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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period ended June 30, 2006

or

o **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 1-11588

Saga Communications, Inc.
(Exact name of registrant as specified in its charter)

Delaware *(State or other jurisdiction of incorporation or organization)*	**38-3042953** *(I.R.S. Employer Identification No.)*
73 Kercheval Avenue **Grosse Pointe Farms, Michigan** *(Address of principal executive offices)*	**48236** *(Zip Code)*

(313) 886-7070
(Registrant's telephone number, including area code)

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 o.

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

o Large accelerated filer ☑ Accelerated filer o Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☑.

The number of shares of the registrant's Class A Common Stock, $.01 par value, and Class B Common Stock, $.01 par value, outstanding as of August 1, 2006 was 18,121,792 and 2,395,690, respectively.

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PART I — FINANCIAL INFORMATION

Item 1. *Financial Statements*

SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2006 (Unaudited)	December 31, 2005 (Note)
	(In thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 7,892**	$ 15,168
Accounts receivable, net	**25,849**	22,998
Prepaid expenses and other current assets	**4,502**	5,596
Total current assets	**38,243**	43,762
Property and equipment	**140,657**	137,208
Less accumulated depreciation	**70,320**	67,539
Net property and equipment	**70,337**	69,669
Other assets:		
Broadcast licenses, net	**149,775**	148,925
Goodwill, net	**48,827**	48,762
Other intangibles, deferred costs and investments, net	**9,601**	7,747
Total other assets	**208,203**	205,434
	$ 316,783	$ 318,865

See notes to unaudited condensed consolidated financial statements.

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SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2006 (Unaudited)	December 31, 2005 (Note)
	(In thousands)	
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	**$ 1,039**	$ 1,245
Payroll and payroll taxes	**7,039**	7,063
Other accrued expenses	**6,494**	4,145
Barter transactions	**1,916**	1,691
Current portion of long-term debt	**—**	7,000
Total current liabilities	**16,488**	21,144
Deferred income taxes	**28,454**	26,174
Long-term debt	**136,911**	141,911
Other liabilities	**3,720**	3,812
Stockholders' equity:		
Common stock	**213**	212
Additional paid-in capital	**49,983**	48,639
Retained earnings	**94,198**	88,685
Treasury stock	**(11,615)**	(11,002)
Unearned compensation on restricted stock	**(1,569)**	(710)
Total stockholders' equity	**131,210**	125,824
	$ 316,783	$ 318,865

Note: The balance sheet at December 31, 2005 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

See notes to unaudited condensed consolidated financial statements.

SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Six Months Ended June 30, 2006	Six Months Ended June 30, 2005
	(Unaudited) (In thousands, except per share data)			
Net operating revenue	**$37,745**	$37,554	**$68,936**	$69,384
Station operating expense	**26,369**	26,656	**51,072**	51,354
Corporate general and administrative	**2,499**	2,348	**4,480**	4,126
Operating income	**8,877**	8,550	**13,384**	13,904
Other expenses, net:				
Interest expense	**2,355**	1,806	**4,632**	3,429
Other (income) expense	**(215)**	1,471	**(570)**	1,538
Income before income tax	**6,737**	5,273	**9,322**	8,937
Income tax provision	**2,749**	2,201	**3,809**	3,700
Net income	**$ 3,988**	$ 3,072	**$ 5,513**	$ 5,237
Earnings per share:				
Basic	**$ .19**	$ .15	**$ .27**	$ .26
Diluted	**$ .19**	$ .15	**$ .27**	$ .25
Weighted average common shares	**20,575**	20,388	**20,528**	20,508
Weighted average common and common equivalent shares	**20,593**	20,596	**20,547**	20,771

See notes to unaudited condensed consolidated financial statements.

SAGA COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2006	Six Months Ended June 30, 2005
	(Unaudited) (In thousands)	
Cash flows from operating activities:		
Cash provided by operating activities	**$ 11,811**	$ 9,767
Cash flows from investing activities:		
Acquisition of property and equipment	**(4,712)**	(7,388)
Proceeds from sale of assets	**639**	233
Increase in intangibles and other assets	**(1,879)**	(2,619)
Acquisition of stations	**—**	(31,575)
Net cash used in investing activities	**(5,952)**	(41,349)
Cash flows from financing activities:		
Proceeds from long-term debt	**—**	34,750
Payments on long-term debt	**(12,000)**	—
Payments for debt issuance costs	**(350)**	—
Purchase of shares held in treasury	**(853)**	(7,433)
Net proceeds from exercise of stock options	**68**	202
Net cash (used in) provided by financing activities	**(13,135)**	27,519
Net decrease in cash and cash equivalents	**(7,276)**	(4,063)
Cash and cash equivalents, beginning of period	**15,168**	9,113
Cash and cash equivalents, end of period	**$ 7,892**	$ 5,050

See notes to unaudited condensed consolidated financial statements.

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States 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 of the information and footnotes required by accounting principles generally accepted in the United States for annual financial statements.

In our opinion, the accompanying financial statements include all adjustments of a normal, recurring nature considered necessary for a fair presentation of our financial position as of June 30, 2006 and the results of operations for the three and six months ended June 30, 2006 and 2005. Results of operations for the six months ended June 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006.

For further information, refer to the consolidated financial statements and notes thereto included in the Saga Communications, Inc. Annual Report on Form 10-K for the year ended December 31, 2005.

Income Taxes

Our effective tax rate is higher than the federal statutory rate as a result of certain non-deductible depreciation and amortization expenses and the inclusion of state taxes in the income tax amount.

Revenue Recognition

Revenue from the sale of commercial broadcast time to advertisers is recognized when commercials are broadcast. Revenue is reported net of advertising agency commissions. Agency commissions, when applicable, are based on a stated percentage applied to gross billing.

Time Brokerage Agreements

We have entered into Time Brokerage Agreements ("TBAs") in certain markets. In a typical TBA, the Federal Communications Commission ("FCC") licensee of a station makes available, for a fee, blocks of air time on its station to another party that supplies programming to be broadcast during that air time and sells their own commercial advertising announcements during the time periods specified. We account for TBA's under SFAS 13, "Accounting for Leases" and related interpretations. Revenue and expenses related to TBAs are included in the accompanying Condensed Consolidated Statements of Income.

Stock — Based Compensation

On January 1, 2006, we adopted the Revised Statement of Financial Accounting Standard No. 123, "Share-Based Payment" ("SFAS 123R"). SFAS 123R addresses the accounting for share-based payment transactions in which a company receives employee services in exchange for either an equity instrument of the company (typically stock options) or liabilities that are based on the grant date fair value of the award. The statement eliminates the ability to account for share-based compensation transactions, as we formerly did, using the intrinsic value method as prescribed by Accounting Principles Board, or APB, Opinion No. 25, "Accounting for Stock Issued to Employees," and generally requires that such transactions be accounted for using a fair-value-based method and recognized as expenses in our consolidated statement of income.

We adopted SFAS 123R using the modified prospective transition method which requires the application of the accounting standard as of January 1, 2006. Our consolidated financial statements as of and for the first quarter of 2006 reflect the impact of adopting SFAS 123R. In accordance with the modified prospective transition method, the consolidated financial statements for prior periods have not been restated to reflect, and do not include the impact of SFAS 123R. See Note 7 “Stock-based Compensation” for further details.

Stock-based compensation expense recognized during the period is based on the fair value of the portion of stock-based payment awards that is ultimately expected to vest using the Black-Scholes option-pricing model. Stock-based compensation expense recognized in the condensed consolidated statement of income during the first quarter of 2006 included compensation expense for stock-based payment awards granted prior to, but not yet vested, as of January 1, 2006 based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS No. 148 (“SFAS 148”), “Accounting for Stock-Based Compensation — Transition and Disclosure,” and compensation expense for the stock-based payment awards granted subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with SFAS 123R. As stock-based compensation expense recognized in the condensed consolidated statement of income for the six months ended June 30, 2006 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. In the pro forma information required under SFAS 148 for the periods prior to 2006, we accounted for forfeitures as they occurred.

2. Recent Accounting Pronouncements

On July 13, 2006, the Financial Accounting Standards Board (FASB) issued FIN 48, “Accounting for Uncertainty in Income Taxes and Related Implementation Issues” that provides guidance on the financial statement recognition, measurement, and presentation and disclosure of certain tax positions that a company has taken or expects to take on a tax return. Under FIN 48, financial statements should reflect expected future tax consequences of such positions presuming the taxing authorities have full knowledge of the position and all relevant facts. FIN 48 also revises the disclosure requirements and is effective for the Company as of January 1, 2007. The Company is currently evaluating FIN 48 and its effect on the Company’s financial statements.

