:

- limiting capital expenditures;
- reducing discretionary spending, including travel and entertainment;
- eliminating open positions and freezing new hires;
- reducing staffing levels;
- implementing temporary pay cuts of 5%, 7.5% or 10% depending on salary level;
- furloughing certain employees;
- temporarily suspending the company 401(k) match;
- requesting rent concessions from landlords;
- requesting discounts from vendors;
- offering early payment discounts to certain customers in exchange for advance cash payments; and
- suspending the payment of equity distributions until further notice.

As the economy begins to show signs of recovery, many of these cost reduction initiatives have or will be reversed during 2021. We continue to operate with lower staffing levels, have not reinstated the company 401(k) match and have not paid equity distributions on our common stock.

We have utilized certain benefits of the CARES Act, and we may be entitled to benefits under the CAA based on our individual locations, including:

- we deferred $3.3 million of employer FICA taxes from April 2020 through December 2020 , with 50% payable in December 2021 and 50% payable in December 2022;
- relaxation of interest expense deduction limitation for income tax purposes; and
- Paycheck Protection Plan ("PPP") loans available based on the eligibility determined on aper-location basis of $11.2 million on a consolidated basis.

During 2020 we began to keep higher balances of cash and cash equivalentson-hand to meet operating needs due to the adverse economic conditions of the COVID-19 pandemic. Historically, we kept the balance of cash and cash equivalentson-hand low in order to reduce the balance of outstanding debt. Our ABL Facility automatically covers any shortfalls in operating cash flows such that we are not required to hold excess cash balances on hand. Our cash and cash equivalents increased to $23.4 million at March 31, 2021 as compared to $1.3 million at March 31, 2020. Working capital increased $27.3 million to $8.8 million at March 31, 2021 compared to $(18.5) million at March 31, 2020 due to the $22.1 million increase in cash and cash equivalents and a $14.0 million decrease in the outstanding balance on the ABL Facility, that was partially offset by a decrease in trade accounts receivable of $3.9 million, a $2.6 million increase in net accounts payable and accrued expenses and an increase in contract liabilities of $3.0 million.

Operating Cash Flows

Our largest source of operating cash inflows are receipts from customers in exchange for advertising and programming. Other sources of operating cash inflows include receipts from customers for digital downloads and streaming, book sales, subscriptions, self-publishing fees, ticket sales, sponsorships, and vendor promotions. The adverse economic impact of the COVID-19 pandemic has negatively impacted our revenue and cash receipts from customers. A majority of our operating cash outflows consist of payments to employees, such as salaries and benefits, and vendor payments under facility and tower leases, talent agreements, inventory purchases and recurring services such as utilities and music license fees. Our operating cash flows are subject to factors such as fluctuations in preferred advertising media and changes in demand caused by shifts in population, station listenership, demographics, and audience tastes. In addition, our operating cash flows may be affected if our customers are unable to pay, delay payment of amounts owed to us, or if we experience reductions in revenue, or increases in costs and expenses.

Net cash provided by operating activities during the three-month period ended March 31, 2021 increased by $1.5 million to $9.2 million compared to $7.7 million during the same period of the prior year. The increase in cash provided by operating activities includes the impact of the following items:

- Total net revenue increased by $1.1 million;
- Operating expenses exclusive of depreciation, amortization, changes in the estimated fair value of contingentearn-out consideration, impairments and net gain (loss) on the disposition of assets, decreased by $3.4 million;
- Trade accounts receivables, net of allowances, decreased by $1.5 million compared to a decrease of $4.0 million for the same period of the prior year;
- Unbilled revenue decreased $0.6 million;
- Our Day's Sales Outstanding, or the average number of days to collect cash from the date of sale, decreased to 54 days at March 31, 2021 from 59 days in the same period of the prior year;
- Net accounts payable and accrued expenses decreased $0.9 million to $22.4 million from $23.3 million as of the prior year; and
- Net inventories on hand decreased $0.1 million to $0.6 million at March 31, 2021 compared to a $0.1 million decrease to $0.6 million for the same period of the prior year.

