

connection with this Agreement or as an inducement to enter into this Agreement), shall be governed by the internal laws of the State of New York without giving effect to any choice or conflict of laws provision or rule.

19. Waiver of Jury Trial. Each of the parties hereto hereby waives to the fullest extent permitted by applicable Law any right it may have to a trial by jury with respect to any litigation directly or indirectly arising out of, under or in connection with this Agreement. Each of the parties hereto (a) certifies that no representative, agent or attorney of any other party has represented, expressly or otherwise, that such other party would not, in the event of litigation, seek to enforce that foregoing waiver and (b) acknowledges that it and the other parties hereto have been induced to enter into this Agreement by, among other things, the mutual waivers and certifications in this Section 19.

20. Headings. The descriptive headings contained in this Agreement are included for convenience of reference only and shall not affect in any way the meaning or interpretation of this Agreement.

[SIGNATURE PAGE FOLLOWS]

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MERGERCO:

BT TRIPLE CROWN MERGER CO., INC.

By: /s/ Scott Sperling

Name: Scott Sperling

Title: Co-President

PARENTS:

B TRIPLE CROWN FINCO, LLC

By: /s/ John Connaughton

Name: John Connaughton

Title: Managing Director

T TRIPLE CROWN FINCO, LLC

By: /s/ Scott Sperling

Name: Scott Sperling

Title: Co-President

NEW HOLDCO:

**BT TRIPLE CROWN CAPITAL HOLDINGS III,
INC.**

By: /s/ Scott Sperling

Name: Scott Sperling

Title: President

The undersigned parties are executing this Agreement solely to evidence their agreement, as follows: (a) to use their reasonable best efforts to cause Mergerco, the Parents and New Holdco to perform, in all material respects, their obligations set forth herein to be performed by them for so long as such obligations are in effect, and (b) to use their reasonable best efforts to prevent Mergerco, the Parents and New Holdco from taking any actions that would be inconsistent, in any material respect, with their performance of such obligations for so long as such obligations are in effect.

BAIN CAPITAL FUND IX, L.P.

BY: BAIN CAPITAL PARTNERS, IX, L.P., ITS GENERAL PARTNER

BY: BAIN CAPITAL INVESTORS, LLC, ITS GENERAL PARTNER

By: /s/ John P. Connaughton

Name: John P. Connaughton

Title: Managing Director

THOMAS H. LEE EQUITY FUND VI, L.P.

BY: THL EQUITY ADVISORS VI, LLC, ITS GENERAL PARTNER

BY: THOMAS H. LEE PARTNERS, L.P., ITS SOLE MEMBER

BY: THOMAS H. LEE ADVISORS, LLC, ITS GENERAL PARTNER

By: /s/ Scott M. Sperling

Name: Scott M. Sperling

Title: Co-President

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Exhibit 11
Contact Information/Certifications of Transferees¹

Legal Name of Transferee	Bain Capital (CC) IX, L.P.
Mailing Address	111 Huntington Ave. Boston, MA 02199
Telephone Number	617-516-2000
Nature of Applicant	Limited Partnership

Contact Representative	Meredith S. Senter, Jr., Esq.
Mailing Address	Leventhal Senter & Lerman, PLLC 2000 K Street, NW Suite 600 Washington, DC 20006
Telephone Number	202-416-6740
Email Address	msenter@lsl-law.com

1. Transferee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Transferee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.

2. I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

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.
Date: June 8, 2007

¹ Due to space limitations of the electronic Form 315, the contact information and certifications for transferee Thomas H. Lee Equity Fund VI, L.P. are reflected in Section IV of the electronic Form 315. The contact information and certifications for transferee Bain Capital (CC) IX, L.P. are reflected in this attachment.

Exhibit 14
Parties to the Application

This application and other concurrently filed transfer of control applications for each of the broadcast licensee subsidiaries of Clear Channel Communications, Inc. ("CCC") listed on Attachment A hereto (collectively, the "Transfer Applications") request Commission consent to the 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.

Information regarding the officers, directors, and voting stockholders of Surviving CCC is provided in Attachment B hereto. As reflected in Attachment B, after the Closing, BT Triple Crown Capital Holdings III, Inc. ("New Holdco") indirectly will wholly own Surviving CCC through two intermediate, single member limited liability companies. 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 by those current public shareholders of CCC that may elect to roll over a portion of their present interest in CCC into shares of New Holdco. The chart included as Attachment C depicts the proposed control structure of the Surviving CCC.¹

Both New Holdco and the Surviving CCC will have initial boards of directors consisting of twelve members. T.H. Lee and Bain will each have a right to appoint four directors to each board. Mark P. Mays and Randall T. Mays, currently officers and directors of CCC, also will serve as officers and directors of New Holdco and the Surviving CCC. The remaining two directors of New Holdco and Surviving CCC will be independent directors, one of whom initially will be selected by Highfields Capital Management LP ("HCMLP") and the other director will be initially 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 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 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.

¹ 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.

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The Transferees will have the right to remove any of their designated directors and to designate the replacement for their designated director or directors. The officers of CCC duly appointed as of the date of the Closing will continue in their respective offices. Accordingly, the present CCC officers are reported below.