On June 1, 2005, the FASB issued SFAS No. 154, “Accounting Changes and Error Corrections — a Replacement of APB Opinion No. 20 and FASB Statement No. 3” (“SFAS 154”). SFAS 154 changes the requirements for the accounting and reporting of a change in accounting principle. SFAS 154 applies to all voluntary changes in accounting principle, as well as to changes required by an accounting pronouncement that does not include specific transition provisions. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS 154 did not have a material impact on our financial position, results of operations or cash flows.

3. Intangible Assets and Goodwill

Under SFAS No. 142 “Accounting for Goodwill and Other Intangible Assets,” (“SFAS 142”) goodwill and intangible assets deemed to have indefinite lives are not amortized and are subject to annual, or more frequent if impairment indicators arise, impairment tests.

We consider FCC broadcast licenses to have indefinite lives. Factors that we considered in evaluating that the radio and television FCC licenses are indefinite-lived intangible assets under SFAS 142 include the following:

- The radio and television broadcasting licenses may be renewed indefinitely at little cost.
- The radio and television broadcasting licenses are essential to our business, and we intend to renew our licenses indefinitely.
- We have never been denied the renewal of a FCC broadcast license.

• We do not believe that there will be any compelling challenge to the renewal of our broadcast licenses.

• We do not believe that the technology used in broadcasting will be replaced by another technology in the foreseeable future.

Based on the above, we believe cash flows from our radio and television licenses are expected to continue indefinitely.

Separable intangible assets that have finite lives are amortized over their useful lives using the straight-line method. Favorable lease agreements are amortized over the lives of the leases. Other intangibles are amortized over five to forty years.

4. Common Stock and Treasury Stock

The following summarizes information relating to the number of shares of our common stock issued in connection with stock transactions through June 30, 2006:

	Common Stock Issued	
	Class A	Class B
	(Shares in thousands)	
Balance, January 1, 2005	18,699	2,360
Exercised options	42	—
Issuance of restricted stock	51	9
Balance, December 31, 2005	18,792	2,369
Exercised options	8	5
Issuance of restricted stock	91	21
Balance, June 30, 2006	18,891	2,395

We have a Stock Buy-Back Program (the “Buy-Back Program”) to allow us to purchase up to $30,000,000 of our Class A Common Stock. From its inception in 1998 through June 30, 2006, we have repurchased 1,562,889 shares of our Class A Common Stock for approximately $23,500,000.

5. Total Comprehensive Income and Accumulated Other Comprehensive Income

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
	(In thousands)			
Total Comprehensive Income Consists of:				
Net income	**$3,988**	$3,072	**$5,513**	$5,237
Accumulated other comprehensive income (loss):				
Change in market value of securities, net of tax	—	(4)	—	2
Gain realized on sale of securities, net of tax	—	(62)	—	(62)
Total comprehensive income	**$3,988**	$3,006	**$5,513**	$5,177

6. Acquisitions

We actively seek and explore opportunities for expansion through the acquisition of additional broadcast properties. The consolidated statements of income include the operating results of the acquired stations from their respective dates of acquisition. All acquisitions were accounted for as purchases and, accordingly, the total costs were allocated to the acquired assets and assumed liabilities based on their estimated fair values as of the acquisition dates. The excess of consideration paid over the estimated fair value of net assets acquired has been recorded as goodwill, which is deductible for tax purposes.

Pending Acquisitions

On January 21, 2004, we entered into agreements to acquire an FM radio station (WOXL-FM) serving the Asheville, North Carolina market, for approximately $8,000,000. We are currently providing programming to WOXL-FM under a Sub-Time Brokerage Agreement. This transaction is subject to the approval of the FCC and has been contested. We expect to close on the acquisitions when all required approvals are obtained.

On August 7, 2006, we acquired one FM radio station (WCTU-FM) serving the Tazwell, Tennessee market for approximately $650,000. This station has filed for FCC approval to relocate its tower to Weaverville, North Carolina (serving the Asheville, North Carolina market). When this relocation occurs, an additional $3,350,000 is due to the seller.

2005 Acquisitions

On November 22, 2005, we acquired one AM radio station (WVAX-AM) serving the Charlottesville, Virginia market for approximately $151,000.

Effective June 1, 2005, we acquired two FM and two AM radio stations (WQNY-FM, WYXL-FM, WNYY-AM and WHCU-AM) serving the Ithaca, New York market for approximately $13,610,000. We financed this transaction through funds generated from operations and additional borrowings of approximately $11,000,000 under our Credit Agreement and the re-issuance of approximately $2,602,000 of our Class A common stock.

Effective January 1, 2005, we acquired one AM and two FM radio stations (WINA-AM, WWWV-FM and WQMZ-FM) serving the Charlottesville, Virginia market for approximately $22,490,000, including approximately $1,986,000 of our Class A common stock. We financed this transaction through funds generated from operations and additional borrowings of approximately $19,750,000 under our Credit Agreement.

Effective January 1, 2005, we acquired one AM radio station (WISE-AM) serving the Asheville, North Carolina market for approximately $2,192,000.

Effective January 1, 2005 we acquired a low power television station (KXTS-LP) serving the Victoria, Texas market for approximately $268,000.

Condensed Consolidated Balance Sheet of 2006 and 2005 Acquisitions:

The following unaudited condensed balance sheets represent the estimated fair value assigned to the related assets and liabilities of the 2006 and 2005 acquisitions at their respective acquisition dates. In connection with the 2005 acquisitions, we issued Class A common stock of approximately $4,588,000. We had no acquisitions during the six months ended June 30, 2006.

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Saga Communications, Inc.

Condensed Consolidated Balance Sheet of 2006 and 2005 Acquisitions

	Acquisitions in	
	2006	2005
	(In thousands)	
Assets Acquired:		
Current assets	$ —	$ 2,542
Property and equipment	—	4,783
Other assets:		
Broadcast licenses-Radio segment	—	18,909
Broadcast licenses-Television segment	—	157
Goodwill-Radio segment	—	12,479
Goodwill-Television segment	—	67
Other intangibles, deferred costs and investments	—	117
Total other assets	—	31,729
Total assets acquired	—	39,054
Liabilities Assumed:		
Current liabilities	—	2,737
Total liabilities assumed	—	2,737
Net assets acquired	$ —	$36,317

Pro Forma Results of Operations for Acquisitions and Dispositions (Unaudited)

The following unaudited pro forma results of our operations for the three and six months ended June 30, 2006 and 2005 assume the 2005 acquisitions occurred as of January 1, 2005. There were no acquisitions during the six months ended June 30, 2006. The pro forma results give effect to certain adjustments, including depreciation, amortization of intangible assets, increased interest expense on acquisition debt and related income tax effects. The pro forma results have been prepared for comparative purposes only and do not purport to indicate the results of operations which would actually have occurred had the combinations been in effect on the dates indicated or which may occur in the future.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
	(In thousands, except per share data)			
Consolidated Results of Operations				
Net operating revenue	**$37,745**	$38,000	**$68,936**	$70,397
Station operating expense	**26,369**	27,030	**51,072**	52,311
Corporate general and administrative	**2,499**	2,348	**4,480**	4,126
Operating income	**8,877**	8,622	**13,384**	13,960
Interest expense	**2,355**	1,894	**4,632**	3,649
Other (income) expense, net	**(215)**	1,466	**(570)**	1,523
Income taxes	**2,749**	2,196	**3,809**	3,643
Net income	**$ 3,988**	$ 3,066	**$ 5,513**	$ 5,145
Basic earnings per share	**$ .19**	$ .15	**$ .27**	$ .25
Diluted earnings per share	**$ .19**	$ .15	**$ .27**	$ .25

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
	(In thousands)			
Radio Broadcasting Segment				
Net operating revenue	**$33,418**	$34,051	**$60,698**	$62,990
Station operating expense	**22,960**	23,690	**44,375**	45,682
Operating income	**$10,458**	$10,361	**$16,323**	$17,308

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
	(In thousands)			
Television Broadcasting Segment				
Net operating revenue	**$4,327**	$3,949	**$8,238**	$7,407
Station operating expense	**3,409**	3,340	**6,697**	6,629
Operating income	**$ 918**	$ 609	**$1,541**	$ 778

Reconciliation of pro forma segment operating income to pro forma consolidated operating income:

	Radio	Television	Corporate and Other	Consolidated
	(In thousands)			
Three Months Ended June 30, 2006:				
Net operating revenue	**$ 33,418**	**$ 4,327**	**—**	**$ 37,745**
Station operating expense	**22,960**	**3,409**	**—**	**26,369**
Corporate general and administrative	**—**	**—**	**2,499**	**2,499**
Operating income (loss)	**$ 10,458**	**$ 918**	**$ (2,499)**	**$ 8,877**

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Reconciliation of pro forma segment operating income to pro forma consolidated operating income:

	Radio	Television	Corporate and Other	Consolidated
		(In thousands)		
Three Months Ended June 30, 2005:				
Net operating revenue	$ 34,051	$ 3,949	$ —	$ 38,000
Station operating expense	23,690	3,340	—	27,030
Corporate general and administrative	—	—	2,348	2,348
Operating income (loss)	$ 10,361	$ 609	$ (2,348)	$ 8,622

	Radio	Television	Corporate and Other	Consolidated
Six Months Ended June 30, 2006:				
Net operating revenue	**$ 60,698**	**$ 8,238**	**$ —**	**$ 68,936**
Station operating expense	**44,375**	**6,697**	**—**	**51,072**
Corporate general and administrative	**—**	**—**	**4,480**	**4,480**
Operating income (loss)	**$ 16,323**	**$ 1,541**	**$ (4,480)**	**$ 13,384**

	Radio	Television	Corporate and Other	Consolidated
		(In thousands)		
Six Months Ended June 30, 2005:				
Net operating revenue	$ 62,990	$ 7,407	$ —	$ 70,397
Station operating expense	45,682	6,629	—	52,311
Corporate general and administrative	—	—	4,126	4,126
Operating income (loss)	$ 17,308	$ 778	$ (4,126)	$ 13,960

7. Stock Based Compensation

Employee Stock Purchase Plan

We have an employee stock purchase plan (ESPP) for all eligible employees. Each quarter, an eligible employee may elect to withhold up to 10 percent of his or her compensation, up to a maximum of $5,000, to purchase shares of our stock at a price equal to 85% of the fair value of the stock as of the last day of such quarter. The ESPP will terminate on the earlier of the issuance of 1,562,500 shares pursuant to the ESPP or December 31, 2008. Approximately 13,454 and 13,330 shares were purchased under the ESPP during the six months ended June 30, 2006 and 2005, respectively. Our ESPP is deemed non-compensatory under the provisions of FAS 123R.

2005 Incentive Compensation Plan

On May 9, 2005, our stockholders approved the 2005 Incentive Compensation Plan (the “2005 Plan”) which replaces our 2003 Stock Option Plan (the “2003 Plan”) as to future grants. The 2005 Plan extends through March 2015 and allows for the granting of restricted stock, restricted stock units, incentive stock options, nonqualified stock options, and performance awards to officers and a selected number of employees. The number of shares of Common Stock that may be issued under the 2005 Plan may not exceed 500,000 shares of Class B Common Stock, 1,500,000 shares of Class A Common Stock of which up to

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

500,000 shares of Class A Common Stock may be issued pursuant to incentive stock options and 500,000 Class A Common Stock issuable upon conversion of Class B Common Stock. Awards denominated in Class A Common Stock may be granted to any employee under the 2005 Plan. However, awards denominated in Class B Common Stock may only be granted to Edward K. Christian, President, Chief Executive Officer, Chairman of the Board of Directors, and the holder of 100% of the outstanding Class B Common Stock of the Corporation. Stock options granted under the 2005 Plan may be for terms not exceeding ten years from the date of grant and may not be exercised at a price which is less than 100% of the fair market value of shares at the date of grant.

2003 Stock Option Plan

In 2003, we adopted the 2003 Plan, upon expiration of our 1992 Stock Option Plan (the "1992 Plan") in December 2002, pursuant to which our key employees, including directors who are employees, were eligible to receive grants of options to purchase our Class A Common Stock or Class B Common Stock. Options granted under the 2003 Plan were either incentive stock options (within the meaning of Section 422A of the Internal Revenue Code of 1986) or non-qualified options. Options for Class A Common Stock could be granted to any employee of the Corporation. Options for Class B Common Stock could only be granted to Edward K. Christian, President, Chief Executive Officer, Chairman of the Board of Directors, and the holder of 100% of the outstanding Class B Common Stock of the Corporation. With the approval of the 2005 Plan, the 2003 Plan was terminated as to future grants, therefore the shares available for future grants under the 2003 Plan are no longer available.

1997 Non-Employee Director Stock Option Plan

In 1997, we adopted the 1997 Non-Employee Director Stock Option Plan (the "Directors Plan") pursuant to which our directors who are not our employees are eligible to receive options. Under the terms of the Directors Plan, on the last business day of January of each year during the term of the Directors Plan, in lieu of their directors' retainer for the previous year, each eligible director shall automatically be granted an option to purchase that number of our shares of Class A Common Stock equal to the amount of the retainer divided by the fair market value of our Common Stock on the last trading day of the December immediately preceding the date of grant less $.01 per share. The option exercise price is $.01 per share. Options granted under the Directors Plan are non-qualified stock options, shall be immediately vested and become exercisable at the written election of the director. The options expire on the earlier of (i) 10 years from the date of grant or (ii) the March 16th following the calendar year in which they first become exercisable. This plan expires on May 12, 2007.

Impact of the adoption of the SFAS 123R

We adopted SFAS 123R using the modified prospective transition method beginning January 1, 2006. Accordingly, during the three and six months ended June 30, 2006, we recorded stock-based compensation expense for awards granted prior to, but not yet vested, as of January 1, 2006, as if the fair value method required for pro forma disclosure under SFAS 123 were in effect for expense recognition purposes, adjusted for estimated forfeitures. For stock-based awards granted after January 1, 2006, we have recognized compensation expense based on the estimated grant date fair value method using the Black-Scholes valuation model. For these awards, we have recognized compensation expense using a straight-line amortization method. As SFAS 123R requires that stock-based compensation expense be based on awards that are ultimately expected to vest, stock-based compensation for the three and six months ended June 30, 2006 has been reduced for estimated forfeitures. When estimating forfeitures, we consider voluntary termination behaviors as well as trends of actual option forfeitures. The compensation expense recognized in corporate general and administrative expense of our results of operations for the three and six months ended June 30, 2006 were

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

approximately $204,000 and $328,000, respectively. The associated future income tax benefit recognized for the three and six months ended June 30, 2006 were approximately $84,000 and $134,000, respectively.

We calculated the fair value of the each option award on the date of grant using the Black-Scholes option pricing model. The following assumptions were used for each respective period:

	2006 Grants	2005 Grants
Weighted average grant date fair value per share	$ 4.42	$ 6.89
Expected volatility	37.19%	37.14%
Expected term of options (years)	7.6	7.6
Risk-free interest rate	4.27%	3.96%
Dividend yield	0%	0%
Annual forfeiture rate	4.73%	4.73%

The estimated expected volatility, expected term of options and estimated annual forfeiture rate were determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant.

The following summarizes the stock option transactions for the 2005, 2003 and 1992 Plans for the six months ended June 30, 2006:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2005	2,068,950	$ 13.97	4.9	
Granted	506,138	9.00	9.7	
Exercised	(9,762)	5.83	—	
Forfeited	—	—	—	
Outstanding at June 30,2006	2,565,326	$ 13.02	5.5	$ 65,511
Exercisable at June 30,2006	1,844,145	$ 13.99	3.9	$ 35,143

The following summarizes the non-vested stock option transactions for the 2005, 2003 and 1992 Plans for the six months ended June 30, 2006:

	Number of Options	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2005	268,786	$ 6.89
Granted	506,138	4.42
Vested	(53,743)	6.89
Non-vested at June 30, 2006	721,181	$ 5.16

SAGA COMMUNICATIONS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following summarizes the restricted stock transactions for six months ended June 30, 2006:

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2005	59,728	$ 14.25
Granted	112,471	9.00
Vested	(11,936)	14.25
Forfeited	—	—
Non-vested and outstanding at June 30, 2006	160,263	$ 10.57

For the six months ended June 30, 2006, we had approximately $153,000 of total compensation expense related to restricted stock-based arrangements.