Investing Cash Flows

Our primary source of investing cash inflows includes proceeds from the sale of assets or businesses. Investing cash outflows include cash payments made to acquire businesses, to acquire property and equipment and to acquire intangible assets such as domain names. While our focus continues to be on deleveraging the company, we remain committed to explore and pursue strategic acquisitions.

We undertake projects from time to time to upgrade our radio station technical facilities and/or FCC broadcast licenses, expand our digital andweb-based offerings, improve our facilities and upgrade our computer infrastructures. The nature and timing of these upgrades and expenditures can be delayed or scaled back at the discretion of management. Based on our original 2021 budget, we plan to incur additional capital expenditures of approximately $7.2 million during the remainder of 2021.

We plan to fund any future purchases and any future acquisitions from cash on hand, operating cash flow or our credit facilities.

Net cash used in investing activities increased $3.4 million to $1.3 million during the three-month period ended March 31, 2021 from net cash used of $2.1 million during the same period of the prior year. The increase in cash provided by investing activities was the result of:

- Receipts from asset sales provided $3.5 million of cash during the three months ended March 31, 2021; and
- Cash paid for capital expenditures increased $0.3 million to $1.9 million from $1.6 million.

Financing Cash Flows

Financing cash inflows include borrowings under our credit facilities and any proceeds from the exercise of stock options issued under our stock incentive plan. Financing cash outflows include repayments of our credit facilities, the payment of equity distributions and payments of amounts due under deferred installments and contingency earn-out consideration associated with acquisition activity.

During the three-month period ended March 31, 2021, the principal balances outstanding under the Notes and ABL Facility ranged from $221.3 million to $235.4 million. These outstanding balances were ordinary and customary based on our operating and investing cash needs during this time.

Our sole source of cash available for making any future equity distributions is our operating cash flow, subject to our credit facilities and Notes, which contain covenants that restrict the payment of dividends and equity distributions unless certain specified conditions are satisfied. On May 6, 2020, our Board of Directors voted to discontinue equity distributions until further notice due to the adverse economic impact of the COVID-19 pandemic on our financial position, results of operations, and cash flows.

Net cash provided by financing activities increased $11.0 million to $6.6 million during the three-month period ended March 31, 2021 from net cash used of $4.4 million during the same period of the prior year. The increase in cash provided from financing activities includes:

- Proceeds of $11.2 million under PPP loans were received during the three-months ended March 31, 2021;
- A $1.9 million increase in the book overdraft from the prior year;
- We used $3.4 million of cash to repurchase $3.5 million in face value of the 6.75% Senior Secured Notes during the same period of the prior year; and
- Net repayments on our ABL Facility were $5.0 million during the three months ended March 31, 2021 compared to net borrowings of $1.6 million during the same period of the prior year.

Salem Media Group, Inc. has no independent assets or operations, the subsidiary guarantees relating to certain debt are full and unconditional and joint and several, and any subsidiaries of Salem Media Group, Inc. other than the subsidiary guarantors are minor.

SBA PPP Loans

We received $11.2 million in aggregate principal amount of PPP loans through the SBA that were available to our radio stations and networks under the CAA. The PPP loans and accrued interest are forgivable provided that the proceeds are used for eligible purposes, including payroll, benefits, rent and utilities within the covered period of up to 24 weeks from funding of the loans. The amount of PPP loan and accrued interest that is forgiven can be reduced if we reduce payroll or eliminate positions during the covered period. We are using, and intend to continue to use, the PPP loan proceeds according to the terms and will file timely applications for forgiveness. The PPP loans accrue interest at 1% annually and mature in five years for any amount that is not forgiven. The PPP loans are reflected in long-term debt in the accompanying condensed consolidated financial statements in accordance with FASB ASC Topic 470, *Debt*, until the loans are repaid or legally discharged.

