

**STAMP & RETURN**



Raymond G. Bender  
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September 7, 2007

**FILED/ACCEPTED**

**SEP - 7 2007**

Federal Communications Commission  
Office of the Secretary

**VIA HAND DELIVERY**

Marlene H. Dortch, Esquire  
Secretary  
Federal Communications Commission  
The Portals  
445-12th Street, S.W.  
Washington, DC 20554

Re: **Clear Channel Broadcasting, Inc.  
Amendment to Pending Request for Section 325(c) Permit  
File No. 325-NEW-20070329-00001 P**

Dear Ms. Dortch:

Transmitted herewith, in duplicate, is a minor amendment to the above-referenced application for a new Section 325(c) authorization to permit Clear Channel Broadcasting, Inc. (“CCB”) to continue to deliver programs to Mexican broadcast station XHEPR-FM, Ciudad Juarez, Mexico, following a proposed transfer of control of Clear Channel Communications, Inc. (“CCC”) and its licensee subsidiaries, including CCB.

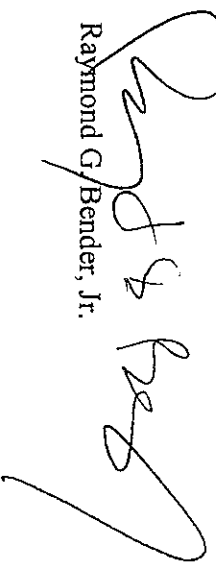
The purpose of this amendment is to submit a new Exhibit I, and new Attachment B, to clarify certain aspects of the transaction giving rise to this Section 325(c) application, and to report minor ownership changes involving the proposed Transferees. The clarifications embodied in the new exhibit were incorporated, at the request of the FCC’s Media Bureau staff, in an amended exhibit to the pending FCC Form 315 transfer of control applications submitted with respect to each of the broadcast licensee subsidiaries of CCC. These clarifications are being provided to the International Bureau in the interest of furnishing complete and parallel information to each of the FCC Bureaus considering the proposed transaction.

Should any question arise with regard to any portion of the amendment relating to Transferee Bain, please communicate with Meredith S. Senter, Jr. at Leventhal Senter & Lerman

Marlene H. Dortch, Esquire  
September 7, 2007  
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PLLC. Should any question arise with regard to any portion of the amendment relating to Transferee T.H. Lee, kindly communicate with the undersigned.

Respectfully submitted,



Raymond G. Bender, Jr.

RGB/vll  
Enclosure

cc: Kathryn O'Brien, Esquire  
Jennifer Gilseman, Esquire  
James Balis, Esquire  
John Grizzle  
Janice Shields, Esquire  
Meredith Senter, Esquire  
Marnie Sarver, Esquire

AMENDMENT

Thomas H. Lee Equity Fund VI, L.P. ("T.H. Lee") and Bain Capital (CC) IX, L.P. ("Bain," and together with T.H. Lee, the "Transferees") hereby amend the pending FCC Form 308 application for authority, pursuant to Section 325(c) of the Communications Act, as amended, for Clear Channel Broadcasting, Inc. ("CCB") to deliver programming to Mexican broadcast station XHEPR-FM, Ciudad Juarez, Chihuahua, Mexico. CCB, which is an indirect wholly-owned subsidiary of Clear Channel Communications, Inc. ("CCC"), currently holds Section 325(c) authority to deliver programming to XHEPR. The pending application requests the issuance of a new Section 325(c) permit to CCB (as owned by CCC following the transfer of control of CCC described in the application).

This amendment submits a new Exhibit I, and a new Attachment B, to clarify certain aspects of the proposed merger and to report minor ownership changes involving the Transferees. The clarifications embodied in the new exhibit were incorporated, at the request of the FCC's Media Bureau staff, in an amended exhibit to the pending FCC Form 315 transfer of control applications for each of the broadcast licensee subsidiaries of CCC. These clarifications also are being provided to the International Bureau in the interest of furnishing complete and parallel information to each of the FCC Bureaus considering the proposed transaction.

The Applicant acknowledges that all statements contained in this amendment and attached exhibits are material representations, and that the exhibits forming a part of this amendment are incorporated herein as if set out in full in the amendment. The undersigned certifies that the statements contained in this amendment are true, complete, and correct to the best of his/her knowledge and belief and are made in good faith.

Dated: September 2, 2007

\_\_\_\_\_  
Scott M. Sperling  
Co-President of Thomas H. Lee Advisors, LLC  
General Partner of Thomas H. Lee Partners, L.P.  
Sole Member of THL Equity Advisors VI, LLC  
General Partner of Thomas H. Lee Equity Fund VI, L.P.

Dated: September \_\_, 2007

\_\_\_\_\_  
Ian K. Loring  
Managing Director of Bain Capital Investors, LLC  
General Partner of Bain Capital Partners (CC) IX, L.P.  
General Partner of Bain Capital (CC) IX, L.P.

AMENDMENT

Thomas H. Lee Equity Fund VI, L.P. ("T.H. Lee") and Bain Capital (CC) IX, L.P. ("Bain," and together with T.H. Lee, the "Transferees") hereby amend the pending FCC Form 308 application for authority, pursuant to Section 325(c) of the Communications Act, as amended, for Clear Channel Broadcasting, Inc. ("CCB") to deliver programming to Mexican broadcast station XHEPR-FM, Ciudad Juarez, Chihuahua, Mexico. CCB, which is an indirect wholly-owned subsidiary of Clear Channel Communications, Inc. ("CCC"), currently holds Section 325(c) authority to deliver programming to XHEPR. The pending application requests the issuance of a new Section 325(c) permit to CCB (as owned by CCC following the transfer of control of CCC described in the application).

This amendment submits a new Exhibit 1, and a new Attachment B, to clarify certain aspects of the proposed merger and to report minor ownership changes involving the Transferees. The clarifications embodied in the new exhibit were incorporated, at the request of the FCC's Media Bureau staff, in an amended exhibit to the pending FCC Form 315 transfer of control applications for each of the broadcast licensee subsidiaries of CCC. These clarifications also are being provided to the International Bureau in the interest of furnishing complete and parallel information to each of the FCC Bureaus considering the proposed transaction.

The Applicant acknowledges that all statements contained in this amendment and attached exhibits are material representations, and that the exhibits forming a part of this amendment are incorporated herein as if set out in full in the amendment. The undersigned certifies that the statements contained in this amendment are true, complete, and correct to the best of his/her knowledge and belief and are made in good faith.

Dated: September \_\_, 2007

Scott M. Sperling

Co-President of Thomas H. Lee Advisors, LLC  
General Partner of Thomas H. Lee Partners, L.P.  
Sole Member of THL Equity Advisors VI, LLC  
General Partner of Thomas H. Lee Equity Fund VI, L.P.

