

Clear Channel Outdoor Holdings, Inc.  
Form 10-Q/A  
November 13, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2009

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
Commission File Number

**1-32663**

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**86-0812139**  
(I.R.S. Employer Identification No.)

**200 East Basse Road**  
**San Antonio, Texas**  
(Address of principal executive offices)

**78209**  
(Zip Code)  
**(210) 832-3700**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                                 | Outstanding at November 9, 2009 |
|---------------------------------------|---------------------------------|
| Class A Common Stock, \$.01 par value | 40,658,399                      |
| Class B Common Stock, \$.01 par value | 315,000,000                     |

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES**

**Form 10-Q/A**

**Amendment No. 1**

**For the Quarterly Period Ended September 30, 2009**

**Explanatory Note**

This Amendment No. 1 to the Quarterly Report on Form 10-Q/A ( Amendment No. 1 ) is being filed to amend Clear Channel Outdoor Holdings, Inc. s (the Company ) Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, previously filed on November 9, 2009 (the Original Filing ), in order to correct the Company s disclosures in Part I Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations and to correct the Employment Separation Agreement (the Employment Separation Agreement ), dated October 19, 2009, by and between Clear Channel Communications, Inc. and Herbert W. Hill filed as Exhibit 10.1 herewith and to the Original Filing.

The Company erroneously disclosed the effects of foreign exchange movements to its results of operations for the three and nine months ended September 30, 2009 in its Original Filing. The Company is filing this Amendment No. 1 to correct the disclosure of the effects of foreign exchange movements to its results of operations for the three and nine months ended September 30, 2009.

This Amendment No. 1 includes only Item 2 of Part I and Item 6 of Part II of the Original Filing and does not amend or update any other information contained in the Original Filing. This Amendment No. 1 should be read in conjunction with the Original Filing, which continues to speak as of the date of the Original Filing. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Original Filing.

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**PART I. FINANCIAL INFORMATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
INTRODUCTION**

Management's discussion and analysis of our financial condition and results of operations is provided as a supplement to the unaudited interim financial statements and accompanying notes thereto to help provide an understanding of our financial condition, changes in our financial condition and results of our operations. The information included herein should be read in conjunction with the quarterly and annual financial statements. Our reportable operating segments are Americas outdoor advertising (Americas) and International outdoor advertising (International).

***Clear Channel Communications Merger***

On July 30, 2008, Clear Channel Communications, our parent company, completed its merger with a subsidiary of CC Media Holdings, a company formed by private equity funds sponsored by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. Clear Channel Communications is now an indirect wholly-owned subsidiary of CC Media Holdings. The merger was accounted for as a purchase business combination in conformity with Statement of Financial Accounting Standards No. 141, *Business Combinations*, and Emerging Issues Task Force Issue 88-16, *Basis in Leveraged Buyout Transactions*. ASC 805-50-S99-1 requires the application of push down accounting in situations where the ownership of an entity has changed. As a result, the post-merger financial statements reflect a new basis of accounting. The purchase price allocation was complete as of July 30, 2009 in accordance with ASC 805-10-25, which requires that the allocation period not exceed one year from the date of acquisition.

During the first seven months of 2009, we decreased the initial fair value estimate of our permits, contracts, site leases and other assets and liabilities primarily in our Americas segment by \$100.7 million based on additional information received, which resulted in an increase to goodwill of \$55.8 million and a decrease to deferred taxes of \$44.9 million. During the third quarter of 2009, we recorded a \$45.0 million increase to goodwill in our International segment related to the fair value of certain minority interests recorded pursuant to ASC 480-10-S99, which distinguishes liabilities from equity, and which had no related tax effect. In addition, during the third quarter of 2009, we adjusted deferred taxes by \$24.5 million to true-up tax rates in certain jurisdictions that were estimated in the initial purchase price allocation.

***Format of Presentation***

Our consolidated statements of operations and statements of cash flows are presented for two periods: post-merger and pre-merger. The merger resulted in a new basis of accounting beginning on July 31, 2008 and the financial reporting periods are presented as follows:

The three and nine month periods ended September 30, 2009 and the period from July 31 through September 30, 2008 reflect our post-merger period, including the purchase accounting adjustments related to the merger that were pushed down to us.