6.75% Senior Secured Notes

On May 19, 2017, we issued the Notes in a private placement. The Notes are guaranteed on a senior secured basis by our existing subsidiaries (the “Subsidiary Guarantors”). The Notes bear interest at a rate of 6.75% per year and mature on June 1, 2024, unless they are earlier redeemed or repurchased. Interest initially accrued on the Notes from May 19, 2017 and is payable semi-annually, in cash in arrears, on June 1 and December 1 of each year, commencing December 1, 2017.

The Notes are secured by a first-priority lien on substantially all assets of ours and the Subsidiary Guarantors other than the ABL Facility Priority Collateral (as described below) (the “Notes Priority Collateral”). There is no direct lien on our FCC licenses to the extent prohibited by law or regulation (other than the economic value and proceeds thereof).

The Notes were redeemable, in whole or in part, at any time on or before June 1, 2020 at a price equal to 100% of the principal amount of the Notes plus a “make-whole” premium as of, and accrued and unpaid interest, if any, to, but not including, the redemption date. At any time on or after June 1, 2020, the Notes are redeemable at the redemption prices (expressed as percentages of the principal amount to be redeemed) set forth in the Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date.

The indenture relating to the Notes (the “Indenture”) contains covenants that, among other things and subject in each case to certain specified exceptions, limit our ability and the ability of our restricted subsidiaries to: (i) incur additional debt; (ii) declare or pay dividends, redeem stock or make other distributions to stockholders; (iii) make investments; (iv) create liens or use assets as security in other transactions; (v) merge or consolidate, or sell, transfer, lease or dispose of substantially all of our assets; (vi) engage in transactions with affiliates; and (vii) sell or transfer assets.

The Indenture provides for the following events of default (each, an "Event of Default"): (i) default in payment of principal or premium on the Notes at maturity, upon repurchase, acceleration, optional redemption or otherwise; (ii) default for 30 days in payment of interest on the Notes; (iii) the failure by us or certain restricted subsidiaries to comply with other agreements in the Indenture or the Notes, in certain cases subject to notice and lapse of time; (iv) the failure of any guarantee by certain significant Subsidiary Guarantors to be in full force and effect and enforceable in accordance with its terms, subject to notice and lapse of time; (v) certain accelerations (including failure to pay within any grace period) of other indebtedness of ours or any restricted subsidiary if the amount accelerated (or so unpaid) is at least $15 million; (vi) certain judgments for the payment of money in excess of $15 million; (vii) certain events of bankruptcy or insolvency with respect to us or any significant subsidiary; and (viii) certain defaults with respect to any collateral having a fair market value in excess of $15 million. If an Event of Default occurs and is continuing, the Trustee or the holders of at least 25% in principal amount of the outstanding Notes may declare the principal of the Notes and any accrued interest on the Notes to be due and payable immediately, subject to remedy or cure in certain cases. Certain events of bankruptcy or insolvency are Events of Default which will result in the Notes being due and payable immediately upon the occurrence of such Events of Default. At March 31, 2021, we were, and we remain, in compliance with all of the covenants under the Indenture.

Based on the balance of the Notes currently outstanding, we are required to pay $14.6 million per year in interest on the Notes. As of March 31, 2021, accrued interest on the Notes was $4.9 million.

We incurred debt issuance costs of $6.3 million that were recorded as a reduction of the debt proceeds that are being amortized to non-cash interest expense over the life of the Notes using the effective interest method. During the three-month periods ended March 31, 2021 and 2020, $0.2 million of debt issuance costs associated with the Notes was amortized to interest expense.

We may from time to time, depending on market conditions and prices, contractual restrictions, our financial liquidity and other factors, seek to repurchase the Notes in open market transactions, privately negotiated transactions, by tender offer or otherwise, as market conditions warrant. Due to the adverse economic conditions resulting from the COVID-19 pandemic, we are unlikely to repurchase Notes at least through the remainder of 2021, so that we conserve cash.

