

**EXHIBIT 12**

The Pacifica Foundation (“Pacifica”) is filing this application to obtain Commission consent to the addition of new members to its Board of Directors. Pacifica is the licensee of Noncommercial Educational Stations KPFK, Los Angeles, CA; KPFT, Houston, TX; WBAI, New York, NY; WPFW, Washington, DC; KPFA, Berkeley, CA; and KPFB, Berkeley, CA, and related translators and boosters. Pacifica is a non-stock, non-profit corporation.

The selection of Pacifica’s new Board of Directors took place pursuant its Articles of Incorporation and By-Laws, copies of which are on file with the Commission. Board Members appoint officers from among the Board Members. The Board consists of 22 voting members. Board Members have final authority on all matters pertaining to the functioning of Pacifica.

No consideration or thing of value is being given in exchange for the interests being transferred. All Board Members are U.S. citizens. Each Board Member has one vote and, accordingly, post-transfer, will have a 4.55% voting interest.

The resulting transfer of control occurred, gradually over time, through routine changes in board membership. The members of the Board last submitted in a transfer of control application with the Commission (FCC File No. BTCED-20090302ADR) through the current year, following the annual business meeting each year, are:

LAST NAME	FIRST NAME	2009	2010	2011
Aaron	Grace	X		
Beaton	David	X		
Bediako	Nia	X	X	X
Birden	Carolyn	X		X
Brown	Jim	X		
Byrd	Acie	X		
Davis	Kathy	X	X	X
Edwards	Billy Ray	X		
Gendelman	Sherry	X		
King	Luzette	X		
Nwangaza	Efia	X	X	X
O’Brien	Shawn Casey	X	X	
Radford	Leslie	X	X	
Rawline	Sandra	X		
Reiter	George	X	X	
Ross	James	X		

LAST NAME	FIRST NAME	2009	2010	2011
Ross	Ricco	X	X	
Schroell	Wendy	X		
Simmons	Bonnie	X		
Turner	Andrea	X	X	X
Wanzala	Joe	X	X	
Young	Susan	X		
Aghamir	Shahram		X	
Bennett	Jim		X	
Brown	Alonzo		X	
Jager	Jennifer		X	
Luera	Alberto		X	
Uzzell	Richard		X	
Crosier	Bill		X	X
Johnson	Campbell		X	X
Orendoff	Kimory		X	X
Reese	Summer		X	X
Reid	Marcel		X	X
Rosenberg	Tracy		X	X
Steinberg	Alex		X	X
Gray	Heather			X
Aaron	Ken			X
Allen	Teresa			X
Apolinar	Jessica			X
Argueta	Rodrigo			X
Bethune	Wesley			X
Brazon	Lydia			X
Bryce-Laporte	Rene			X

The members the new Board for whom FCC consent is sought are:

Tracey Rosenberg - KPFA  
Berkeley, CA  
Listener Member

Andrea Turner - KPFA  
Berkeley, CA  
Listener Member

\*KPFA -  
Berkeley, CA  
Staff Member

\*KPFA -  
Berkeley, CA  
Listener Member

Ken Aaron - KPFK  
Los Angeles, CA  
Listener Member

Rodrigo Argueta - KPFK  
Los Angeles, CA  
Staff Member

Summer Reese - KPFK (Chair)  
Los Angeles, CA  
Listener Member

Lydia Brazon - KPFK  
Los Angeles, CA  
Listener Member

Wesley Bethune - KPFT  
Houston, TX  
Listener Member

Jessica Apolinar - KPFT  
Houston, TX  
Staff Member

Teresa Allen - KPFT  
Houston, TX  
Listener Member

Bill Crosier - KPFT (Vice Chair)  
Houston, TX  
Listener Member

Carolyn Birden - WBAI  
New York, NY  
Listener Member

Nia Bediako - WBAI  
New York, NY  
Listener Member

Kathy Davis - WBAI  
New York, NY  
Staff Member

Alex Steinberg - WBAI  
New York, NY  
Listener Member

Rene Bryce-Laporte - WPFW  
Washington DC  
Listener Member

Kimory Orendoff - WPFW  
Washington DC  
Staff Member

Campbell Johnson - WPFW  
Washington DC  
Listener Member

Marcel Reid - WPFW  
Washington DC  
Listener Member

Affiliate Stations Area Representatives

Heather Gray - WRFG  
Atlanta, GA  
Affiliate Member

Efia Nwangaza – WMXP-LP  
Greenville, SC  
Affiliate Member

\*In December 2010 the KPFA Local Station Board (“LSB”) elected 4 delegates to the Pacifica National Board (“PNB”). Subsequently the qualification of one member was challenged by the PNB. The PNB voted to remove this member from the LSB and PNB. Removal of this member would have changed the outcome of the election of delegates. Consequently the PNB has confirmed only two delegates from KPFA to the PNB. This ruling is on appeal in Alameda County court.