

### Description of Transaction

Texas Public Radio (“TPR”), licensee of noncommercial educational stations KPAC(FM), San Antonio, Texas; KSTX(FM), San Antonio, Texas; KTPR(FM), Snyder, Texas; KTXI(FM), Ingram, Texas; KVHL(FM), Llano, Texas, and permittee of unbuilt station KTPD(FM), Del Rio, Texas, is a non-stock, non-profit organization.

TPR is filing this application to obtain Commission consent to a change in control of its Board of Directors that has gradually occurred, as the result of routine annual changes in the Board membership, in the three years since the Commission granted TPR’s last gradual *pro forma* transfer of control application (FCC File No. BTCED-20130122AAY) in 2013.

The changes in TPR’s Board have taken place pursuant to its Articles of Incorporation and By-Laws. New Board members are elected by TPR’s Board of Directors.

### Old Board

The members of the Board at the time of TPR’s 2013 *pro forma* transfer of control application (“Old Board”) were:

Timothy Watt, Chair and Board Member  
Klee Kleber, Vice Chair and Board Member  
Hector Garcia, Treasurer and Board Member  
Kristine, Kieswetter, Secretary and Board Member  
Terry Collier, Board Member  
Bill Day, Board Member  
Bill Galbreath, Board Member  
Jose Garcia, Board Member  
Carol Harris, Board Member  
Pauline Jackson, Board Member  
James Lifshutz, Board Member  
Janet McNutt, Board Member  
Bonnie Reed, Board Member  
Bob Sohn, Board Member  
Tim Swan, Board Member  
Roy Travers, Board Member  
Jordan Vexler, Board Member  
Karen Lee Zachry, Board Member

**New Board**

The members of the new Board (“New Board”) to whom control will pass, and with respect to which Commission consent is hereby sought, are:

Tim Swan, Chair & Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

James Lifshutz, Vice Chair & Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Bill Day, Treasurer & Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Jordan Vexler, Secretary & Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Barbara Alexander, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Katy Flato, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Victoria Garcia, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Pauline Jackson, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Lamont Jefferson, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Bill Reynolds, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

G.P. Singh, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Rick Soat, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Bob Sohn, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Kathy Sosa, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Tim Symchych, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Brandi Vitier, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Dustin Yates, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Karen Lee Zachry, Board Member  
8401 Datapoint Dr.  
San Antonio, TX 78229

Texas Public Radio uses a system of staggered terms to avoid a situation in which a majority of its Board members will change in any one year. Board terms are normally for a period of three years. As a result, there normally will be a change in the majority of the Board members every three to four years.

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January 2016  
Texas Public Radio  
Exhibit 12**

The chart that follows first lists the Board members that were approved by the Commission in response to the gradual *pro forma* transfer of control application filed in 2013 (FCC File No. BTCED-20130122AAY). Although new Board members normally take their seats on the Board in January of each year, minor changes in the Board do occur throughout the rest of the year.

Immediately beneath the date listed in each column is a percentage that reflects the percentage of the then sitting board members that were approved by the Commission in 2013. Each Board member holds a 1/18 voting interest. When 1/18 is expressed in decimal form, the result, when rounded to the second decimal place, is 5.56%.

As can be seen from the chart, it has taken three years to reach the point where a majority of the board members has changed in comparison to the Board approved by the Commission in the January 2013 gradual *pro forma* transfer of control application. In no year has there been a sudden change in a majority of the Board. Even now, seven of the 18 board members approved by the Commission in 2013 continue to sit on the Board.

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**Texas Public Radio Board Member Transition – January 2013 to January 2016**

<b>Name</b>	<b>January 2013 FCC File No. BTCED- 20130122AAAY (100%)</b>	<b>January 2014 (83.33%)</b>	<b>January 2015 (61.11%)</b>	<b>March 2015 Biennial FCC Ownership Report FCC File No. BOA- 20150330ACV (61.11%)</b>	<b>January 2016 This Application (38.89%)</b>
Timothy Watt	5.56%	5.56%	--	--	--
Klee Kleber	5.56%	--	--	--	--
Hector Garcia	5.56%	5.56%	5.56%	5.56%	--
Kristine Kieswetter	5.56%	5.56%	5.56%	5.56%	--
Terry Collier	5.56%	5.56%	5.56%	5.56%	--
Bill Day	5.56%	5.56%	5.56%	5.56%	5.56%
Bill Galbreath	5.56%	5.56%	5.56%	5.56%	--
Jose Garcia	5.56%	5.56%	--	--	--
Carol Harris	5.56%	--	--	--	--
Pauline Jackson	5.56%	5.56%	5.56%	5.56%	5.56%
James Lifshutz	5.56%	5.56%	5.56%	5.56%	5.56%
Janet McNutt	5.56%	--	--	--	--
Bonnie Reed	5.56%	5.56%	--	--	--
Bob Sohn	5.56%	5.56%	5.56%	5.56%	5.56%
Tim Swan	5.56%	5.56%	5.56%	5.56%	5.56%
Roy Travers	5.56%	5.56%	--	--	--
Jordan Vexler	5.56%	5.56%	5.56%	5.56%	5.56%
Karen Lee Zachry	5.56%	5.56%	5.56%	5.56%	5.56%
Bill Reynolds	--	5.56%	5.56%	5.56%	5.56%
Kathy Sosa	--	5.56%	5.56%	5.56%	5.56%
Tim Symchych	--	5.56%	5.56%	5.56%	5.56%
Barbara Alexander	--	--	5.56%	5.56%	5.56%
Victoria Garcia	--	--	5.56%	5.56%	5.56%
Brandi Vitter	--	--	5.56%	5.56%	5.56%
Dustin Yates	--	--	5.56%	5.56%	5.56%
Katy Flato	--	--	--	--	5.56%
Lamont Jefferson	--	--	--	--	5.56%
G. P. Singh	--	--	--	--	5.56%
Rick Soat	--	--	--	--	5.56%

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No officer or other member of the Board of Directors holds an interest in any other broadcast station, newspaper, cable system or other medium of mass communications that would cause such officership or membership position to run afoul of the Commission's ownership limitations as set forth in Section 73.3555 of the Commission's rules.

GSB:7488712.1