Based on the then existing market conditions, we completed repurchases of our 6.75% Senior Secured Notes at amounts less than face value as follows:

Date	Principal Repurchased	Cash Paid	% of Face Value	Bond Issue Costs	Net Gain
	(Dollars in thousands)				
January 30, 2020	$ 2,250	$ 2,194	97.50%	$ 34	$ 22
January 27, 2020	1,245	1,198	96.25%	20	27
December 27, 2019	3,090	2,874	93.00%	48	167
November 27, 2019	5,183	4,548	87.75%	82	553
November 15, 2019	3,791	3,206	84.58%	61	524
March 28, 2019	2,000	1,830	91.50%	37	134
March 28, 2019	2,300	2,125	92.38%	42	133
February 20, 2019	125	114	91.25%	2	9
February 19, 2019	350	319	91.25%	7	24
February 12, 2019	1,325	1,209	91.25%	25	91
January 10, 2019	570	526	92.25%	9	35
December 21, 2018	2,000	1,835	91.75%	38	127
December 21, 2018	1,850	1,702	92.00%	35	113
December 21, 2018	1,080	999	92.50%	21	60
November 17, 2018	1,500	1,357	90.50%	29	114
May 4, 2018	4,000	3,770	94.25%	86	144
April 10, 2018	4,000	3,850	96.25%	87	63
April 9, 2018	2,000	1,930	96.50%	43	27
	$ 38,659	$35,586		$706	$2,367

Asset-Based Revolving Credit Facility

On May 19, 2017, we entered into the ABL Facility pursuant to a Credit Agreement (the "Credit Agreement") by and among us and our subsidiaries party thereto as borrowers, Wells Fargo Bank, National Association, as administrative agent and lead arranger, and the lenders that are parties thereto. We used the proceeds of the ABL Facility, together with the net proceeds from the Notes offering, to repay outstanding borrowings under our previously existing senior credit facilities, and related fees and expenses. Current proceeds from the ABL Facility are used to provide ongoing working capital and for other general corporate purposes, including permitted acquisitions.

The ABL Facility is a five-year $30.0 million revolving credit facility due March 1, 2024, which includes a $5.0 million subfacility for standby letters of credit and a $7.5 million subfacility for swingline loans. All borrowings under the ABL Facility accrue interest at a rate equal to a base rate or LIBOR plus a spread. The spread, which is based on an availability-based measure, ranges from 0.50% to 1.00% for base rate borrowings and 1.50% to 2.00% for LIBOR borrowings. If an event of default occurs, the interest rate may increase by 2.00% per annum. Amounts outstanding under the ABL Facility may be paid and then reborrowed at our discretion without penalty or premium. Additionally, we pay a commitment fee on the unused balance from 0.25% to 0.375% per year based on the level of borrowings.

On October 20, 2020, we entered into a fourth amendment to our ABL Facility that provides a one-time waiver with respect to the current covenant testing period allowing the covenant trigger event date be the first day after the availability on the ABL Facility had equaled or exceeded (1) 15% of the maximum revolver amount and (2) $4.5 million and a waiver permitting our July 2020 financial statements to be issued on or before September 30, 2020 due to delays that were caused by a ransomware attack.

On April 7, 2020, we entered into a third amendment to ABL Facility that increased the advance rate on eligible accounts receivable from 85% to 90% and extended the maturity date from May 19, 2022 to March 1, 2024. The April 7, 2020 amendment also allows for an alternative benchmark rate that may include SOFR due to LIBOR being scheduled to be discontinued at the end of calendar year 2021.

Availability under the ABL Facility is subject to a borrowing base consisting of (a) 90% of the eligible accounts receivable plus (b) a calculated amount based on the value of certain real property. As of March 31, 2021, the amount available under the ABL Facility was $26.1 million of which none was outstanding. The ABL Facility has a first-priority lien on our and the Subsidiary Guarantors' accounts receivable, inventory, deposit and securities accounts, certain real estate and related assets (the "ABL Facility Priority Collateral") and by a second-priority lien on the Notes Priority Collateral. There is no direct lien on our FCC licenses to the extent prohibited by law or regulation (other than the economic value and proceeds thereof).