The periods from January 1 through July 30, 2008 and July 1 through July 30, 2008 reflect our pre-merger period. The consolidated financial statements for all pre-merger periods were prepared using the historical basis of accounting for Clear Channel Communications. As a result of the merger and the associated purchase accounting, the consolidated financial statements of the post-merger periods are not comparable to periods preceding the merger.

The discussion in this MD&A is presented on a combined basis of the pre-merger and post-merger periods for 2008. The 2008 post-merger and pre-merger results are presented but are not discussed separately. We believe that the discussion on a combined basis is more meaningful as it allows the results of operations to be analyzed to comparable periods in 2009.

There are several agreements which govern our relationship with Clear Channel Communications, including the Corporate Services Agreement, Employee Matters Agreement and Tax Matters Agreement. Clear Channel Communications has the right to terminate these agreements in various circumstances. As of the date of the filing of this Quarterly Report, no notice of termination of any of these agreements has been received from Clear Channel Communications. The terms and conditions of our agreements with Clear Channel Communications have not changed following the consummation of the merger of Clear Channel Communications.



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### ***Impairment Charges***

#### **Impairment to Definite-lived Intangibles**

We review our definite-lived intangibles for impairment when events and circumstances indicate that amortizable long-lived assets might be impaired and the undiscounted cash flows estimated to be generated from those assets are less than the carrying amount of those assets. When specific assets are determined to be unrecoverable, the cost basis of the asset is reduced to reflect the current fair market value.

We use various assumptions in determining the current fair market value of these assets, including future expected cash flows, industry growth rates and discount rates. Impairment loss calculations require management to apply judgment in estimating future cash flows, including forecasting useful lives of the assets and selecting the discount rate that reflects the risk inherent in future cash flows.

During the second quarter of 2009, we recorded a \$21.3 million impairment to taxi contracts in our Americas segment and a \$17.5 million impairment primarily related to street furniture and billboard contracts in our International segment. We determined fair values using a discounted cash flow model. The decline in fair value of the contracts was primarily driven by a decline in the revenue projections. The decline in revenue related to taxi contracts and street furniture and billboard contracts was in the range of 10% to 15%. The balance of these taxi contracts and street furniture and billboard contracts after the impairment charges, for the contracts that were impaired, was \$3.3 million and \$16.0 million, respectively.

#### **Impairment to Billboard Permits**

Our billboard permits are effectively issued in perpetuity by state and local governments as they are transferable or renewable at little or no cost. Permits typically specify the locations at which we are allowed to operate an advertising structure. Due to significant differences in both business practices and regulations, billboards in our International segment are subject to long-term, finite contracts versus permits in the United States and Canada. Accordingly, there are no indefinite-lived assets in our International segment.

We performed an interim impairment test on our billboard permits as of December 31, 2008, which resulted in a non-cash impairment charge of \$722.6 million. Our cash flows during the first six months of 2009 were below those in the discounted cash flow model used to calculate the impairment at December 31, 2008. As a result, we performed an interim impairment test as of June 30, 2009 on our billboard permits, resulting in a non-cash impairment charge of \$345.4 million.

The fair value of the permits was determined using the direct valuation method as prescribed in ASC 805-20-S99. Under the direct valuation method, the fair value of the permits was calculated at the market level as prescribed by ASC 350-30-35. We engaged Mesirow Financial, a third-party valuation firm, to assist us in the development of the assumptions and our determination of the fair value of our permits. Our impairment test consisted of a comparison of the fair value of the permits at the market level with their carrying amount. If the carrying amount of the permit exceeded its fair value, an impairment loss was recognized equal to that excess. After an impairment loss is recognized, the adjusted carrying amount of the permit is its new accounting basis.

Our application of the direct valuation method attempts to isolate the income that is properly attributable to the permit alone (that is, apart from tangible and identified intangible assets and goodwill). It is based upon modeling a hypothetical greenfield build up to a normalized enterprise that, by design, lacks inherent goodwill and whose only other assets have essentially been paid for (or added) as part of the build-up process. We forecasted revenue, expenses, and cash flows over a ten-year period for each of our markets in our application of the direct valuation method. We also calculated a normalized residual year which represents the perpetual cash flows of each market. The residual year cash flow was capitalized to arrive at the terminal value of the permits in each market.