The following summarizes the stock option transactions for the Directors Plans for the six month ended June 30, 2006:

	Number of Options	Weighted Average Price per Share	Aggregate Intrinsic Value
Outstanding at December 31, 2005	12,193	$ 0.008	
Granted	13,242	0.010	
Exercised	(3,122)	0.010	
Forfeited	—	—	
Outstanding and exercisable at June 30, 2006	22,313	$ 0.009	$201,953

Pro forma Information for Periods Prior to the Adoption of SFAS 123R

Prior to the adoption of SFAS 123R, we provided the disclosures required under SFAS No. 123, as amended by SFAS No. 148, “Accounting for Stock-Based Compensation — Transition and Disclosures.” Employee stock-based compensation expense recognized under SFAS 123R was not reflected in our results of operations for the three and six months ended June 30, 2005 for employee stock option awards as all options were granted with an exercise price equal to the market value of the underlying common stock on the date of grant. Our ESPP was deemed non-compensatory under the provisions of APB No. 25. Forfeitures of awards were recognized as they occurred. Previously reported amounts have not been restated.

The pro forma information for the three and six months ended June 30, 2005 was as follows (in thousands, except per share amounts):

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Net income, as reported	$ 3,072	$ 5,237
Add back: stock based compensation cost, net of tax	15	31
Less: pro forma stock based compensation cost determined under fair value method, net of tax	(457)	(924)
Pro forma net income	$ 2,630	$ 4,344
Pro forma earnings per share:		
Basic	$ .13	$ .21
Diluted	$ .13	$ .21

The fair value of our stock options was estimated as of the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for the three and six months ended June 30, 2005 and consistent with the requirements of SFAS 123: risk-free interest rate of 4.0%; a dividend yield of 0%; expected volatility of 30.1%; and a weighted average expected life of the options of 7 years, respectively.

8. Long-Term Debt

In May 2006, we amended our current credit agreement (the "Credit Agreement") to reduce the interest rate margin for LIBOR and the Agent bank's base rate; to reduce the bank's commitment fee percentage; to increase the total Revolving Commitments to $200,000,000; and to extend the maturity date of the Revolving Commitments to July 29, 2012. Interest rates under the Credit Agreement are payable, at our option, at alternatives equal to LIBOR at the reset date (5.375% at June 30, 2006) plus 0.75% to 1.25% (4.563% at December 31, 2005, plus 0.75% to 1.625%) or the Agent bank's base rate plus 0% (0% to 0.375% at December 31, 2005). The spread over LIBOR and the base rate vary from time to time, depending upon our financial leverage. We also pay quarterly commitment fees of 0.25% to 0.375% per annum (0.375% to 0.625% per annum at December 31, 2005) on the unused portion of the Credit Agreement.

Our Credit Agreement is a $200,000,000 reducing revolving line of credit maturing on July 29, 2012. Our indebtedness under the Credit Agreement is secured by a first priority lien on substantially all of our assets and of our subsidiaries, by a pledge of our subsidiaries' stock and by a guarantee of our subsidiaries. We have approximately $64,150,000 of unused borrowing capacity under the Credit Agreement at June 30, 2006.

On March 31, 2008, the Revolving Commitments (as defined in the Credit Agreement) will be permanently reduced quarterly in amounts ranging from 3.125% to 12.5% of the total Revolving Commitments in effect on March 31, 2008. Any outstanding balance under the Credit Agreement will be due on the maturity date of July 29, 2012. In addition, the Revolving Commitments shall be further reduced by specified percentages of Excess Cash Flow (as defined in the Credit Agreement) based on leverage ratios.

Long term debt consisted of the following:

	June 30, 2006	December 31, 2005
	(In thousands)	
Credit Agreement:		
Reducing revolver facility	$ 135,850	$ 147,850
Secured debt of affiliate	1,061	1,061
	136,911	148,911
Amounts paid within one year	—	7,000
	$ 136,911	$ 141,911

The impact of the Credit Agreement Amendment in May, 2006 on the future maturities of long-term debt at June 30, 2006 is as follows:

Year Ending December 31,	(In thousands)
2006	$ —
2007	—
2008	—
2009	1,061
2010	35,850
Thereafter	100,000
	$ 136,911

The Credit Agreement contains a number of financial covenants (all of which we were in compliance with at June 30, 2006) that, among other things, requires us to maintain specified financial ratios and impose certain limitations on us with respect to (i) the incurrence of additional indebtedness; (ii) acquisitions, except under specified conditions; (iii) the incurrence of additional liens, except those relating to capital leases and purchase money indebtedness; (iv) the disposition of assets; (v) the payment of cash dividends; and (vi) mergers, changes in business and management, investments and transactions with affiliates. The financial covenants become more restrictive over the life of the Credit Agreement. The Credit Agreement allows for the payment of dividends provided certain requirements are met.

9. Segment Information

We evaluate the operating performance of our markets individually. For purposes of business segment reporting, we have aligned operations with similar characteristics into two business segments: Radio and Television.

The Radio segment includes twenty-three markets, which includes all eighty-seven of our radio stations and five radio information networks. The Television segment includes three markets and consists of five television stations and four low power television (“LPTV”) stations. The Radio and Television segments derive their revenue from the sale of commercial broadcast inventory. The category “Corporate general and administrative” represents the income and expense not allocated to reportable segments.

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	Radio	Television	Corporate and Other	Consolidated
		(In thousands)		
Three Months Ended June 30, 2006:				
Net operating revenue	**$ 33,418**	**$ 4,327**	**$ —**	**$ 37,745**
Station operating expense	**22,960**	**3,409**	**—**	**26,369**
Corporate general and administrative	**—**	**—**	**2,499**	**2,499**
Operating income (loss)	**$ 10,458**	**$ 918**	**$ (2,499)**	**$ 8,877**
Depreciation and amortization	**$ 1,536**	**$ 414**	**$ 48**	**$ 1,998**

	Radio	Television	Corporate and Other	Consolidated
		(In thousands)		
Three Months Ended June 30, 2005:				
Net operating revenue	$ 33,605	$ 3,949	—	$ 37,554
Station operating expense	23,316	3,340	—	26,656
Corporate general and administrative	—	—	$ 2,348	2,348
Operating income (loss)	$ 10,289	$ 609	$ (2,348)	$ 8,550
Depreciation and amortization	$ 1,716	$ 422	$ 49	$ 2,187

	Radio	Television	Corporate and Other	Consolidated
		(In thousands)		
Six Months Ended June 30, 2006:				
Net operating revenue	**$ 60,698**	**$ 8,238**	**—**	**$ 68,936**
Station operating expense	**44,375**	**6,697**	**—**	**51,072**
Corporate general and administrative	**—**	**—**	**$ 4,480**	**4,480**
Operating income (loss)	**$ 16,323**	**$ 1,541**	**$ (4,480)**	**$ 13,384**
Depreciation and amortization	**$ 3,075**	**806**	**96**	**3,977**
Total assets	**$ 269,795**	**$ 32,171**	**$ 14,817**	**$ 316,783**

	Radio	Television	Corporate and Other	Consolidated
		(In thousands)		
Six Months Ended June 30, 2005:				
Net operating revenue	$ 61,977	$ 7,407	—	$ 69,384
Station operating expense	44,725	6,629	—	51,354
Corporate general and administrative	—	—	$ 4,126	4,126
Operating income (loss)	$ 17,252	$ 778	$ (4,126)	$ 13,904
Depreciation and amortization	$ 3,369	864	99	4,332
Total assets	$ 273,166	$ 31,533	13,169	$ 317,868

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto of Saga Communications, Inc. and its subsidiaries contained elsewhere herein and the audited financial statements and Management's Discussion and Analysis contained in our annual report on Form 10-K for the year ended December 31, 2005. The following discussion is presented on both a consolidated and segment basis. Corporate general and administrative expenses, interest expense, other (income) expense, and income tax expense are managed on a consolidated basis and are, therefore, reflected only in our discussion of consolidated results.

Our discussion of the results of operations of our operating segments focuses on their operating income because we manage our operating segments primarily on their operating income. We evaluate the operating performance of our markets individually. For purposes of business segment reporting, we have aligned operations with similar characteristics into two business segments: Radio and Television. The Radio segment includes twenty-three markets, which includes all eighty-seven of our radio stations and five radio information networks. The Television segment includes three markets and consists of five television stations and four LPTV stations.

General

We are a broadcast company primarily engaged in acquiring, developing and operating radio and television stations. We actively seek and explore opportunities for expansion through the acquisition of additional broadcast properties. We review acquisition opportunities on an ongoing basis.

For additional information with respect to acquisitions, see "Liquidity and Capital Resources" below.

Radio Segment

In our radio segment our primary source of revenue is from the sale of advertising for broadcast on our stations. Depending on the format of a particular radio station, there are a predetermined number of advertisements available to be broadcast each hour.