Dated: September 6, 2007

Ian K. Loring

Managing Director of Bain Capital Investors, LLC  
General Partner of Bain Capital Partners (CC) IX, L.P.  
General Partner of Bain Capital (CC) IX, L.P.

Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
September 2007

Exhibit 1

Structure and Ownership of the Applicant

This application requests the issuance of a new Section 325(c) permit authorizing Clear Channel Broadcasting, Inc. ("CCB" or the "Applicant") to deliver programming to Mexican broadcast station XHEPR-FM, 99.1 MHz, Ciudad Juarez, following consummation of a proposed transfer of control of Clear Channel Communications, Inc. ("CCC") and its licensee subsidiaries. CCB, which is an indirect wholly-owned subsidiary of CCC, currently holds Section 325(c) authority to deliver programming to XHEPR.<sup>1</sup> The issuance of a new Section 325(c) permit to CCB (as owned by CCC following the transfer of control of CCC described herein) will facilitate the continued delivery of programming by CCB to XHEPR after the proposed transaction.

The transaction giving rise to this application involves a transfer of control of CCC from the present shareholders of CCC to Thomas H. Lee Equity Fund VI, L.P. ("T.H. Lee") and Bain Capital (CC) IX, L.P. ("Bain," and together with T.H. Lee, the "Transferees"). At the closing of the transaction (the "Closing"), the transfer of control will be effectuated by the merger of BT Triple Crown Merger Co., Inc. ("MergerCo") with and into CCC, whereupon the separate existence of MergerCo will cease, and the surviving corporation ("Surviving CCC") will continue under the name "Clear Channel Communications, Inc." and under the ultimate control of T.H. Lee and Bain.<sup>2</sup>

The following chart included as Attachment C depicts the proposed control structure of the Surviving CCC.<sup>3</sup>

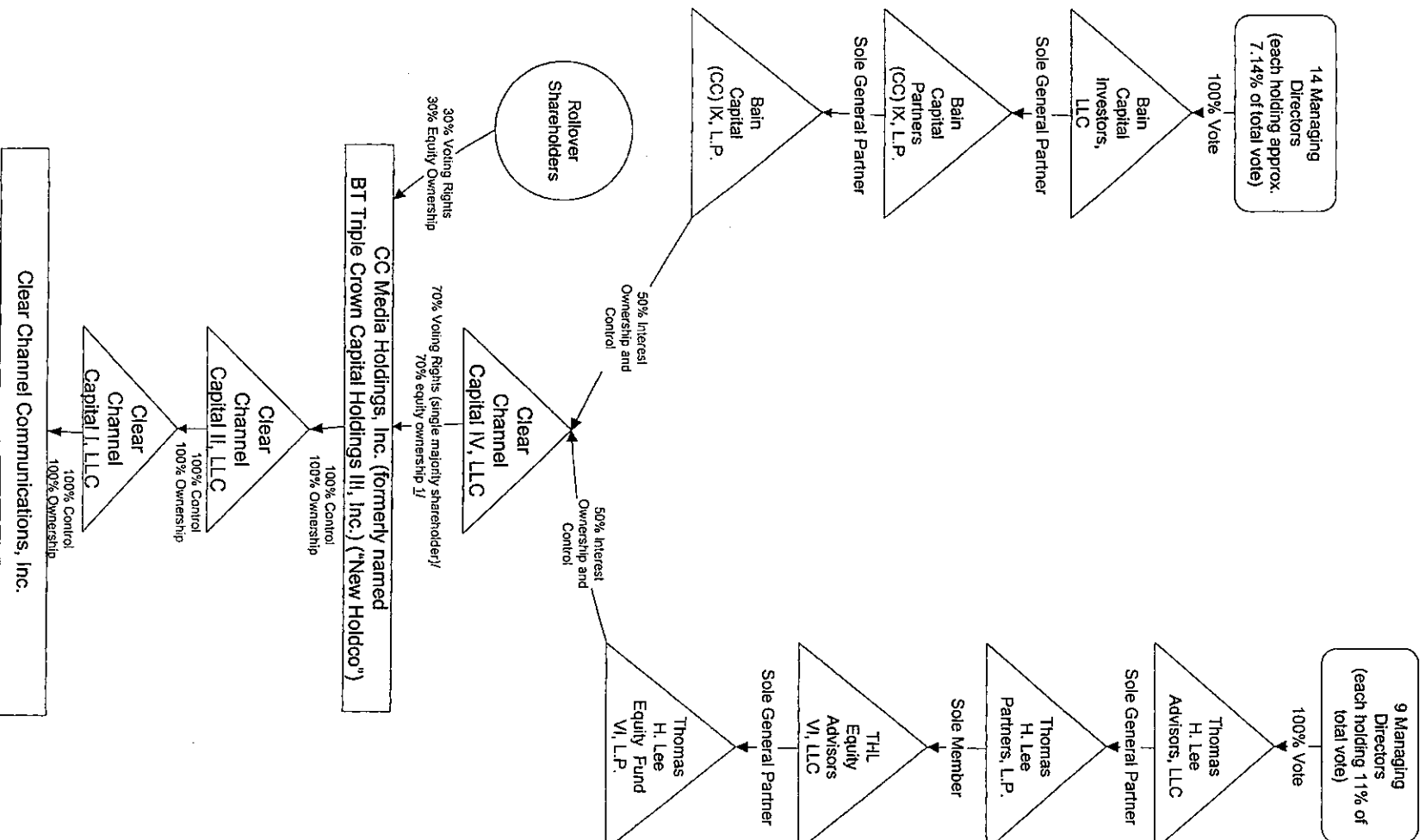
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<sup>1</sup> See File No. 325-NEW-19990929-00008, granted November 17, 1999. An application for renewal of CCB's Section 325(c) authority was filed on November 17, 2004, and remains pending. See File No. 325-RWL-20041117-00012. FCC action on CCB's renewal application apparently is awaiting information from Mexican authorities concerning XHEPR's operating parameters.

<sup>2</sup> Affiliates of Transferees are in the business of managing capital and investing in a broad range of companies.

<sup>3</sup> Except as may be otherwise specified, information provided in the Transfer Applications with respect to the Transferees pertains to the control of the Surviving CCC as it will exist as of Closing.

# CLEAR CHANNEL COMMUNICATIONS, INC. Post-Closing Voting Interests



<sup>1/</sup> It is anticipated that a majority of the equity ownership assigned to Clear Channel Capital IV, LLC ultimately will be held by affiliates and associated investors of T. H. Lee and Bain in the form of non-voting, non-attributable stock in New Holdco, but any such investment will not reduce the 70% voting control of New Holdco by Clear Channel Capital IV, LLC.