Our key assumptions using the direct valuation method are market revenue growth rates, market share, profit margin, duration and profile of the build-up period, estimated start-up capital costs and losses incurred during the build-up period, the risk-adjusted discount rate and terminal values. This data is populated using industry normalized information representing an average billboard permit within a market.

Management uses its internal forecasts to estimate industry normalized information as it believes these forecasts are similar to what a market participant would expect to generate. This is due to the pricing structure and demand for outdoor signage in a market being relatively constant regardless of the owner of the operation. Management also relied on its internal forecasts because there is nominal public data available for each of its markets.





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The build-up period represents the time it takes for the hypothetical start-up operation to reach normalized operations in terms of achieving a mature market revenue share and profit margin. Management believes that a one-year build-up period is required for a start-up operation to erect the necessary structures and obtain advertisers in order to achieve mature market revenue share. It is estimated that a start-up operation would be able to obtain 10% of the potential revenues in the first year of operations and 100% in the second year. Management assumed industry revenue growth of negative 16% during the build-up period. However, the cost structure is expected to reach the normalized level over three years due to the time required to recognize the synergies and cost savings associated with the ownership of the permits within the market.

For the normalized operating margin in the third year, management assumed a hypothetical business would operate at the lower of the operating margin for the specific market or the industry average margin of 45% based on an analysis of comparable companies. For the first and second year of operations, the operating margin was assumed to be 50% of the normalized operating margin. The first and second-year expenses include the non-recurring start-up costs necessary to build the operation (i.e. development of customers, workforce, etc.).

In addition to cash flows during the projection period, a normalized residual cash flow was calculated based upon industry-average growth of 3% beyond the discrete build-up projection period. The residual cash flow was then capitalized to arrive at the terminal value.

The present value of the cash flows is calculated using an estimated required rate of return based upon industry-average market conditions. In determining the estimated required rate of return, management calculated a discount rate using both current and historical trends in the industry.

We calculated the discount rate as of the valuation date and also one-year, two-year, and three-year historical quarterly averages. The discount rate was calculated by weighting the required returns on interest-bearing debt and common equity capital in proportion to their estimated percentages in an expected capital structure. The capital structure was estimated based on the quarterly average of data for publicly traded companies in the outdoor advertising industry.

The calculation of the discount rate required the rate of return on debt, which was based on a review of the credit ratings for comparable companies (i.e. market participants). We used the yield on a Standard & Poor's B rated corporate bond for the pre-tax rate of return on debt and tax-effected such yield based on applicable tax rates.

The rate of return on equity capital was estimated using a modified Capital Asset Pricing Model (CAPM). Inputs to this model included the yield on long-term U.S. Treasury bonds, forecast betas for comparable companies, calculation of a market risk premium based on research and empirical evidence and calculation of a size premium derived from historical differences in returns between small companies and large companies using data published by Ibbotson Associates.

Our concluded discount rate used in the discounted cash flow models to determine the fair value of the permits was 10%. Applying the discount rate, the present value of cash flows during the discrete projection period and terminal value were added to estimate the fair value of the hypothetical start-up operation. The initial capital investment was subtracted to arrive at the value of the permits. The initial capital investment represents the fixed assets needed to erect the necessary advertising structures.

The discount rate used in the impairment model increased approximately 50 basis points over the discount rate used to value the permits at December 31, 2008. Industry revenue forecasts declined 8% through 2013 compared to the forecasts used in the 2008 impairment test. These market driven changes were primarily responsible for the decline in fair value of the billboard permits below their carrying value. As a result, we recognized a non-cash impairment charge in all but five of our markets in the United States and Canada, which totaled \$345.4 million. The fair value of our permits was \$1.1 billion at June 30, 2009.

