

**Exhibit 12**  
**FCC 314 Application Response to Section III, Question 3**

**SUMMARY OF AGREEMENT**  
**AND PLAN OF MERGER ("MERGER AGREEMENT") BY AND AMONG**  
**BARRY TELECOMMUNICATIONS, INC.; BARRY UNIVERSITY AND WXEL PUBLIC**  
**BROADCASTING CORPORATION**

The Merger Agreement provides that the Assignor, Barry Telecommunications, Inc., a Florida not-for-profit corporation ("BarryTel") and the Federal Communications Commission ("FCC") licensee of non-commercial television station WXEL-TV, West Palm Beach, FL ("Station") will merge with and into WXEL Public Broadcasting Corporation, a Florida not-for-profit corporation ("WPBC") and by operation of Florida law, WPBC will assume all operations and assets of BarryTel (collectively the "Merger"), pursuant to the terms and conditions of the Merger Agreement. The Merger Agreement fully complies with FCC rules and policies.

Pursuant to the Merger Agreement, WPBC, the Assignee, will pay Barry University, the sole member of BarryTel, all outstanding debt owed by BarryTel to Barry University on the date of closing, currently valued at \$1,446,102, plus a no interest promissory note payable to Barry University in the amount of \$170,000 and a certain number of underwriting spots to be broadcast on WXEL-TV, at the discretion of the Assignor, over five years valued at \$273,000.

As a result of the proposed Merger, the Lease Agreement between the Florida Board of Education and Barry Telecommunications for use by the Station of the television studio and television equipment located in Boynton Beach, Florida will be assigned to WPBC. Section 3 of the Lease Agreement required that BarryTel receive the prior written consent of the Florida Board of Education prior to any assignment of the Lease Agreement to any third party or successor-in-interest. Accordingly, on March 27, 2012, BarryTel requested such consent and the Florida Board of Education voted unanimously to consent to the assignment of the Lease Agreement to WPBC. Following receipt of this required Florida Board of Education consent, BarryTel now seeks the consent of the FCC to the proposed assignment, as part of the proposed Merger, of the FCC licenses to operate WXEL-TV, West Palm Beach, Florida from BarryTel to WPBC.