**Amendment to Exhibit 1**  
**Clear Channel Broadcasting, Inc.**  
**FCC Form 308, Items 7(d) and 7(g)**  
**September 2007**

Information regarding the officers, directors, and voting stockholders of Surviving CCC is provided in Attachment B hereto.<sup>4</sup> As reflected in Attachment B and in Attachment C, after the Closing, CC Media Holdings, Inc. (formerly named BT Triple Crown Capital Holdings II, Inc.) ("New Holdco") indirectly will wholly own and control Surviving CCC through two intermediate, single member limited liability companies.<sup>5</sup> Clear Channel Capital IV, LLC, a Delaware limited liability company, will control approximately 70% of the voting rights in New Holdco. The two Transferees are the two members of Clear Channel Capital IV, LLC. Thus, each Transferee will have equal control over seventy percent (70%) of the voting rights in New Holdco. The remaining approximately thirty percent (30%) of the voting rights in New Holdco will be held at the Closing by those public shareholders of CCC that choose to become shareholders in New Holdco upon the Closing.

At the Closing, New Holdco will have a board of directors composed of twelve (12) members. Ten (10) members of the board of directors of New Holdco will be elected by a general shareholder vote. Because Clear Channel Capital IV, LLC will control 70% of the voting rights in New Holdco, Clear Channel Capital IV, LLC will have the power to determine all ten (10) members of the New Holdco board of directors that are elected by general shareholder vote. Thus, Clear Channel Capital IV, LLC will have the power to elect 83.3% of the board of directors of New Holdco. The remaining two (2) members of the board of directors of New Holdco will be elected, as described below, by public shareholders of CCC who choose to roll over a portion of their present investment in CCC into an investment in New Holdco. Thus, these shareholders will have the power to elect 16.7% of the board of directors of New Holdco.

Clear Channel Capital IV, LLC, the limited liability company that will control New Holdco, will itself be controlled in equal parts (that is, 50/50) by T.H. Lee and Bain. As reflected in Attachment B, T.H. Lee and Bain will cause Clear Channel Capital IV, LLC (i) to vote its shares in New Holdco to elect four (4) directors proposed by T.H. Lee and four (4) directors proposed by Bain and (ii) jointly to elect Mark P. Mays and Randall Mays as directors of New Holdco. Thus, Clear Channel Capital IV, LLC will name ten (10) of the twelve (12) directors of New Holdco, will control New Holdco, and will be the single majority shareholder of New Holdco. New Holdco, in turn, will cause the board of directors of Surviving CCC, which it controls, to have the same initial composition as the board of directors of New Holdco.

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<sup>4</sup> For the convenience of the Commission, information furnished in Attachment B is provided in the same format as provided in response to Item 6(a), Section IV of the pending Form 315 transfer of control applications for FCC consent to transfer control of the various broadcast licenses held by subsidiaries of CCC from the shareholders of CCC to the Transferees.

<sup>5</sup> Those intermediate limited liability companies are (i) Clear Channel Capital I, LLC, the sole member of which is Clear Channel Capital II, LLC; and (ii) Clear Channel Capital II, LLC, the sole member of which is New Holdco.

Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
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The remaining two directors of New Holdco will be independent directors selected by the public shareholders of CCC that choose to become shareholders in New Holdco upon the Closing.<sup>6</sup>

The officers of CCC duly appointed as of the date of the Closing will continue in their respective offices in the Surviving CCC. Accordingly, the present CCC officers are reported below.

Attachment B has been supplemented to provide the percentage of total assets (debt-plus-equity) of CCC post-merger that would be held by each of the parties to the application. The percentages of total debt-plus-equity reported below are derived from the merger-adjusted *pro forma* condensed consolidated balance sheet on pages 34-35 of Amendment No. 3 to the Form S-4 Registration Statement of CC Media Holdings, Inc., submitted to the Securities and Exchange Commission on July 31, 2007. The merger-adjusted balance sheet shows total assets of \$32,799,566,000 and total shareholder equity of \$3,887,087,000, representing approximately 11.85% of total assets. Thus, no party to this application would have an interest in the total assets of CCC or its licensee subsidiaries that would exceed 33%.<sup>7</sup> In addition, no single entity or person will have a debt interest in CCC post-merger that would amount to 33% or more of the total asset value (debt plus equity) of CCC. Thus, as previously reported, no party to the Transferees' section of the application will acquire attributable status as a result of the operations of the Commission's "equity-debt-plus" rule, 49 C.F.R. § 73.3555, Note 2(j).

Line 6 on Attachment B reports the equity ownership percentages of each of the Transferee parties to the application for the particular entity in which each such party is reported, without the application of the multiplier or the aggregation of ownership interests held through other entities.

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<sup>6</sup> One of these two directors initially will be selected by Highfields Capital Management LP ("HCMLP") and the other director initially will be selected by the nominating committee of New Holdco in consultation with HCMLP and other significant public shareholders, if any. Thereafter, the two independent directors will be selected by public shareholders of CCC that choose to become shareholders in New Holdco upon the Closing; provided, that until HCMLP owns less than 5% of the outstanding voting securities of New Holdco, New Holdco will nominate one independent director who is selected by HCMLP and will nominate the other independent director after consultation with HCMLP and other significant public shareholders, if any.

<sup>7</sup> The equity-plus-debt figures reported on Line 5 of Attachment B for officers and directors of a corporation do not include the percentages of equity and debt attributable to them solely because of their status as officers and directors. That figure, of course, would be identical to the total asset percentages reported for the corporation on which the officer or director serves.



Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
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**Attachment B**  
**Clear Channel Communications, Inc. (following merger at the Closing with BT**  
**Triple Crown Merger Co., Inc.)**

Line 1 - Name and address of officers, directors and stockholders  
Line 2 - Citizenship  
Line 3 - Positional interest  
Line 4 - Percentage of votes  
Line 5 - Percentage of total assets (debt plus equity)<sup>1</sup>  
Line 6 - Equity Ownership

The Transfer Agreement provides that the officers of the Surviving CCC following the Closing will be the officers of CCC immediately prior to the Closing. The current officers of CCC (as provided by CCC) are listed below.

	(a)	(b)	(c)
1.	Clear Channel Communications, Inc. 2625 S. Memorial Drive Suite A Tulsa, OK 74129	Mark P. Mays 120 Primrose San Antonio, TX 78209	Randall T. Mays 400 Genesco Rd. San Antonio, TX 78209
2.	Texas corporation	U.S.	U.S.
3.	N/A	Director/CEO/COO	Director/President/CFO
4.	N/A	0%	0%
5.	N/A	Less than 1%	Less than 1%
6.	N/A	0%	0%
	(d)	(e)	(f)
1.	Bob Cohen 308 Elizabeth Road San Antonio, TX 78209	John Hogan 30899 Venturer Fair Oaks Ranch, TX	Paul Meyer 200 East Basse Road San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	President Clear Channel International Radio	President/CEO Clear Channel Radio	Global President/COO Clear Channel Outdoor Worldwide
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

<sup>1</sup> Line 5 reports the percentage of total assets (debt plus equity) in CCC or its licensee subsidiaries as explained in the text of Exhibit 14 above, after applying the correct multiplier, if any.

Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
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	(g)	(h)	(i)
1.	Don Perry 4 Montique Court San Antonio, TX	Andrew W. Levin 13751 Bluff Villas Court San Antonio, TX 78216	Brian Coleman 219 Ridge Haven Place San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	President/CEO Clear Channel Television	Executive Vice President/Chief Legal Officer/Secretary	Senior Vice President/Treasurer
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(l)	(k)	(j)
1.	Charles G. Dan, III 503 Circle St. San Antonio, TX 78209	Bill Hamersly 9543 Legend Isle Dr. San Antonio, TX 78250	Herbert W. Hill, Jr. 401 Eldon San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	Senior Vice President/Real Estate	Senior Vice President/Human Resources	Senior Vice President/CAO/ Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(m)	(n)	(o)
1.	Kathryn Mays Johnson 528 Terrell Road San Antonio, TX 78209	Jessica Marventano 2419 North Lincoln Street Arlington, VA 22207	Randy Palmer 13914 Blenheim Ridge San Antonio, TX 78321
2.	U.S.	U.S.	U.S.
3.	Senior Vice President/Corporate Relations	Senior Vice President/Government Affairs	Senior Vice President/Investor Relations
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(p)	(q)	(r)
1.	Stephanie Rosales 9531 Shining Elm San Antonio, TX 78254	John T. Tippit 404 Charles Rd. San Antonio, TX 78209	David E. Wilson 2603 Quail Knoll San Antonio, TX 78231
2.	U.S.	U.S.	U.S.
3.	Senior Vice President/Corporate Accounting and Regulatory Compliance	Senior Vice President/Strategic Development	Senior Vice President/Chief Information Officer
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

**Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
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	(s)	(t)	(u)
1.	Scott Bick 13811 Ridge Arm San Antonio, TX 78230	Dirk Eller 680 E. Basse Road, # 134 San Antonio, TX 78209	Chris Harrington 24823 Shining Arrow San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	Vice President/Domestic Tax	Vice President/Corporate Development	Vice President/International Tax
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(v)	(w)	(x)
1.	Ace Horan 74 Sable Heights San Antonio, TX 78258	Paul Peterson 6202 Welles Brook Dr. San Antonio, TX 78240	Joe Shannon 914 Foxton Drive San Antonio, TX
2.	U.S.	U.S.	U.S.
3.	Vice President/Financial Systems	Vice President/Corporate Services	Vice President/Chief Technology Officer
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(y)	(z)	(aa)
1.	Mary Stich 2602 Friar Tuck San Antonio, TX 78209	Hamlet T. Newson, Jr. 6 Rock Ridge San Antonio, TX 78209	Lisa Dollinger 2100 Robinhood Trail Austin, TX 78703
2.	U.S.	U.S.	U.S.
3.	Vice President/Associate General Counsel	Assistant Secretary	Chief Communications Officer
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(bb)	(cc)	(dd)
1.	Scott M. Sperling 100 Federal Street 35th Floor Boston, MA 02110	Richard J. Bressler 100 Federal Street 35th Floor Boston, MA 02110	Kent R. Weldon 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Director	Director	Director
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	0%	0%	0%

**Amendment to Exhibit I  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
September 2007**

	(ee)	(ff)	(gg)
1.	Charles A. Brizius 100 Federal Street 35th Floor Boston, MA 02110	Stephen W. Barnes c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	John P. Connaughton c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Director	Director	Director
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	0%	0%	0%

	(hh)	(ii)	(jj)
1.	Ian K. Loring c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Edward J. Han c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	HCMLP Designated Director <sup>2</sup>
2.	U.S.	U.S.	U.S.
3.	Director	Director	Director
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	0%	0%	0%

<sup>2</sup> This director will be a United States citizen and will be designated at Closing. This director will be initially selected by the nominating committee of New Holdco in consultation with HCMLP and other significant public shareholders, if any, that may elect to roll over a portion of their present interest in CCC into shares of New Holdco. Thereafter, this director will be selected by the holders of the shares issued as merger consideration to the present public shareholders that may choose to become shareholders in New Holdco post-Closing, provided, that until HCMLP owns less than 5% of the outstanding voting securities of New Holdco issued as merger consideration, New Holdco will nominate a candidate who is selected by HCMLP. No additional interest in the total assets of surviving CCC is associated with this position.

**Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
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	(kk)	(ll)	(mm)
1.	Shareholder Elected Director <sup>3</sup>	L. Lowry Mays 500 Alameda Cir. San Antonio, TX 78212	Clear Channel Capital I, LLC c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin
2.	U.S.	U.S.	Delaware Limited Liability Company
3.	Director	Chairman Emeritus	Sole Shareholder
4.	0%	0%	100%
5.	See Note 3	Less than 1%	11.85%
6.	0%	0%	100%

<sup>3</sup> This director will be initially selected by the nominating committee of New Holdco in consultation with HCMLP and other significant public shareholders, if any. Thereafter, this director will be selected by the holders of the shares issued as merger consideration to the present public shareholders that may choose to become shareholders in New Holdco post-Closing; provided, that until HCMLP own less than 5% of the outstanding voting securities of New Holdco issued as merger consideration, New Holdco will nominate the candidate to fill this seat on the board after consultation with HCMLP and other significant public shareholders, if any. No additional interest in the total assets of surviving CCC is associated with this position.

Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
September 2007

Line 1 - Name and address of officers, directors and stockholders  
Line 2 - Citizenship  
Line 3 - Positional Interest  
Line 4 - Percentage of votes  
Line 5 - Percentage of total assets (debt plus equity)  
Line 6 - Equity Ownership

**Clear Channel Capital I, LLC**

	(a)	(b)
1.	Clear Channel Capital I, LLC c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin	Clear Channel Capital II, LLC c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin
2.	Delaware Limited Liability Company	Delaware Limited Liability Company
3.	N/A	Sole Member
4.	N/A	100.00%
5.	N/A	11.85%
6.	N/A	100%

**Clear Channel Capital II, LLC**

	(a)	(b)
1.	Clear Channel Capital II, LLC c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin	CC Media Holdings, Inc. (formerly named BT Triple Crown Capital Holdings III, Inc.) c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin
2.	Delaware Limited Liability Company	Delaware Corporation
3.	N/A	Sole Member
4.	N/A	100.00%
5.	N/A	11.85%
6.	N/A	100%

Amendment to Exhibit 1  
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Line 1 - Name and address of officers, directors and stockholders  
Line 2 - Citizenship  
Line 3 - Positional interest  
Line 4 - Percentage of votes  
Line 5 - Percentage of total assets (debt plus equity)  
Line 6 - Equity Ownership