While we believe we have made reasonable estimates and utilized reasonable assumptions to calculate the fair value of our permits, it is possible a material change could occur. If our future actual results are not consistent with our estimates, we could be exposed to future impairment losses that could be material to our results of operations. The following table shows the resulting decline in the fair value of our billboard permits of a 100 basis point decline in our discrete and terminal period revenue growth rate and profit margin assumptions and a 100 basis point increase in our discount rate assumption, respectively:

*(In thousands)*

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| <b>Indefinite-lived intangible</b> | <b>Revenue growth rate</b> | <b>Profit margin</b> | <b>Discount rates</b> |
|------------------------------------|----------------------------|----------------------|-----------------------|
| Billboard permits                  | \$ 386,700                 | \$ 73,300            | \$ 408,300            |

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The following table shows the increase to the billboard permit impairment that would have occurred using hypothetical percentage reductions in fair value, had the hypothetical reductions in fair value existed at the time of our impairment testing:

*(In thousands)*

| Percent change in fair value | Change to impairment |
|------------------------------|----------------------|
| 5%                           | \$ 55,776            |
| 10%                          | \$ 111,782           |
| 15%                          | \$ 167,852           |

**Impairment to Goodwill**

We performed an interim impairment test as of December 31, 2008 which resulted in a non-cash impairment charge of \$2.5 billion to reduce our goodwill. Our goodwill impairment test is a two-step process. The first step, used to screen for potential impairment, compares the fair value of the reporting unit with its carrying amount, including goodwill. The second step, used to measure the amount of the impairment loss, compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. We engaged Mesirov Financial to assist us in the development of the assumptions and our determination of the fair value of our reporting units.

Each of our U.S. outdoor advertising markets is a component. Our U.S. outdoor advertising markets are aggregated into a single reporting unit for purposes of the goodwill impairment test using the guidance in ASC 350-20-55. We also determined that in our Americas segment, Canada, Mexico, Peru, and Brazil constitute separate reporting units and each country in our International segment constitutes a separate reporting unit.

We test goodwill at interim dates if events or changes in circumstances indicate that goodwill might be impaired. Our cash flows during the first six months of 2009 were below those used in the discounted cash flow model used to calculate the impairment at December 31, 2008. Additionally, the fair value of our debt and equity at June 30, 2009 was below the carrying amount of our reporting units at June 30, 2009. As a result of these indicators, we performed an interim goodwill impairment test as of June 30, 2009, which resulted in a non-cash impairment charge of \$419.5 million.

The discounted cash flow model indicated that we failed the first step of the impairment test for substantially all reporting units, which required us to compare the implied fair value of each reporting unit's goodwill with its carrying value.

The discounted cash flow approach we use for valuing goodwill involves estimating future cash flows expected to be generated from the related assets, discounted to their present value using a risk-adjusted discount rate. Terminal values are also estimated and discounted to their present value.

We forecasted revenue, expenses, and cash flows over a ten-year period for each of our reporting units. In projecting future cash flows, we considered a variety of factors including our historical growth rates, macroeconomic conditions, advertising sector and industry trends as well as company-specific information. Historically, revenues in our industries have been highly correlated to economic cycles. Based on these considerations, our assumed 2009 revenue growth rates were negative followed by assumed revenue growth with an anticipated economic recovery in 2010. To arrive at our projected cash flows and resulting growth rates, we evaluated our historical operating results, current management initiatives and both historical and anticipated industry results to assess the reasonableness of our operating margin assumptions. We also calculated a normalized residual year which represents the perpetual cash flows of each reporting unit. The residual year cash flow was capitalized to arrive at the terminal value of the reporting unit.

We calculated the weighted average cost of capital ( WACC ) as of June 30, 2009 and also one-year, two-year, and three-year historical quarterly averages for each of our reporting units. WACC is an overall rate based upon the individual rates of return for invested capital (equity and interest bearing debt). The WACC is calculated by weighting the required returns on interest-bearing debt and common equity capital in proportion to their estimated percentages in an expected capital structure. The capital structure was estimated based on the quarterly average data for publicly traded companies in the outdoor advertising industry. Our calculation of the WACC considered both current industry WACCs and historical trends in the industry.

The calculation of the WACC requires the rate of return on debt, which was based on a review of the credit ratings for comparable companies (i.e. market participants) and the indicated yield on similarly rated bonds.

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The rate of return on equity capital was estimated using a modified CAPM. Inputs to this model included the yield on long-term U.S. Treasury bonds, forecast betas for comparable companies, calculation of a market risk premium based on research and empirical evidence and calculation of a size premium derived from historical differences in returns between small companies and large companies using data published by Ibbotson Associates.