Most advertising contracts are short-term, and generally run only for a few weeks. Most of our revenue is generated from local advertising, which is sold primarily by each radio markets' sales staff. For the six months ended June 30, 2006 and 2005, approximately 86% and 85%, respectively, of our gross radio segment revenue was from local advertising. To generate national advertising sales, we engage an independent advertising sales representative firm that specializes in national sales for each of our broadcast markets.

Our revenue varies throughout the year. Advertising expenditures, our primary source of revenue, generally have been lowest during the winter months, which include the first quarter of each year.

Our net operating revenue, and the resulting station operating expenses, and operating income varies from market to market based upon the related market's rank or size which is based upon population and the available radio advertising revenue in that particular market.

Our financial results are dependent on a number of factors, the most significant of which is our ability to generate advertising revenue through rates charged to advertisers. The rates a station is able to charge are, in large part, based on a station's ability to attract audiences in the demographic groups targeted by its advertisers. In a number of our markets this is measured by periodic reports generated by independent national rating services. In the remainder of our markets it is measured by the results advertisers obtain through the actual running of an advertising schedule. Advertisers measure these results based on increased demand for their goods or services and/or actual revenues generated from such demand. Various factors affect the rate a station can charge, including the general strength of the local and national economies, population growth, ability to provide popular programming, local market competition, target marketing capability of radio compared to other advertising media and signal strength. Because reaching a large and demographically attractive audience is crucial to a station's financial success, we endeavor to develop strong listener loyalty. When we acquire and/or begin to operate a station or group of stations we generally increase programming and advertising and promotion expenses to increase our share of our target demographic audience. Our strategy sometimes requires levels of spending commensurate with the revenue levels we plan on achieving in two to five years. During periods of economic downturns, or when the level of advertising spending is flat or down across the industry, this strategy may result in the appearance that our cost of operations are increasing at a faster rate than our growth in revenues, until such time as we achieve our targeted levels of revenue for the acquired station or group of stations.

The number of advertisements that can be broadcast without jeopardizing listening levels (and the resulting ratings) is limited in part by the format of a particular radio station. Our stations strive to maximize revenue by constantly managing the number of commercials available for sale and adjusting prices based upon local market conditions and ratings. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of the day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year. Any change in our revenue, with the exception of those instances where stations are acquired or sold, is generally the result of inventory sell out ratios and pricing adjustments, which are made to ensure that the station efficiently utilizes available inventory.

Our radio stations employ a variety of programming formats. We periodically perform market research, including music evaluations, focus groups and strategic vulnerability studies. Our stations also employ audience promotions to further develop and secure a loyal following. We believe that the diversification of formats on our radio stations helps to insulate us from the effects of changes in musical tastes of the public on any particular format.

The primary operating expenses involved in owning and operating radio stations are employee salaries, depreciation, programming expenses, solicitation of advertising, and promotion expenses.

During the six month periods ended June 30, 2006 and 2005 and the years ended December 31, 2005 and 2004, our Columbus, Ohio; Manchester, New Hampshire; Milwaukee, Wisconsin; and Norfolk, Virginia markets when combined, represented approximately 71%, 77%, 75% and 73%, respectively, of our consolidated operating income. An adverse change in any of these radio markets or our relative market position in those markets could have a significant impact on our operating results as a whole. A decrease in the total available radio advertising dollars in the Columbus, Ohio market has resulted in a decline in our revenue and related operating income in our radio stations there. None of our television markets represented more than 15% or more of our consolidated operating income. The following tables describe the percentage of our consolidated operating income represented by each of these markets:

	Percentage of Consolidated Operating Income For the Six Months Ended June 30,		Percentage of Consolidated Operating Income For the Years Ended December 31,	
	2006	2005	2005	2004
Market:				
Columbus, Ohio	10%	14%	13%	12%
Manchester, New Hampshire	15%	14%	15%	14%
Milwaukee, Wisconsin	34%	36%	33%	32%
Norfolk, Virginia	12%	13%	14%	15%

We utilize certain financial measures that are not calculated in accordance with generally accepted accounting principles in the United States of America (GAAP) to assess our financial performance. For example, we evaluate the performance of our markets based on “station operating income” (operating income plus corporate general and administrative expenses, depreciation and amortization). Station operating income is generally recognized by the broadcasting industry as a measure of performance, is used by analysts who report on the performance of the broadcasting industry and it serves as an indicator of the market value of a group of stations. In addition, we use it to evaluate individual stations, market-level performance, overall operations and as a primary measure for incentive based compensation of executives and other members of management. Station operating income is not necessarily indicative of amounts that may be available to us for debt service requirements, other commitments, reinvestment or other discretionary uses. Station operating income is not a measure of liquidity or of performance in accordance with GAAP, and should be viewed as a supplement to, and not a substitute for our results of operations presented on a GAAP basis.

During the six month periods ended June 30, 2006 and 2005 and the years ended December 31, 2005 and 2004, the radio stations in our four largest markets when combined, represented approximately 47%, 51%, 48% and 52%, respectively, of our consolidated station operating income. The following tables describe the percentage of our consolidated station operating income represented by each of these markets:

	Percentage of Consolidated Station Operating Income (*) For the Six Months Ended June 30,		Percentage of Consolidated Station Operating Income (*) For the Years Ended December 31,	
	2006	2005	2005	2004
Market:				
Columbus, Ohio	7%	10%	9%	9%
Manchester, New Hampshire	10%	9%	9%	10%
Milwaukee, Wisconsin	22%	23%	21%	22%
Norfolk, Virginia	8%	9%	9%	11%

* Operating income plus corporate general and administrative, depreciation and amortization

Television Segment

In our television segment, our primary source of revenue is from the sale of advertising for broadcast on our stations. The number of advertisements available for broadcast on our television stations is limited by certain network affiliation and syndicated programming agreements and, with respect to children's programs, federal regulation. Our television broadcasting segment local market managers only determine the number of advertisements to be broadcast hourly in locally produced programs which are comprised mainly of news programming and the occasional locally produced sports or information show.

Our net operating revenue, and the resulting station operating expenses, and operating income vary from market to market based upon the related market's rank or size which is based upon population, the available television advertising revenue in that particular market, and the popularity of programming being broadcast.

Our financial results are dependent on a number of factors, the most significant of which is our ability to generate advertising revenue through rates charged to advertisers. The rates a station is able to charge are, in large part, based on a station's ability to attract audiences in the demographic groups targeted by its advertisers, as measured principally by periodic reports by independent national rating services. Various factors affect the rate a station can charge, including the general strength of the local and national economies, population growth, ability to provide popular programming through locally produced news, sports and weather and as a result of syndication and network affiliation agreements, local market competition, the ability of television broadcasting to reach a mass appeal market compared to other advertising media, and signal strength including cable/satellite coverage, and government regulation and policies. Because audience ratings are crucial to a station's financial success, we endeavor to develop strong viewer loyalty. When we acquire and/or begin operating a station or group of stations we generally increase programming expenses including local news, sports and weather programming, new syndicated programming, and advertising and promotion expenses to increase our viewership. Our strategy sometimes requires levels of spending commensurate with the revenue levels we plan on achieving in two to five years. During periods of economic downturns, or when the level of advertising spending is flat or down across the industry, this strategy may result in the appearance that our cost of operations are increasing at a faster rate than our growth in revenues, until such time as we achieve our targeted levels of revenue for the acquired/operated station or group of stations.

Our stations strive to maximize revenue by constantly adjusting prices for our commercial spots based upon local market conditions, demand for advertising and ratings. While there may be shifts from time to time in the number of advertisements broadcast during a particular time of the day, the total number of advertisements broadcast on a particular station generally does not vary significantly from year to year. Any change in our revenue, with the exception of those instances where stations are acquired or sold, is generally the result of pricing adjustments, which are made to ensure that the station efficiently utilizes available inventory.

Because audience ratings in the local market are crucial to a station's financial success, we endeavor to develop strong viewer loyalty by providing locally produced news, weather and sports programming. We believe that this emphasis on the local market provides us with the viewer loyalty we are trying to achieve.

Most of our revenue is generated from local advertising, which is sold primarily by each television markets' sales staff. For the six months ended June 30, 2006 and 2005, approximately 81% and 80%, respectively, of our gross television revenue was from local advertising. To generate national advertising sales, we engage independent advertising sales representatives that specialize in national sales for each of our television markets.

Our revenue varies throughout the year. Advertising expenditures, our primary source of revenue, generally have been lowest during the winter months, which includes the first quarter of each year.

The primary operating expenses involved in owning and operating television stations are employee salaries including commissions, depreciation, programming expenses including news production and the cost of acquiring certain syndicated programming, solicitation of advertising, and promotion expenses.