The Credit Agreement includes a springing fixed charge coverage ratio of 1.0 to 1.0, which is tested during the period commencing on the last day of the fiscal month most recently ended prior to the date on which Availability (as defined in the Credit Agreement) is less than the greater of 15% of the Maximum Revolver Amount (as defined in the Credit Agreement) and $4.5 million and continuing for a period of 60 consecutive days after the first day on which Availability exceeds such threshold amount. 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 our ability and the ability of our subsidiaries (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; (vii) to merge or consolidate with, or dispose of all assets to a third party, except as permitted thereby; (viii) to prepay indebtedness; and (ix) to pay dividends.

The Credit Agreement provides for the following events of default: (i) default for non-payment of any principal or letter of credit reimbursement when due or any interest, fees or other amounts within five days of the due date; (ii) the failure by any borrower or any subsidiary to comply with any covenant or agreement contained in the Credit Agreement or any other loan document, in certain cases subject to applicable notice and lapse of time; (iii) any representation or warranty made pursuant to the Credit Agreement or any other loan document is incorrect in any material respect when made; (iv) certain defaults of other indebtedness of any borrower or any subsidiary of indebtedness of at least $10 million; (v) certain events of bankruptcy or insolvency with respect to any borrower or any subsidiary; (vi) certain judgments for the payment of money of $10 million or more; (vii) a change of control; and (viii) certain defaults relating to the loss of FCC licenses, cessation of broadcasting and termination of material station contracts. If an event of default occurs and is continuing, the Administrative Agent and the Lenders may accelerate the amounts outstanding under the ABL Facility and may exercise remedies in respect of the collateral. At March 31, 2021, we were, and we remain, in compliance with all of the covenants under Credit Agreement.

We incurred debt issue costs of $0.9 million that were recorded as an asset and are being amortized to non-cash interest expense over the term of the ABL Facility using the effective interest method. During the three-month periods ended March 31, 2021 and 2020, $29,000 and $41,000, respectively, of debt issuance costs associated with the Notes was amortized to interest expense.

We report outstanding balances on the ABL Facility as short-term regardless of the maturity date based on use of the ABL Facility to fund ordinary and customary operating cash needs with frequent repayments. We believe that our borrowing capacity under the ABL Facility allows us to meet our ongoing operating requirements, fund capital expenditures and satisfy our debt service requirements for at least the next twelve months.

Summary of long-term debt obligations

Long-term debt consisted of the following:

	As of December 31, 2020	As of March 31, 2021
	(Dollars in thousands)	
6.75% Senior Secured Notes	$ 216,341	**$ 216,341**
Less unamortized debt issuance costs based on imputed interest rate of 7.08%	(2,577)	**(2,393)**
6.75% Senior Secured Notes net carrying value	213,764	**213,948**
Asset-Based Revolving Credit Facility principal outstanding	5,000	**—**
SBA Paycheck Protection Plan loans	—	**11,195**
Long-term debt less unamortized debt issuance costs	$ 218,764	**$ 225,143**
Less current portion	(5,000)	**—**
Long-term debt less unamortized debt issuance costs, net of current portion	$ 213,764	**$ 225,143**

In addition to the outstanding amounts listed above, we also have interest payments related to our long-term debt as follows as of March 31, 2021:

- $216.3 million aggregate principal amount of Notes with semi-annual interest payments at an annual rate of 6.75%; and
- Commitment fee of 0.25% to 0.375% per annum on the unused portion of the ABL Facility.

Maturities of Long-Term Debt

Principal repayment requirements under all long-term debt agreements outstanding at March 31, 2021 for each of the next five years and thereafter are as follows:

For the Year Ended March 31,	Amount (Dollars in thousands)
2022	$ —
2023	—
2024	216,341
2025	—
2026	11,195
Thereafter	—
	$ 227,536

Impairment Losses on Goodwill and Indefinite-Lived Intangible Assets

We have incurred significant impairment losses with regards to our indefinite-lived intangible assets. We believe that the impairments are indicative of trends in the industry as a whole and are not unique to our company or operations. While impairment charges are non-cash in nature and do not violate the covenants on our debt agreements, the potential for future impairment charges can be viewed as a negative factor with regard to forecasted future performance and cash flows.