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In line with advertising industry trends, our operations and expected cash flow are subject to significant uncertainties about future developments, including timing and severity of the recessionary trends and customers' behaviors. To address these risks, we included company-specific risk premiums for each of our reporting units in the estimated WACC. Based on this analysis, company-specific risk premiums of 250 basis points and 350 basis points were included for our Americas and International segments, respectively, resulting in WACCs of 12.5% and 13.5% for each of our reporting units in the Americas and International segments, respectively. Applying these WACCs, the present value of cash flows during the discrete projection period and terminal value were added to estimate the fair value of the reporting units.

The discount rate utilized in the valuation of the outdoor permits as of June 30, 2009 excludes the company-specific risk premiums that were added to the industry WACCs used in the valuation of the reporting units. Management believes the exclusion of this premium is appropriate given the difference between the nature of the billboard permits and reporting unit cash flow projections. The cash flow projections utilized under the direct valuation method for the permits are derived from utilizing industry normalized information for the existing portfolio of permits. Given that the underlying cash flow projections are based on industry normalized information, application of an industry average discount rate is appropriate. Conversely, our cash flow projections for the overall reporting unit are based on our internal forecasts for each business and incorporate future growth and initiatives unrelated to the existing permit portfolio. Additionally, the projections for the reporting unit include cash flows related to non-permit based assets. In the valuation of the reporting unit, the company-specific risk premiums were added to the industry WACCs due to the risks inherent in achieving the projected cash flows of the reporting unit.

We also utilized the market approach to provide a test of reasonableness to the results of the discounted cash flow model. The market approach indicates the fair value of the invested capital of a business based on a company's market capitalization (if publicly traded) and a comparison of the business to comparable publicly traded companies and transactions in its industry. This approach can be estimated through the quoted market price method, the market comparable method, and the market transaction method.

One indication of the fair value of a business is the quoted market price in active markets for the debt and equity of the business. The quoted market price of equity multiplied by the number of shares outstanding yields the fair value of the equity of a business on a marketable, noncontrolling basis. We then apply a premium for control and add the estimated fair value of interest-bearing debt to indicate the fair value of the invested capital of the business on a marketable, controlling basis.

The market comparable method provides an indication of the fair value of the invested capital of a business by comparing it to publicly traded companies in similar lines of business. The conditions and prospects of companies in similar lines of business depend on common factors such as overall demand for their products and services. An analysis of the market multiples of companies engaged in similar lines of business yields insight into investor perceptions and, therefore, the value of the subject business. These multiples are then applied to the operating results of the subject business to estimate the fair value of the invested capital on a marketable, noncontrolling basis. We then apply a premium for control to indicate the fair value of the business on a marketable, controlling basis.

The market transaction method estimates the fair value of the invested capital of a business based on exchange prices in actual transactions and on asking prices for controlling interests in similar companies recently offered for sale. This process involves comparison and correlation of the subject business with other similar companies that have recently been purchased. Considerations such as location, time of sale, physical characteristics, and conditions of sale are analyzed for comparable businesses.

The three variations of the market approach indicated that the fair value determined by our discounted cash flow model was within a reasonable range of outcomes.

Our revenue forecasts for 2009 declined 7% and 9% for Americas and International, respectively, compared to the forecasts used in the 2008 impairment test primarily as a result of our revenues realized during the first six months of 2009. These market driven changes were primarily responsible for the decline in fair value of our reporting units below their carrying value. As a result, we recognized a non-cash impairment charge to reduce our goodwill of \$419.5 million at June 30, 2009.

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A rollforward of our goodwill balance from December 31, 2008 through September 30, 2009 by reporting unit is as follows:

(In thousands)

|                               | Balances as of<br>December 31,<br>2008 |           | Acquisitions | Dispositions | Foreign<br>Currency | Impairment | Adjustments | Balances as of<br>September 30,<br>2009 |    |         |         |         |
|-------------------------------|--|-----------|--------------|--------------|---------------------|------------|-------------|---|----|---------|---------|---------|
| United States Outdoor Markets | \$                                     | 824,730   | \$           | 2,250        | \$                  | (324,893)  | \$          | 73,546                                  | \$ | 575,633 |         |         |
| Switzerland                   |  | 56,885    |              |              |                     | 1,087      |             | (7,827)                                 |    | 50,145  |         |         |
| Ireland                       |  | 14,285    |              |              |                     | 302        |             | (10,360)                                |    | 4,227   |         |         |
| Baltics                       |  | 10,629    |              |              |                     |            |             | (10,235)                                |    | 394     |         |         |
| Americas Mexico               |  | 8,729     |              |              |                     | 7,220      |             | (10,085)                                |    | (442)   | 5,422   |         |
| Americas Chile                |  | 3,964     |              |              |                     | 4,417      |             | (7,834)                                 |    | 547     |         |         |
| Americas Peru                 |  | 45,284    |              |              |                     |            |             | (37,609)                                |    | 7,675   |         |         |
| Americas Brazil               |  | 4,971     |              |              |                     | 4,436      |             | (9,407)                                 |    |         |         |         |
| All Others International      |  | 205,744   |              | 110          |                     | 18,728     |             | (1,300)                                 |    | 45,041  | 268,323 |         |
| Americas Canada               |  | 4,920     |              |              |                     |            |             | (4,920)                                 |    |         |         |         |
|                               | \$                                     | 1,180,141 | \$           | 2,360        | \$                  | 36,190     | \$          | (419,550)                               | \$ | 113,225 | \$      | 912,366 |

While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the fair value of our reporting units, it is possible a material change could occur. If future results are not consistent with our assumptions and estimates, we may be exposed to impairment charges in the future. The following table shows the resulting decline in the fair value of each of our reportable segments of a 100 basis point decline in our discrete and terminal period revenue growth rate and profit margin assumptions and a 100 basis point increase in our discount rate assumption, respectively:

(In thousands)

| Reportable segment    | Revenue growth rate | Profit margin | Discount rates |
|-----------------------|---------------------|---------------|----------------|
| Americas Outdoor      | \$ 320,000          | \$ 90,000     | \$ 300,000     |
| International Outdoor | \$ 140,000          | \$ 100,000    | \$ 120,000     |

The following table shows the increase to the goodwill impairment that would have occurred using hypothetical percentage reductions in fair value, had the hypothetical reduction in fair value existed at the time of our impairment testing:

(In thousands)

| Reportable segment    | 5%         | 10%        | 15%        |
|-----------------------|------------|------------|------------|
| Americas Outdoor      | \$ 164,950 | \$ 329,465 | \$ 493,915 |
| International Outdoor | \$ 7,207   | \$ 18,452  | \$ 33,774  |

**Restructuring Program**

On January 20, 2009, CC Media Holdings announced that it had commenced a restructuring program ( the restructuring program ) targeting a reduction of fixed costs. For the three months ended September 30, 2009, we recognized approximately \$0.5 million, \$5.4 million and \$0.7 million as components of direct operating expenses, selling, general and administrative ( SG&A ) expenses and corporate expenses, respectively, related to the restructuring program. For the nine months ended September 30, 2009, we recognized approximately \$13.5 million, \$6.5 million and \$3.6 million as components of direct operating expenses, SG&A expenses and corporate expenses, respectively, related to the restructuring program.

**Description of Business**

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Our outdoor advertising business has been, and may continue to be, adversely impacted by the difficult economic conditions currently present in the United States and other countries in which we operate. The continuing weakening economy has, among other things, adversely affected our clients' need for advertising and marketing services, resulting in increased cancellations and non-renewals by our clients, thereby reducing our occupancy levels, and could require us to lower our rates in order to remain competitive, thereby reducing our yield, or affect our clients' solvency. Any one or more of these effects could materially affect our business, financial condition and results of operations.

Our revenue is derived from selling advertising space on displays owned or operated by us, consisting primarily of billboards, street furniture and transit displays. We own the majority of our advertising displays, which typically are located on sites that we either lease or own or for which we have acquired permanent easements. Our advertising contracts with clients typically outline the number of displays reserved, the duration of the advertising campaign and the unit price per display.