Three Months Ended June 30, 2006 Compared to Three Months Ended June 30, 2005

Results of Operations

The following tables summarize our results of operations for the three months ended June 30, 2006 and 2005.

Consolidated Results of Operations

	Three Months Ended June 30,		$ Increase	% Increase
	2006	2005	(Decrease)	(Decrease)
	(In thousands, except percentages and per share information)			
Net operating revenue	$37,745	$37,554	$ 191	0.5%
Station operating expense	26,369	26,656	(287)	(1.1)%
Corporate G&A	2,499	2,348	151	6.4%
Operating income	8,877	8,550	327	3.8%
Interest expense	2,355	1,806	549	30.4%
Other (income) expense	(215)	1,471	(1,686)	N/M
Income taxes	2,749	2,201	548	24.9%
Net income	$ 3,988	$ 3,072	$ 916	29.8%
Earnings per share (basic and diluted)	$ .19	$ .15	$ .04	26.7%

Radio Broadcasting Segment

	Three Months Ended June 30, 2006	2005	$ Increase (Decrease)	% Increase (Decrease)
	(In thousands, except percentages)			
Net operating revenue	$33,418	$33,605	$ (187)	(0.6)%
Station operating expense	22,960	23,316	(356)	(1.5)%
Operating income	$10,458	$10,289	$ 169	1.6%

Television Broadcasting Segment

	Three Months Ended June 30, 2006	2005	$ Increase (Decrease)	% Increase (Decrease)
	(In thousands, except percentages)			
Net operating revenue	$4,327	$3,949	$ 378	9.6%
Station operating expense	3,409	3,340	69	2.1%
Operating income	$ 918	$ 609	$ 309	50.7%

N/M = Not Meaningful

Reconciliation of segment operating income to consolidated operating income:

	Radio	Television	Corporate and Other	Consolidated
	(In thousands)			
Three Months Ended June 30, 2006:				
Net operating revenue	$ 33,418	$ 4,327	$ —	$ 37,745
Station operating expense	22,960	3,409	—	26,369
Corporate general and administrative	—	—	2,499	2,499
Operating income (loss)	$ 10,458	$ 918	$ (2,499)	$ 8,877

Reconciliation of segment operating income to consolidated operating income:

	Radio	Television	Corporate and Other	Consolidated
	(In thousands)			
Three Months Ended June 30, 2005:				
Net operating revenue	$ 33,605	$ 3,949	$ —	$ 37,554
Station operating expense	23,316	3,340	—	26,656
Corporate general and administrative	—	—	2,348	2,348
Operating income (loss)	$ 10,289	$ 609	$ (2,348)	$ 8,550

Consolidated

For the three months ended June 30, 2006, consolidated net operating revenue was $37,745,000 compared with $37,554,000 for the three months ended June 30, 2005, an increase of $191,000 or 0.5%. We had a decline of approximately $260,000 in revenue generated by stations that we owned or operated for the comparable period in 2005 (“same station”), offset by an increase in net operating revenue of approximately $451,000 attributable to stations we did not own and operate for the entire comparable period. The majority of the decrease in same station revenue was attributable primarily to a decrease in local revenue of approximately 1% and a decrease in national revenue of approximately 2%.

Station operating expense was $26,369,000 for the three months ended June 30, 2006, compared with $26,656,000 for the three months ended June 30, 2005, a decrease of approximately $287,000. Approximately $646,000 of the decrease was attributable to stations we owned and operated for the entire comparable period, offset by an increase in of $359,000 for those stations we did not own or operate for the entire comparable period. The decrease in same station operating expense was due to a decrease in selling and commission expenses directly attributable to the decrease in revenue, overall cost cutting efforts implemented Company wide, and a 12% decrease in amortization expense attributable to fully amortized intangible assets.

Operating income for the three months ended June 30, 2006 was $8,877,000 compared to $8,550,000 for the three months ended June 30, 2005, an increase of approximately $327,000 or 4%. The increase was directly attributable to the increase in net operating revenue and decrease in station operating expense offset by an increase in corporate general and administrative charges of approximately $151,000 or 6% primarily attributable to additional charges to corporate related to an increase in stock based compensation expense.

We generated net income of approximately $3,988,000 ($.19 per share on a fully diluted basis) during the three months ended June 30, 2006, compared with $3,072,000 ($.15 per share on a fully diluted basis) for the three months ended June 30, 2005, an increase of approximately $916,000 or 30%. The increase was the result of the $327,000 increase in operating income discussed above and a $1,686,000 decrease in other expense offset by a $549,000 increase in interest expense and a $548,000 increase in income tax expense. The increase in interest expense results primarily from increased interest rates. Other (income) expense for the three months ended June 30, 2006 relates primarily to a $345,000 gain on insurance proceeds on one of our Springfield, IL towers previously destroyed by a tornado. Other expense at June 30, 2005 consisted primarily of a $1,300,000 loss recognized on the disposition of a tower made obsolete by our DTV conversion in our Victoria, Texas market.

Radio Segment

For the three months ended June 30, 2006, net operating revenue of the radio segment was $33,418,000 compared with $33,605,000 for the three months ended June 30, 2005, a decrease of $187,000 or 1%. During 2006 we had an increase in net operating revenue of approximately $451,000 attributable to stations we did not own and operate for the entire comparable period. We had a decline of approximately $638,000 or 2% in net revenue generated by radio stations that we owned or operated for the comparable period in 2005 (“same station”). The majority of the decrease in same station revenue was primarily attributable to same station local revenue decrease of approximately 2% and same station national revenue decrease of approximately 3%, where we had declines of approximately $400,000 in net operating revenue in each of our Milwaukee and Columbus markets.

Station operating expense for the radio segment was $22,960,000 for the three months ended June 30, 2006, compared with $23,316,000 for the three months ended June 30, 2005, a decrease of approximately $356,000. The decrease in station operating expense for the radio segment represents primarily a decrease of approximately $715,000 in same station operating expense offset by an increase of $359,000 from the impact of the operation of radio stations that we did not own or operate for the comparable period in 2005, representing a total decrease in station operating expense for radio of 3% on a same station basis, which is primarily a result of a decrease in selling and commission expenses directly attributed to the decrease in revenue, overall cost cutting efforts implemented Company wide, and a 12% decrease in amortization expense attributable to fully amortized intangible assets.

Operating income in the radio segment for the three months ended June 30, 2006 was $10,458,000 compared to $10,289,000 for the three months ended June 30, 2005, an increase of approximately $169,000 or 2%. The increase was the result of a $187,000 decrease in net operating revenue offset by a $356,000 decrease in station operating expense discussed above.

Television Segment

For the three months ended June 30, 2006, net operating revenue of our television segment was $4,327,000 compared with $3,949,000 for the three months ended June 30, 2005, an increase of $378,000 or

10%. The majority of the improvement in net operating revenue was attributable to local revenue increase of approximately 11% and an increase in national revenue of approximately 5%.

Station operating expense in the television segment for the three months ended June 30, 2006 was $3,409,000, compared with $3,340,000 for the three months ended June 30, 2005, an increase of approximately $69,000, directly attributable to the increase in selling and commission expenses directly related to the increase in net revenue.

Operating income in the television segment for the three months ended June 30, 2006 was $918,000 compared to $609,000 for the three months ended June 30, 2005, an increase of approximately $309,000 or 51%. The increase was the direct result of the increase in net operating revenue and the small increase in station operating expense.

Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005

The following tables summarize our results of operations for the six months ended June 30, 2006 and 2005.