**CC Media Holdings, Inc. (formerly named  
BT Triple Crown Capital Holdings III, Inc.) ("New Holdco")**

	(a)	(b)	(c)
1.	CC Media Holdings, Inc. (formerly named BT Triple Crown Capital Holdings III, Inc. c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin	Mark P. Mays 120 Primrose San Antonio, TX 78209	Randall T. Mays 400 Genesco Rd. San Antonio, TX 78209
2.	Delaware Corporation	U.S.	U.S.
3.	N/A	Director/CEO/COO	Director/President/CFO
4.	N/A	0%	0%
5.	N/A	Less than 1%	Less than 1%
6.	N/A	Less than 1%	Less than 1%

	(d)	(e)	(f)
1.	Bob Cohen 308 Elizabeth Road San Antonio, TX 78209	John Hogan 30899 Venturer Fair Oaks Ranch, TX	Paul Meyer 200 East Basse Road San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	President Clear Channel International Radio	President/CEO Clear Channel Radio	Global President/COO Clear Channel Outdoor Worldwide
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(g)	(h)	(i)
1.	Don Perry 4 Montique Court San Antonio, TX	Andrew W. Levin 13751 Bluff Villas Court San Antonio, TX 78216	Brian Coleman 219 Ridge Haven Place San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	President/CEO Clear Channel Television	Executive Vice President/Chief Legal Officer/Secretary	Senior Vice President/Treasurer
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

Amendment to Exhibit 1  
Clear Channel Broadcasting, Inc.  
FCC Form 308, Items 7(d) and 7(g)  
September 2007

	(j)	(k)	(l)
1.	Charles G. Dan, III 503 Circle St. San Antonio, TX 78209	Bill Hamersly 9543 Legend Isle Dr. San Antonio, TX 78250	Herbert W. Hill, Jr. 401 Eldon San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	Senior Vice President/Real Estate	Senior Vice President/Human Resources	Senior Vice President/CAO/ Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(m)	(n)	(o)
1.	Kathryn Mays Johnson 528 Terrell Road San Antonio, TX 78209	Jessica Marventano 2419 North Lincoln Street Arlington, VA 22207	Randy Palmer 13914 Blenheim Ridge San Antonio, TX 78321
2.	U.S.	U.S.	U.S.
3.	Senior Vice President/Corporate Relations	Senior Vice President/Government Affairs	Senior Vice President/Investor Relations
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(p)	(q)	(r)
1.	Stephanie Rosales 9531 Shining Elm San Antonio, TX 78254	John T. Tippit 404 Charles Rd. San Antonio, TX 78209	David E. Wilson 2603 Quail Knoll San Antonio, TX 78231
2.	U.S.	U.S.	U.S.
3.	Senior Vice President/Corporate Accounting and Regulatory Compliance	Senior Vice President/Strategic Development	Senior Vice President/Chief Information Officer
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%

	(s)	(t)	(u)
1.	Scott Bick 13811 Ridge Arm San Antonio, TX 78230	Dirk Eller 680 E. Basse Road, # 134 San Antonio, TX 78209	Chris Harrington 24823 Shining Arrow San Antonio, TX 78209
2.	U.S.	U.S.	U.S.
3.	Vice President/Domestic Tax	Vice President/Corporate Development	Vice President/International Tax
4.	0%	0%	0%
5.	0%	0%	0%
6.	0%	0%	0%



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	(v)		(w)		(x)
1.	Ace Horan 74 Sable Heights San Antonio, TX 78258	Paul Peterson 6202 Welles Brook Dr. San Antonio, TX 78240	Joe Shannon 914 Foxton Drive San Antonio, TX		
2.	U.S.	U.S.	U.S.		
3.	Vice President/Financial Systems	Vice President/Corporate Services	Vice President/Chief Technology Officer		
4.	0%	0%	0%		
5.	0%	0%	0%		
6.	0%	0%	0%		

	(y)		(z)		(aa)
1.	Mary Stich 2602 Friar Tuck San Antonio, TX 78209	Hamlet T. Newson, Jr. 6 Rock Ridge San Antonio, TX 78209	Lisa Dollinger 2100 Robinhood Trail Austin, TX 78703		
2.	U.S.	U.S.	U.S.		
3.	Vice President/Associate General Counsel	Assistant Secretary	Chief Communications Officer		
4.	0%	0%	0%		
5.	0%	0%	0%		
6.	0%	0%	0%		

	(bb)		(cc)		(dd)
1.	Scott M. Sperling 100 Federal Street 35th Floor Boston, MA 02110	Richard J. Bressler 100 Federal Street 35th Floor Boston, MA 02110	Kent R. Weldon 100 Federal Street 35th Floor Boston, MA 02110		
2.	U.S.	U.S.	U.S.		
3.	Director	Director	Director		
4.	0%	0%	0%		
5.	Less than 1%	Less than 1%	Less than 1%		
6.	0%	0%	0%		

	(ce)		(ff)		(gg)
1.	Charles A. Brizius 100 Federal Street 35th Floor Boston, MA 02110	Stephen W. Barnes c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	John P. Connaughton c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119		
2.	U.S.	U.S.	U.S.		
3.	Director	Director	Director		
4.	0%	0%	0%		
5.	Less than 1%	Less than 1%	Less than 1%		
6.	0%	0%	0%		

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	(hh)	(ii)	(jj)
1.	Ian K. Loring c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Edward J Han c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	HCMLP Designated Director See Note 2
2.	U.S.	U.S.	U.S.
3.	Director	Director	Director
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	See Note 2
6.	0%	0%	0%

	(kk)	(ll)	(mm)
1.	Shareholder Elected Director See Note 3	L. Lowry Mays 500 Alameda Cir. San Antonio, TX 78212	Clear Channel Capital IV, LLC c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin
2.	U.S.	U.S.	Delaware Limited Liability Company
3.	Director	Chairman Emeritus	Shareholder
4.	0%	0%	Approximately 70%
5.	See Note 3	Less than 1%	8.22% (See Note 4)
6.	0%	0%	70% <sup>4</sup>

<sup>4</sup> The remaining approximately thirty percent (30%) of the voting rights in New Holdco will be held by those current public shareholders of CCC that elect to roll over a portion of their present interest in CCC into shares of New Holdco. The voting and EDP percentages provided assume that the current public shareholders of CCC elect to convert their present interest into approximately thirty percent (30%) of the stock of New Holdco. In addition, it is anticipated that a majority of the equity ownership in New Holdco ascribed to Clear Channel Capital IV, LLC may be held by affiliates of the equity owners of T.H. Lee and Bain in the form of non-voting, non-attributable stock in New Holdco, but any such investment will not reduce the 70% voting control of New Holdco by Clear Channel Capital IV, LLC.