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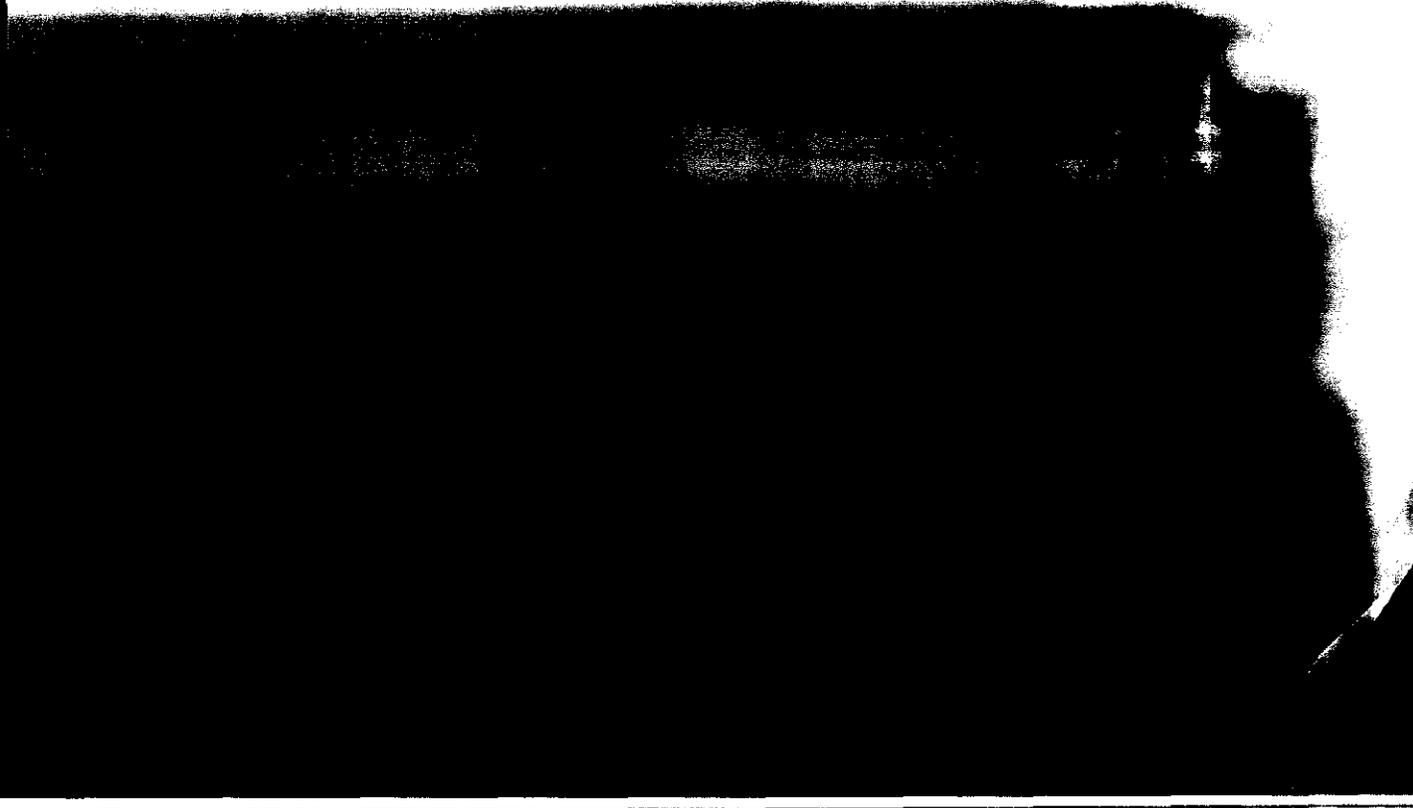
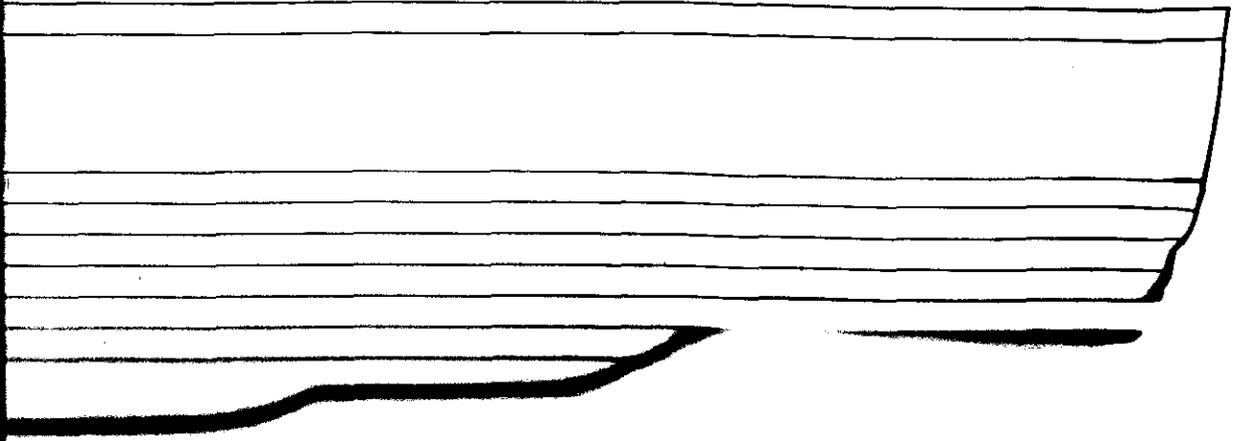
Attachment A
Transfer Applications