Consolidated Results of Operations

	Six Months Ended June 30,		$ Increase	% Increase
	2006	2005	(Decrease)	(Decrease)
	(In thousands, except percentages and per share information)			
Net operating revenue	$68,936	$69,384	$ (448)	(0.6)%
Station operating expense	51,072	51,354	(282)	(0.5)%
Corporate G&A	4,480	4,126	354	8.6%
Operating income	13,384	13,904	(520)	(3.7)%
Interest expense	4,632	3,429	1,203	35.1%
Other (income) expense, net	(570)	1,538	(2,108)	N/M
Income taxes	3,809	3,700	109	2.9%
Net income	$ 5,513	$ 5,237	$ 276	5.3%
Earnings per share:				
Basic	$ .27	$ .26	$ .01	3.8%
Diluted	$ .27	$ .25	$ .02	8.0%

Radio Broadcasting Segment

	Six Months Ended June 30,		$ Increase	% Increase
	2006	2005	(Decrease)	(Decrease)
	(In thousands, except percentages)			
Net operating revenue	$60,698	$61,977	$ (1,279)	(2.1)%
Station operating expense	44,375	44,725	(350)	(.8)%
Operating income	$16,323	$17,252	$ (929)	(5.4)%

Television Broadcasting Segment

	Six Months Ended June 30, 2006	2005	$ Increase (Decrease)	% Increase (Decrease)
	(In thousands, except percentages)			
Net operating revenue	$8,238	$7,407	$ 831	11.2%
Station operating expense	6,697	6,629	68	1.0%
Operating income	$1,541	$ 778	$ 763	98.1%

N/M = Not meaningful

Reconciliation of segment operating income to consolidated operating income:

	Radio	Television	Corporate and Other	Consolidated
	(In thousands)			
Six Months Ended June 30, 2006:				
Net operating revenue	$ 60,698	$ 8,238	—	$ 68,936
Station operating expense	44,375	6,697	—	51,072
Corporate general and administrative	—	—	$ 4,480	4,480
Operating income (loss)	$ 16,323	$ 1,541	$ (4,480)	$ 13,384

	Radio	Television	Corporate and Other	Consolidated
	(In thousands)			
Six Months Ended June 30, 2005:				
Net operating revenue	$ 61,977	$ 7,407	$ —	$ 69,384
Station operating expense	44,725	6,629	—	51,354
Corporate general and administrative	—	—	4,126	4,126
Operating income (loss)	$ 17,252	$ 778	$ (4,126)	$ 13,904

Consolidated

For the six months ended June 30, 2006, consolidated net operating revenue was $68,936,000 compared with $69,384,000 for the six months ended June 30, 2005, a decrease of $448,000 or 1%. Net operating revenue generated by stations that we owned and operated for the entire comparable period decreased by approximately 2% or approximately $1,512,000. The majority of the decline in same station revenue was attributable to same station local revenue decreases of approximately 2% and same station national revenue decrease of approximately 8%. The decrease in same station net operating revenue was offset by an increase of $1,064,000 generated by stations that we did not own or operate for the comparable period in 2005.

Station operating expense decreased by $282,000 or 1% to $51,072,000 for the six months ended June 30, 2006, compared with $51,354,000 for the six months ended June 30, 2005. Same station operation expense decreased approximately $1,256,000 offset by an increase of $974,000 from the impact of the operation of radio stations that we did not own or operate for the comparable period in 2005. The decrease in same station operating expense is primarily related to the overall cost containment efforts implemented in the first quarter of 2006 with the primary cost reductions in advertising and promotions expense, and a 13% decrease in depreciation and amortization expense primarily attributable to fully amortized intangible assets.

Operating income for the six months ended June 30, 2006 was $13,384,000 compared to $13,904,000 for the six months ended June 30, 2005, a decrease of approximately $520,000 or 4%. The decrease was primarily the result of the decrease in net operating revenue, and a $354,000 or 9% increase in corporate general and administrative charges. The increase in corporate general and administrative charges results primarily from an increase in stock based compensation expense.

We generated net income of approximately $5,513,000 ($.27 per share on a fully diluted basis) during the six months ended June 30, 2006, compared with $5,237,000 ($.25 per share on a fully diluted basis) for the six months ended June 30, 2005, an increase of approximately $276,000 or 5%. The increase was the result of a $2,108,000 increase in other (income) expense offset by the decrease in operating income discussed above, an increase in interest expense of approximately $1,203,000, and an increase in income tax expense of approximately $109,000. The increase in other (income) expense was principally the result of a $500,000 gain on the disposal of assets for a slight alteration to one of our Keene, New Hampshire FM's signal patterns and a $215,000 gain on insurance proceeds related to a Springfield, Illinois tower destroyed by a tornado for the six months ended June 30, 2006 compared to other expense for the six months ended June 30, 2005 consisting primarily of a $1,300,000 loss recognized on the disposition of a tower made obsolete by our DTV conversion in our Victoria, Texas market. The increase in interest expense of approximately $1,203,000 was the direct result of higher interest rates over the prior year.

Radio Segment

For the six months ended June 30, 2006, net operating revenue in the radio segment was $60,698,000 compared with $61,977,000 for the six months ended June 30, 2005, a decrease of $1,279,000 or 2%. Net operating revenue generated by radio stations that we owned and operated for the entire comparable period decreased by approximately $2,343,000 or 4%, offset by a $1,064,000 increase in revenue generated by radio stations and radio networks that we did not own or operate for the comparable period in 2005. The majority of the decline in same station revenue was attributable to same station national revenue decreases of approximately 10% and a decrease in same station local revenue of approximately 3% where we had declines of approximately $900,000 in net operating revenue in each of our Columbus and Milwaukee markets.

Station operating expense in our radio segment decreased by $350,000 or 1% to $44,375,000 for the six months ended June 30, 2006, compared with $44,725,000 for the six months ended June 30, 2005. On a same station basis, station operating expense decreased by approximately $1,324,000 or 3%, which is primarily the result of a decrease in selling and commission expenses directly attributed to the decrease in revenue, an overall decrease in expenses related to cost cutting efforts implemented Company wide in first quarter 2006 and a 9% decrease in depreciation and amortization expense as discussed above. The same station decrease is offset by an increase of approximately $974,000 resulting from the impact of the operation of stations that we did not own or operate for the comparable period in 2005.

Operating income in the radio segment for the six months ended June 30, 2006 was $16,323,000 compared to $17,252,000 for the six months ended June 30, 2005, a decrease of approximately $929,000 or 5%. The decrease was the result of the decrease in net operating revenue and the decrease in station operating expense.

Television Segment

For the six months ended June 30, 2006, net operating revenue in the television segment was $8,238,000 compared with $7,407,000 for the six months ended June 30, 2005, an increase of $831,000 or 11%. The increase in revenue was attributable to a 7% increase in national revenue and a 13% increase in local revenue (which includes $248,000 in political revenue, an increase of $232,000) for the six months ended June 30, 2006.

Station operating expense in our television segment increased by $68,000 or 1% to $6,697,000 for the six months ended June 30, 2006, compared with $6,629,000 for the six months ended June 30, 2005. The increase in station operating expense was primarily attributable to increases in selling and commission expenses as a result of the increase in revenue.

Operating income in the television segment for the six months ended June 30, 2006 was $1,541,000 compared to $778,000 for the six months ended June 30, 2005, an increase of approximately $763,000 or

98%. The increase was the result of the increase in net operating revenue, offset by the small increase in station operating expense.

Forward-Looking Statements

Statements contained in this Form 10-Q that are not historical facts are forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, words such as "believes," "anticipates," "estimates," "plans", "expects," and similar expressions are intended to identify forward-looking statements. These statements are made as of the date of this report or as otherwise indicated, based on current expectations. We undertake no obligation to update this information. A number of important factors could cause our actual results for 2006 and beyond to differ materially from those expressed in any forward-looking statements made by or on our behalf. Forward looking statements are not guarantees of future performance as they involve a number of risks, uncertainties and assumptions that may prove to be incorrect and that may cause our actual results and experiences to differ materially from the anticipated results or other expectations expressed in such forward-looking statements. The risks, uncertainties and assumptions that may affect our performance include our financial leverage and debt service requirements, dependence on key personnel, dependence on key stations, U.S. and local economic conditions, our ability to successfully integrate acquired stations, regulatory requirements, new technologies, natural disasters and terrorist attacks. We cannot be sure that we will be able to anticipate or respond timely to changes in any of these factors, which could adversely affect the operating results in one or more fiscal quarters. Results of operations in any past period should not be considered, in and of itself, indicative of the results to be expected for future periods. Fluctuations in operating results may also result in fluctuations in the price of our stock.

For a more complete description of the prominent risks and uncertainties inherent in our business, see "Part 1, Item 1A Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2005.

Liquidity and Capital Resources

Debt Arrangements and Debt Service Requirements

In May 2006, we amended our current credit agreement (the "Credit Agreement") to reduce the interest rate margin for LIBOR and the Agent bank's base rate; to reduce the bank's commitment fee percentage; to increase the total Revolving Commitments to $200,000,000; and to extend the maturity date of the Revolving Commitments to July 29, 2012. Interest rates under the Credit Agreement are payable, at our option, at alternatives equal to LIBOR at the reset date (5.375% at June 30, 2006) plus 0.75% to 1.25% (4.563% at December 31, 2005, plus 0.75% to 1.625%) or the Agent bank's base rate plus 0% (0% to 0.375% at December 31, 2005). The spread over LIBOR and the base rate vary from time to time, depending upon our financial leverage. We also pay quarterly commitment fees of 0.25% to 0.375% per annum (0.375% to 0.625% per annum at December 31, 2005) on the unused portion of the Credit Agreement.