The valuation of intangible assets is subjective and based on estimates rather than precise calculations. The fair value measurements of 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. 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. Given the current economic environment and uncertainties that can negatively impact our business, there can be no assurance that our estimates and assumptions made for the purpose of our indefinite-lived intangible fair value estimates will prove to be accurate.

OFF-BALANCE SHEET ARRANGEMENTS

At March 31, 2021, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

ITEM 3. QUANTITATIVEAND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required for smaller reporting companies

ITEM 4. CONTROLSAND PROCEDURES.

Evaluation of Disclosure Controls and Procedures. Our management, including our principal executive and financial officers, have conducted an evaluation of the effectiveness of the design and operation of our "disclosure controls and procedures," as such term is defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act, to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, our principal executive and financial officers concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended March 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGALPROCEEDINGS.

We and our subsidiaries, incident to our business activities, are parties to a number of legal proceedings, lawsuits, arbitration and other claims. Such matters are subject to many uncertainties and outcomes that are not predictable with assurance. We maintain insurance that may provide coverage for such matters. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability or the financial impact with respect to these matters. We believe, at this time, that the final resolution of these matters, individually and in the aggregate, will not have a material adverse effect upon our annual consolidated financial position, results of operations or cash flows.

ITEM 1A. RISKFACTORS.

Not required for smaller reporting companies.

ITEM 2. UNREGISTEREDSALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTUPON SENIOR SECURITIES.

None.

ITEM 4. MINESAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHERINFORMATION.

None.

ITEM 6. EXHIBITS.

See "Exhibit Index" below.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	File No.	Date of First Filing	Exhibit Number	Filed Herewith
31.1	Certification of Edward G. Atsinger III Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act.	—	—	—	—	X
31.2	Certification of Evan D. Masyr Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act.	—	—	—	—	X
32.1	Certification of Edward G. Atsinger III Pursuant to 18 U.S.C. Section 1350.	—	—	—	—	X
32.2	Certification of Evan D. Masyr Pursuant to 18 U.S.C. Section 1350.	—	—	—	—	X

101	The following financial information from the Quarterly Report on Form 10Q for the three months ended March 31, 2021, formatted in XBRL (Extensible Business Reporting Language) and furnished electronically herewith: (i) the Condensed Consolidated Balance Sheets (ii) Condensed Consolidated Statements of Operations (iii) the Condensed Consolidated Statements of Cash Flows (iv) the Notes to the Condensed Consolidated Financial Statements.	—	—	—	—	X

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Salem Media Group, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SALEM MEDIA GROUP, INC.

May 6, 2021

By: /s/ EDWARD G. ATSINGER III
Edward G. Atsinger III
Chief Executive Officer
(Principal Executive Officer)

May 6, 2021

By: /s/ EVAN D. MASYR
Evan D. Masyr
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 31.1

I, Edward G. Atsinger III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Salem Media Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules13a-15(f) and 15(d)-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

/s/ EDWARD G. ATSINGER III

Edward G. Atsinger III
President and Chief Executive Officer

EXHIBIT 31.2

I, Evan D. Masyr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Salem Media Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules13a-15(f) and 15(d)-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

/s/ EVAN D. MASYR

Evan D. Masyr
Executive Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, in his capacity as President and Chief Executive Officer of Salem Media Group, Inc. (the "Company"), for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on his knowledge:

- the Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2021 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 6, 2021

By: /s/ EDWARD G. ATSINGER III
Edward G. Atsinger III
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, in his capacity as Executive Vice President and Chief Financial Officer of Salem Media Group, Inc. (the "Company"), for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on his knowledge:

- the Quarterly report of the Company on Form 10-Q for the period ended March 31, 2021 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 6, 2021

By: /s/ EVAN D. MASYR
Evan D. Masyr
Executive Vice President and Chief Financial Officer