Amendments to the FCC Form 315 transfer of control applications are being filed concurrently for the following licensee subsidiaries of Clear Channel Communications, Inc.:

Clear Channel Broadcasting Licenses, Inc.
CCB Texas Licenses, L.P.
CC Licenses, LLC
Bel Meade Broadcasting Company, Inc.
Citicasters Licenses, L.P.
Citicasters Co.
Jacor Broadcasting Corporation
Jacor Broadcasting of Colorado, Inc.
AMFM Radio Licenses, L.L.C.
AMFM Texas Licenses Limited Partnership
Capstar TX Limited Partnership
AMFM Broadcasting Licenses, L.L.C.
Ackerley Broadcasting Operations, LLC
Central NY News, Inc.
Ackerley Broadcasting – Fresno, LLC

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First Amendment to Transferees' Exhibit 14
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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)

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	See Note 1	See Note 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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

¹ The Transferees interpret Line 5 as seeking information about any parties, whose interests are otherwise non-attributable, who acquire attributable status as a result of operation of the "equity debt plus" rule (47 C.F.R. § 73.3555, Note 2(j)). There are no such parties in any of the reporting entities.

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	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

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	(y)	(z)	(aa)
1.	Mary Stich 2602 Friar Tuck San Antonio, TX 78209	Hamlet T. Newsom, 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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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 ²
2.	U.S.	U.S.	U.S.
3.	Director	Director	Director
4.	0%	0%	0%
5.	See Note 1	See Note 1	See Note 1

² 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.

**First Amendment to Transferees' Exhibit 14
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	(kk)	(ll)	(mm)
1.	Shareholder Elected Director ³	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 1	See Note 1	See Note 1

³ 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.

First Amendment to Transferees' Exhibit 14
FCC Form 315, Section IV, Item 6(a)
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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)

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	See Note 1

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	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	See Note 1

First Amendment to Transferees' Exhibit 14
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June 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)

BT Triple Crown Capital Holdings III, Inc.

	(a)	(b)	(c)
1.	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	See Note 1	See Note 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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

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	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(y)	(z)	(aa)
1.	Mary Stich 2602 Friar Tuck San Antonio, TX 78209	Hamlet T. Newsom, 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.	See Note 1	See Note 1	See Note 1

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	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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% ⁴
5.	See Note 1	See Note 1	See Note 1

⁴ The remaining approximately thirty percent (30%) of the stock of 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.

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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)

Clear Channel Capital IV, LLC⁵

	(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	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

⁵ 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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	(j)	(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.	See Note 1	See Note 1

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June 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)

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 ⁶
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	See Note 1	See Note 1

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 ⁷
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	See Note 1	See Note 1

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

⁷ 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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- 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)

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% ⁸	7.14%
5.	N/A	See Note 1	See Note 1

	(d)	(e)	(f)
1.	Joshua 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.	See Note 1	See Note 1	See Note 1

	(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	Matthew 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.	See Note 1	See Note 1	See Note 1

⁸ 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.

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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.	See Note 1	See Note 1	See Note 1

	(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.	See Note 1	See Note 1	See Note 1

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.	See Note 1	See Note 1	See Note 1

	(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	Philip J. Carter c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.	Germany ⁹	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	See Note 1	See Note 1	See Note 1

⁹ 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.

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	(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.	See Note 1	See Note 1	See Note 1

	(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 ¹⁰
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	See Note 1	See Note 1	See Note 1

	(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 ¹¹	China ¹²	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	See Note 1	See Note 1	See Note 1

	(ee)	(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.	See Note 1	See Note 1	See Note 1

¹⁰ 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.

¹¹ 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.

¹² Mr. Huang 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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	(hh)	(ii)	(jj)
1.	Kristin W. Mugford c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	James J. Nahirny 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.	See Note 1	See Note 1	See Note 1

	(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 ¹³	U.S.
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	See Note 1	See Note 1	See Note 1

	(nn)	(oo)	(pp)
1.	Peter W. Riehl c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119	Douglas J. Rudisch 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.	See Note 1	See Note 1	See Note 1

	(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 ¹⁴	Japan ¹⁵
3.	Member	Member	Member
4.	0.00%	0.00%	0.00%
5.	See Note 1	See Note 1	See Note 1

¹³ 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.

¹⁴ 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.

¹⁵ 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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	(tt)
1.	Jonathan Zhu c/o Bain Capital Investors, LLC 111 Huntington Avenue Boston, MA 02119
2.	U.S.
3.	Member
4.	0.00%
5.	See Note 1