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**Clear Channel Capital IV, LLC<sup>5</sup>**

(a)	(b)	(c)
1. Clear Channel Capital IV, LLC c/o Ropes & Gray One International Place Boston, MA 02110 Attn: David C. Chapin	Scott M. Sperling 100 Federal Street 35th Floor Boston, MA 02110	Richard J. Bressler 100 Federal Street 35th Floor Boston, MA 02110
2. Delaware Limited Liability Company	U.S.	U.S.
3. N/A	Member, Board of Managers	Member, Board of Managers
4. N/A	0%	0%
5. N/A	Less than 1%	Less than 1%
6. N/A%	0%	0%

(d)	(e)	(f)
1. Kent R. Weldon 100 Federal Street 35th Floor Boston, MA 02110	Charles A. Brizius 100 Federal Street 35th Floor Boston, MA 02110	Stephen W. Barnes c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2. U.S.	U.S.	U.S.
3. Member, Board of Managers	Member, Board of Managers	Member, Board of Managers
4. 0%	0%	0%
5. Less than 1%	Less than 1%	Less than 1%
6. 0%	0%	0%

(g)	(h)	(i)
1. John P. Connaughton c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Ian K. Loring c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Edward J. Han c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2. U.S.	U.S.	U.S.
3. Member, Board of Managers	Member, Board of Managers	Member, Board of Managers
4. 0%	0%	0%
5. Less than 1%	Less than 1%	Less than 1%
6. 0%	0%	0%

<sup>5</sup> An eight-member board of managers will govern Clear Channel Capital IV, LLC. Each manager will have one vote. Bain will appoint four members to the board and T.H. Lee will appoint four members. Any action by the board of managers will require a majority vote of those managers present and at least one vote from a Bain representative and one vote from a T.H. Lee representative.

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	(l)	(k)
1.	Bain Capital (CC) IX, L.P. c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Thomas H. Lee Equity Fund VI, L.P. c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	Delaware Limited Liability Company	Delaware Limited Partnership
3.	Member	Member
4.	50%	50%
5.	Less than 5%	Less than 5%
6.	50%	50%

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**Bain Capital (CC) IX, L.P.**

	(a)	(b)	(c)
1.	Bain Capital (CC) IX, L.P. c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Bain Capital Partners (CC) IX, L.P. c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Insulated Limited Partners <sup>6</sup>
2.	Delaware Limited Partnership (to be formed)	Delaware Limited Partnership	
3.	N/A	General Partner	Insulated Limited Partners
4.	N/A	100.00%	0.00%
5.	N/A	Less than 1%	Less than 5%
6.	N/A	Less than 1%	More than 99%

**Bain Capital Partners (CC) IX, L.P.**

	(a)	(b)	(c)
1.	Bain Capital Partners (CC) IX, L.P. c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Bain Capital Investors, LLC c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Limited Partners <sup>7</sup>
2.	Delaware Limited Partnership (to be formed)	Delaware Limited Liability Company	
3.	N/A	General Partner	Limited Partners
4.	N/A	100.00%	0.00%
5.	N/A	Less than 1%	Less than 1%
6.		Less than 1%	More than 99%

<sup>6</sup> The insulated limited partners of Bain Capital (CC) IX, L.P. will hold over 99% of the equity of this entity.

<sup>7</sup> The limited partners of Bain Capital Partners (CC) IX, L.P. will be the individuals identified as managing directors or members of Bain Capital Investors, LLC, related entities such as family trusts established by such individuals, and investment funds created for the benefit of employees of affiliates of Bain Capital Investors, LLC.

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**Bain Capital Investors, LLC**

	(a)	(b)	(c)
1.	Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Andrew B. Balson c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Stephen W. Barnes c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	Delaware Limited Liability Company	U.S.	U.S.
3.	N/A	Managing Director, Member	Managing Director, Member
4.	N/A	7.14% <sup>8</sup>	7.14%
5.	N/A	Less than 1%	Less than 1%
6.	N/A	Less than 10%	Less than 10%

	(d)	(e)	(f)
1.	Ioshua Bekenstein c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Edward W. Conard c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	John P. Connaughton c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Managing Director, Member	Managing Director, Member	Managing Director, Member
4.	7.14%	7.14%	7.14%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(g)	(h)	(i)
1.	Paul B. Edgerly c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	S. Jordan Hitch c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Mathew S. Levin c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Managing Director, Member	Managing Director, Member	Managing Director, Member
4.	7.14%	7.14%	7.14%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

<sup>8</sup> Investment and disposition decisions by Bain Capital Investors, LLC are made by a majority vote of the 14 managing directors (as modified from time to time to reflect admissions and resignations), each of whom has a single vote, which equates currently to a voting interest with respect to such investment or disposition decisions of approximately 7.14 percent of the total vote. In the aggregate, the members of Bain Capital Investors, LLC, as reported above, own 100% of the ownership interests in Bain Capital Investors, LLC.

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	(j)	(k)	(l)
1.	Ian K. Loring c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Philip H. Loughlin IV c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Mark E. Nunnally c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Managing Director, Member	Managing Director, Member	Managing Director, Member
4.	7.14%	7.14%	7.14%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(m)	(n)	(o)
1.	Stephen G. Pagliuca c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Michael Ward c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Stephen M. Zide c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Managing Director, Member	Managing Director, Member	Managing Director, Member
4.	7.14%	7.14%	7.14%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

The following members of Bain Capital Investors, LLC, although not insulated by the entity's limited liability company agreement, will not participate in the investment and disposition decisions of Bain Capital Investors, LLC.

	(p)	(q)	(r)
1.	Ajay Agarwal c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Richard C. Albright c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Dewey J. Awad c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

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	(s)	(t)	(u)
1.	Michael Bevacqua c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Ulrich Biffar c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Phillip J. Carter c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	Germany <sup>9</sup>	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(v)	(w)	(x)
1.	Stuart Davies c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Diane J. Exter c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Domenic J. Ferrante c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(y)	(z)	(aa)
1.	Michael F. Goss c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	James F. Kellogg, III c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Ferdinando Grimaldi c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	Italy <sup>10</sup>
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

<sup>9</sup> Mr. Biffar will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.

<sup>10</sup> Mr. Grimaldi will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.



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	(bb)		(cc)	(dd)
1.	James H. Hildebrandt c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Jingsheng Huang c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Michael A. Krupka c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	
2.	Canada <sup>11</sup>	U.S.	U.S.	
3.	Member	Member	Member	
4.	0.00%	0.00%	0.00%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

	(ce)		(ff)	(gg)
1.	Jonathan S. Lavine c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Matthew P. McPherron c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Anand More c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	
2.	U.S.	U.S.	U.S.	
3.	Member	Member	Member	
4.	0.00%	0.00%	0.00%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

	(hh)		(ii)	(jj)
1.	Kristin W. Mugford c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	James J. Nahimy c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Benjamin Nye c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	
2.	U.S.	U.S.	U.S.	
3.	Member	Member	Member	
4.	0.00%	0.00%	0.00%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

<sup>11</sup> Mr. Hildebrandt will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.