As of June 30, 2006, we had $136,911,000 of long-term debt outstanding and approximately $64,150,000 of unused borrowing capacity under our Credit Agreement.

The Credit Agreement is a $200,000,000 reducing revolving line of credit maturing on July 29, 2012. Our indebtedness under the Credit Agreement is secured by a first priority lien on substantially all of our assets and of our subsidiaries, by a pledge of our subsidiaries' stock and by a guarantee of our subsidiaries.

The Credit Agreement may be used for general corporate purposes, including working capital, capital expenditures, permitted acquisition and related transaction expenses and permitted stock buybacks. On March 31, 2008, the Revolving Commitments (as defined in the Credit Agreement) will be permanently reduced quarterly in amounts ranging from 3.125% to 12.5% of the total Revolving Commitments in effect on March 31, 2008. Any outstanding balance under the Credit Agreement will be due on the maturity date of July 29, 2012. In addition, the Revolving Commitments shall be further reduced by specified percentages of Excess Cash Flow (as defined in the Credit Agreement) based on leverage ratios.

Sources and Uses of Cash

During the six months ended June 30, 2006 and 2005, we had net cash flows from operating activities of $11,881,000 and $9,767,000, respectively. We believe that cash flow from operations will be sufficient to meet quarterly debt service requirements for interest under the Credit Agreement. However, if such cash flow is not sufficient we may be required to sell additional equity securities, refinance our obligations or dispose of one or more of our properties in order to make such scheduled payments. There can be no assurance that we would be able to effect any such transactions on favorable terms, if at all.

The following transactions were either pending at June 30, 2006 or were entered into subsequent to that date, which we expect to finance through funds generated from operations and additional borrowings under our Credit Agreement:

On January 21, 2004, we entered into agreements to acquire an FM radio station (WOXL-FM) serving the Asheville, North Carolina market, for approximately $8,000,000. We are currently providing programming to WOXL-FM under a Sub-Time Brokerage Agreement. This transaction is subject to the approval of the FCC and has been contested. We expect to close on the acquisitions when all required approvals are obtained.

On August 7, 2006, we acquired one FM radio station (WCTU-FM) serving the Tazwell, Tennessee market for approximately $650,000. This station has filed for FCC approval to relocate its tower to Weaverville, North Carolina (serving the Asheville, North Carolina market). When this relocation occurs, an additional $3,350,000 is due to the seller.

We continue to actively seek and explore opportunities for expansion through the acquisition of additional broadcast properties.

In May 2005, our board of directors authorized an increase to our Stock Buy-Back Program so that we may purchase a total of $30,000,000 of our Class A Common Stock. From the inception of the Stock Buy-Back program in 1998 through June 30, 2006, we have repurchased 1,562,889 shares of our Class A Common Stock for approximately $23,500,000. Approximately 89,200 shares were repurchased during the six months ended June 30, 2006 for $853,000.

We anticipate that any future acquisitions of radio and television stations and purchases of Class A Common Stock under the Stock Buy-Back Program will be financed through funds generated from operations, borrowings under the Credit Agreement, additional debt or equity financing, or a combination thereof. However, there can be no assurances that any such financing will be available on acceptable terms, if at all.

Our capital expenditures, exclusive of acquisitions, for the six months ended June 30, 2006 were approximately $4,712,000 ($7,388,000 in 2005). We anticipate capital expenditures exclusive of acquisitions in 2006 to be approximately $9,500,000, which we expect to finance through funds generated from operations or additional borrowings under the Credit Agreement.

Summary Disclosures About Contractual Obligations and Commercial Commitments

We have future cash obligations under various types of contracts under the terms of our Credit Agreement, operating leases, programming contracts, employment agreements, and other operating contracts. For additional information concerning our future cash obligations see Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Summary Disclosures About Contractual Obligations” in our annual report on Form 10-K for the year ended December 31, 2005.

There have been no material changes to such contracts/commitments during the six months ended June 30, 2006. We anticipate that the above contractual cash obligations will be financed through funds generated from operations or additional borrowings under the Credit Agreement, or a combination thereof.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which require us to make estimates, judgments and assumptions that affect the reported amounts of certain assets, liabilities, revenues, expenses and related disclosures and contingencies. We evaluate estimates used in preparation of our financial statements on a continual basis. There have been no significant changes to our critical accounting policies that are described in Item 7. "Managements Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates" in our annual report on Form 10-K for the year ended December 31, 2005.

Inflation

The impact of inflation on our operations has not been significant to date. There can be no assurance that a high rate of inflation in the future would not have an adverse effect on our operations.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

Refer to "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations-Market Risk and Risk Management Policies" and "Item 7A. Quantitative and Qualitative Disclosures about Market Risk" in our annual report on Form 10-K for the year ended December 31, 2005 for a complete discussion of our market risk. There have been no material changes to the market risk information included in our 2005 annual report on Form 10-K.

Item 4. *Controls and Procedures*

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a — 15 of the Securities Exchange Act of 1934. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to cause the material information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 to be recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. There were no changes in the Company's internal controls over financial reporting during the quarter ended June 30, 2006, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

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PART II — OTHER INFORMATION

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

The following table summarizes our repurchases of our Class A Common Stock during the three months ended June 30, 2006. All shares repurchased during the quarter were repurchased in open market transactions on the New York Stock Exchange.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program(a)
April 1 — April 30, 2006	—	$ —		$ 7,361,698
May 1 — May 31, 2006	—	$ —		$ 7,361,698
June 1 — June 30, 2006	89,200	$ 9.568	89,200	$ 6,508,230
Total	89,200	$ 9.568		

(a) On August 7, 1998 our Board of Directors approved a Stock Buy-Back Program of up to $2,000,000 of our Class A Common Stock. Since August 1998, the Board of Directors has authorized several increases to the Stock Buy-Back Program, the most recent occurring on May 4, 2005, which increased the total amount authorized for repurchase of our Class A Common Stock to $30,000,000.

Item 4. *Submission of Matters to a Vote of Security Holders*

The Annual Meeting of Stockholders was held on May 15, 2006.

At the Annual Meeting of Stockholders, the stockholders voted on the following matters:

(1) The seven nominees for election as directors for the ensuing year, and until their successors are elected and qualified, received the following votes:

Name	For	Withheld
Brian W. Brady*	12,430,602	4,028,643
Jonathan Firestone*	12,432,450	4,026,795
Edward K. Christian	34,516,107	5,851,218
Donald Alt	36,340,277	4,027,048
Gary Stevens	34,278,493	6,088,832
Robert Maccini	34,278,593	6,088,732
Clarke Brown	36,338,682	4,028,643

* Elected by the holders of Class A Common Stock.

(2) The proposal to ratify the selection by the Board of Directors of Ernst & Young LLP as independent auditors to audit our consolidated financial statements for the fiscal year ending December 31, 2006 was approved with 40,312,667 votes cast for, 52,443 votes cast against and 2,215 abstentions.

Item 6. *Exhibits*

31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32. Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 and Rule 13-14(b) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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

	SAGA COMMUNICATIONS, INC.
Date: August 9, 2006	/s/ SAMUEL D. BUSH
	Samuel D. Bush *Senior Vice President,* *Chief Financial Officer, and Treasurer* *(Principal Financial Officer)*
Date: August 9, 2006	/s/ CATHERINE BOBINSKI
	Catherine Bobinski *Vice President, Corporate Controller and* *Chief Accounting Officer* *(Principal Accounting Officer)*

INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 and Rule 13-14(b) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward K. Christian, Chief Executive Officer of Saga Communications, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Saga Communications, 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 officer(s) 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 Rules 13a-15(f) and 15d-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 officer(s) 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 the 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.

/s/ Edward K. Christian

Edward K. Christian
Chief Executive Officer

Date: August 9, 2006

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Samuel D. Bush, Chief Financial Officer of Saga Communications, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Saga Communications, 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 officer(s) 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 Rules 13a-15(f) and 15d-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 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 officer(s) 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 the 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.

/s/ Samuel D. Bush

Samuel D. Bush
Chief Financial Officer

Date: August 9, 2006

EXHIBIT 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AND RULE 13-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Saga Communications, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Edward K. Christian, Chief Executive Officer of the Company, and Samuel D. Bush, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of our respective knowledge and belief, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

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

	/s/ Edward K. Christian
	Edward K. Christian Chief Executive Officer
Dated: August 9, 2006	
	/s/ Samuel D. Bush
	Samuel D. Bush Chief Financial Officer
Dated: August 9, 2006	