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	(kk)	(ll)	(mm)
1.	William E. Pappendick IV c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Michel Plantevin c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Dwight M. Poler c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	France <sup>12</sup>	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(nn)	(oo)	(pp)
1.	Peter W. Riehl c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Douglas J. Rudisich c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	S. Walid Sarkis c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(qq)	(rr)	(ss)
1.	Jeffrey M. Schwartz c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Junichi Shiroshita c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Yuji Sugimoto c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	Japan <sup>13</sup>	Japan <sup>14</sup>
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

<sup>12</sup> Mr. Plantevin will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.

<sup>13</sup> Mr. Shiroshita will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.

<sup>14</sup> Mr. Sugimoto will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.

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	(th)	(uu)	(vv)
1.	Jonathan Zhu c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Timothy Barns c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Dennis Goldstein c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(ww)	(xx)	(yy)
1.	David McCarthy c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Michael Sierke c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	John Toussaint c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	Germany <sup>15</sup>	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

<sup>15</sup> Mr. Sierke will be insulated with respect to Bain Capital Investors, LLC's investment in the Surviving CCC. He will have no material involvement, directly or indirectly, in the management or operation of the media-related activities of Bain Capital Investors, LLC.

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**Thomas H. Lee Equity Fund VI, L.P.**

	(a)	(b)	(c)
1.	Thomas H. Lee Equity Fund VI, L.P. c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	THL Equity Advisors VI, LLC c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Insulated Limited Partners <sup>16</sup>
2.	Delaware Limited Partnership	Delaware LLC	
3.	N/A	General Partner	Insulated Limited Partners
4.	N/A	100.00%	0.00%
5.	N/A	Less than 1%	Less than 5%
6.	N/A	Less than 1%	More than 99%

**THL Equity Advisors VI, LLC**

	(a)	(b)
1.	THL Equity Advisors VI, LLC c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Thomas H. Lee Partners, L.P. 100 Federal Street 35th Floor Boston, MA 02110
2.	Delaware Limited Liability Company	Delaware Limited Partnership
3.	N/A	Sole Member
4.	N/A	100.00%
5.	N/A	Less than 1%
6.	N/A	100%

<sup>16</sup> The insulated limited partners of Thomas H. Lee Equity Fund VI, L.P. will hold over 99% of the equity of this entity.

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**Thomas H. Lee Partners, L.P.<sup>17</sup>**

	(a)	(b)	(c)
1.	Thomas H. Lee Partners, L.P. 100 Federal Street 35th Floor Boston, MA 02110	Thomas H. Lee Advisors, LLC c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Scott A. Schoen c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	Delaware Limited Partnership	Delaware Limited Liability Company	U.S.
3.	N/A	General Partner	Limited Partner; Managing Director of General Partner. See Note 18
4.	N/A	100.00%	0.00%
5.	N/A	Less than 1%	Less than 1%
6.	N/A	Less than 1%	Less than 10%

	(d)	(e)	(f)
1.	Anthony J. DiNovi c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Scott M. Sperling c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Thomas M. Haggerty c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner; Managing Director of General Partner. See Note 18	Limited Partner; Managing Director of General Partner. See Note 18	Limited Partner; Managing Director of General Partner. See Note 18
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

<sup>17</sup> The limited partners of Thomas H. Lee Partners, L.P. ("THL Partners") also include trusts or family limited partnerships established as estate planning vehicles of individuals who are limited partners of THL Partners. Collectively, the Managing Directors of Thomas H. Lee Partners, L.P., hold a majority of the ownership of Thomas H. Lee Partners, L.P.

<sup>18</sup> This individual limited partner of THL Partners is one of nine Managing Directors who collectively govern Thomas H. Lee Advisors, LLC, the general partner of THL Partners with regard to its media-related investments. The limited partners of THL Partners, other than the ten Managing Directors, have no voting rights under the limited partnership agreement of THL Partners.

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	(g)	(h)	(i)
1.	Seth W. Lawry c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Kent R. Weldon c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Todd M. Abbrecht c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner; Managing Director of General Partner. See Note 18	Limited Partner; Managing Director of General Partner. See Note 18	Limited Partner; Managing Director of General Partner. See Note 18
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(j)	(k)	(l)
1.	Charles A. Brizius c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Scott L. Jaeckel c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	George R. Taylor c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner; Managing Director of General Partner. See Note 18	Limited Partner; Managing Director of General Partner. See Note 18	Limited Partner
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(m)	(n)	(o)
1.	Richard J. Bressler c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Gregory A. White c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Joshua M. Nelson c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

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1.	(p) Jeff T. Swenson c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	(q) Ganesh B. Rao c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	(r) James C. Carlisle c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

1.	(s) Joseph F. Pesce c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	(t) Charles P. Holden c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	(u) Joshua Bresler c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

1.	(v) Margaret Covell c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	(w) Vivek Sharma c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	(x) Warren C. Smith, Jr. c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner <sup>19</sup>
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	0%

<sup>19</sup> Mr. Smith does not participate in the investments of Thomas H. Lee Equity Fund VI, L.P. through THL Partners.

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	(y)	(z)	(aa)
1.	Thomas H. Lee c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	David V. Harkins c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	C. Hunter Boll c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Limited Partner <sup>20</sup>	Limited Partner <sup>21</sup>	Limited Partner <sup>22</sup>
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	0%	0%	0%

	(bb)	(cc)
1.	Terrence M. Mullen c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Insulated Limited Partners
2.	U.S.	
3.	Limited Partner <sup>23</sup>	Insulated Limited Partners
4.	0.00%	0.00%
5.	Less than 1%	Less than 1%
6.	0%	Less than 33%

<sup>20</sup> Mr. Lee does not participate in the investments of Thomas H. Lee Equity Fund VI, L.P. through THL Partners.

<sup>21</sup> Mr. Harkins does not participate in the investments of Thomas H. Lee Equity Fund VI, L.P. through THL Partners.

<sup>22</sup> Mr. Boll does not participate in the investments of Thomas H. Lee Equity Fund VI, L.P. through THL Partners.

<sup>23</sup> Mr. Mullen does not participate in the investments of Thomas H. Lee Equity Fund VI, L.P. through THL Partners.



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Line 1 - Name and address of officers, directors and stockholders  
 Line 2 - Citizenship  
 Line 3 - Positional Interest  
 Line 4 - Percentage of votes  
 Line 5 - Percentage of total assets (debt plus equity)  
 Line 6 - Equity Ownership

**Thomas H. Lee Advisors, LLC<sup>24</sup>**

	(a)	(b)	(c)
1.	Thomas H. Lee Advisors, LLC c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Scott A. Schoen c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Anthony J. DiNovi c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	Delaware Limited Liability Company	U.S.	U.S.
3.	N/A	Managing Director and Co-President	Managing Director and Co-President
4.	N/A	11%	11%
5.	N/A	Less than 1%	Less than 1%
6.	N/A	Less than 10%	Less than 10%

	(d)	(e)	(f)
1.	Scott M. Sperling c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Thomas M. Hagerty c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Seh W. Lawry c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Managing Director and Co-President	Managing Director	Managing Director
4.	11%	11%	11%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

<sup>24</sup> Thomas H. Lee Advisors, LLC is governed by a majority vote of its Managing Directors, each of whom has a single vote, with certain categories of major decisions requiring a two-thirds majority and the concurrence of two of the three Co-Presidents. Collectively, the Managing Directors of Thomas H. Lee Advisors, LLC hold a majority of the ownership of Thomas H. Lee Advisors, LLC. The members of Thomas H. Lee Advisors, LLC also include trusts and family limited partnerships established as estate planning vehicles of individuals who are members of Thomas H. Lee Advisors, LLC.

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	(g)		(h)	(i)
1.	Kent R. Weldon c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Todd M. Abbrecht c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Charles A. Brizius c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	
2.	U.S.	U.S.	U.S.	
3.	Managing Director	Managing Director	Managing Director	
4.	11%	11%	11%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

	(j)		(k)	(l)
1.	Scott L. Jaeckel c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	George R. Taylor c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Richard J. Bressler c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	
2.	U.S.	U.S.	U.S.	
3.	Managing Director	Member	Member	
4.	11%	0.00%	0.00%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

	(m)		(n)	(o)
1.	Gregory A. White c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Joshua M. Nelson c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Jeff T. Swenson c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	
2.	U.S.	U.S.	U.S.	
3.	Member	Member	Member	
4.	0.00%	0.00%	0.00%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

	(p)		(q)	(r)
1.	Ganesh B. Rao c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	James C. Carlisle c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Joseph F. Pesce c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	
2.	U.S.	U.S.	U.S.	
3.	Member	Member	Member	
4.	0.00%	0.00%	0.00%	
5.	Less than 1%	Less than 1%	Less than 1%	
6.	Less than 10%	Less than 10%	Less than 10%	

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	(s)	(t)	(u)
1.	Charles P. Holden c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Joshua Bresler c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Margaret Covell c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	Less than 10%	Less than 10%

	(v)	(w)	(x)
1.	Vivek Sharma c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Thomas H. Lee c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Warren C. Smith, Jr. c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 10%	0%; See Note 25	0%; See Note 25

	(y)	(z)	(aa)
1.	David V. Harkins c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	C. Hunter Boll c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110	Terrence M. Mullen c/o Thomas H. Lee Partners 100 Federal Street 35th Floor Boston, MA 02110
2.	U.S.	U.S.	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	Less than 1%	Less than 1%	Less than 1%
6.	0%; See Note 25	0%; See Note 25	0%; See Note 25

	(bb)
1.	Insulated Members
2.	
3.	Members
4.	0.00%
5.	Less than 1%
6.	Less than 33%

<sup>25</sup> Messrs. Thomas H. Lee, Warren C. Smith, David V. Harkins, C. Hunter Boll and Terrence M. Mullen will not have an ownership interest in CCC through Thomas H. Lee Advisors, LLC.

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Line 1 - Name and address of officers, directors and stockholders  
 Line 2 - Citizenship  
 Line 3 - Positional interest  
 Line 4 - Percentage of votes  
 Line 5 - Percentage of total assets (debt plus equity)  
 Line 6 - Equity Ownership

**Highfields Capital Management LP<sup>26</sup>**

	(a)	(b)	(c)
1.	Highfields Capital Management LP c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Highfields GP, LLC c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Michael Bernstein c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116
2.	Delaware Limited Partnership	Delaware Limited Liability Company	U.S.
3.	N/A	Sole general partner	Limited Partner
4.	N/A	100%	0%
5.	N/A	Less than 5%	Less than 1%
6.	N/A	Less than 5%	Less than 5%

	(d)	(e)	(f)
1.	Matthew Sidman c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Mathew Boiein c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Joseph Flanagan c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 5%	Less than 5%	Less than 5%

<sup>26</sup> HCMLP is the investment manager of several funds that each will hold less than five percent (5%) of the voting stock of New Holdco. New Holdco has a single majority shareholder, Clear Channel Capital IV, LLC, that holds 70% of the voting rights in New Holdco's stock. Information is provided on HCMLP in the event its rights described in Note 2 nevertheless could be deemed to cause HCMLP to be treated as a party to the Transfer Applications.

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	(g)	(h)	(i)
1.	Joseph Montesano c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Joseph Mazzella c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Daniel Farb c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116
2.	U.S.	U.S.	Canada <sup>27</sup>
3.	Limited Partner	Limited Partner	Limited Partner
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 5%	Less than 5%	Less than 5%

	(j)	(k)	(l)
1.	Jennifer Stier c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Shakeeb Alam c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Elena Pilipchuk c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 5%	Less than 5%	Less than 5%

	(m)	(n)	(o)
1.	Kristin Marcus c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Jonathan Jacobson c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Richard Grubman c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116
2.	U.S.	U.S.	U.S.
3.	Limited Partner	Limited Partner	Limited Partner
4.	0%	0%	0%
5.	Less than 1%	Less than 1%	Less than 1%
6.	Less than 5%	See note 28	See note 28

<sup>27</sup> Mr. Farb will have no material involvement with respect to decisions involving HCMLP's and HGPLLC's investment in New Holdco.

<sup>28</sup> Messrs. Jacobson and Grubman jointly hold a majority equity ownership interest in Highfields Capital Management LP.

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Clear Channel Broadcasting, Inc.  
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Line 1 - Name and address of officers, directors and stockholders  
 Line 2 - Citizenship  
 Line 3 - Positional interest  
 Line 4 - Percentage of votes  
 Line 5 - Percentage of total assets (debt plus equity)  
 Line 6 - Equity Ownership

**Highfields GP, LLC**

	(a)	(b)	(c)
1.	Highfields GP, LLC c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Jonathon Jacobson c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116	Richard Grubman c/o Joseph F. Mazzella General Counsel John Hancock Tower 200 Clarendon Street 59th Floor Boston, MA 02116
2.	Delaware Limited Liability Company	U.S.	U.S.
3.	N/A	Managing Member	Managing Member
4.	N/A	See Note 29	See Note 29
5.	N/A	Less than 1%	Less than 1%
6.	N/A	See note 29	See note 29

<sup>29</sup> Messrs. Jacobson and Grubman are the only members of Highfields GP, LLC ("HGPLIC"), and they each exercise negative control of HGPLIC and jointly hold 100% of its ownership interests.