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Our advertising rates are based on a number of different factors including location, competition, size of display, illumination, market and gross ratings points. Gross ratings points are the total number of impressions delivered by a display or group of displays, expressed as a percentage of a market population. The number of impressions delivered by a display is measured by the number of people passing the site during a defined period of time and, in some international markets, is weighted to account for such factors as illumination, proximity to other displays and the speed and viewing angle of approaching traffic. Management typically monitors our business by reviewing the average rates, average revenue per display, or yield, occupancy and inventory levels of each of our display types by market. In addition, because a significant portion of our advertising operations are conducted in foreign markets, the largest being France and the United Kingdom, management reviews the operating results from our foreign operations on a constant dollar basis. A constant dollar basis allows for comparison of operations independent of foreign exchange movements.

The significant expenses associated with our operations include (i) direct production, maintenance and installation expenses, (ii) site-lease expenses for land under our displays and (iii) revenue-sharing or minimum guaranteed amounts payable under our billboard, street furniture and transit display contracts. Our direct production, maintenance and installation expenses include costs for printing, transporting and changing the advertising copy on our displays, the related labor costs, the vinyl and paper costs and the costs for cleaning and maintaining our displays. Vinyl and paper costs vary according to the complexity of the advertising copy and the quantity of displays. Our site-lease expenses include lease payments for use of the land under our displays, as well as any revenue-sharing arrangements or minimum guaranteed amounts payable that we may have with the landlords. The terms of our site leases and revenue-sharing or minimum guaranteed contracts generally range from one to 20 years.

In our International business, normal market practice is to sell billboards and street furniture advertising as network packages with contract terms typically ranging from one to two weeks, compared to contract terms typically ranging from four weeks to one year in the United States. In addition, competitive bidding for street furniture and transit display contracts, which constitute a larger portion of our International business, and a different regulatory environment for billboards, result in higher site-lease cost in our International business compared to our Americas business. As a result, our margins are typically less in our International business than in the Americas.

Our street furniture and transit display contracts, the terms of which range from three to 20 years, generally require us to make upfront investments in property, plant and equipment. These contracts may also include upfront lease payments and/or minimum annual guaranteed lease payments. We can give no assurance that our cash flows from operations over the terms of these contracts will exceed the upfront and minimum required payments.

### ***Relationship with Clear Channel Communications***

We became a publicly traded company on November 11, 2005, through an initial public offering ( IPO ), in which we sold 10% of our common stock, or 35.0 million shares of our Class A common stock. Prior to our IPO, we were an indirect wholly-owned subsidiary of Clear Channel Communications. Clear Channel Communications currently owns all of our outstanding shares of Class B common stock, representing approximately 89% of the outstanding shares of our common stock and approximately 99% of the total voting power of our common stock.

In accordance with the Master Agreement, our branch managers follow a corporate policy allowing Clear Channel Communications to use, without charge, Americas displays they believe would otherwise be unsold. Our sales personnel receive partial revenue credit for that usage for compensation purposes. This partial revenue credit is not included in our reported revenue. Clear Channel Communications bears the cost of producing the advertising and we bear the costs of installing and removing this advertising. We estimated this discounted revenue would have been less than 1% of our Americas revenue for the three and nine months ended September 30, 2009 and 2008.

Under the Corporate Services Agreement, Clear Channel Communications provides management services to us, which include, among other things: (i) treasury, payroll and other financial related services; (ii) executive officer services; (iii) human resources and employee benefits services; (iv) legal and related services; (v) information systems, network and related services; (vi) investment services; (vii) procurement and sourcing support services; and (viii) other general corporate services. These services are charged to us based on actual direct costs incurred or allocated by Clear Channel Communications based on headcount, revenue or other factors on a pro rata basis. For the three months ended September 30, 2009 and 2008, we recorded approximately \$7.8 million and \$7.4 million, respectively, as a component of corporate expenses for these services. For the nine months ended September 30, 2009 and 2008, we recorded approximately \$22.0 million and \$19.5 million, respectively, as a component of corporate expenses for these services.



**Table of Contents****Share-Based Payments**

As of September 30, 2009, there was \$18.4 million of unrecognized compensation cost, net of estimated forfeitures, related to unvested share-based compensation arrangements. This cost is expected to be recognized over a weighted average period of approximately two years. The following table details compensation costs related to share-based payments for the three and nine months ended September 30, 2009 and 2008:

*(In thousands)*

|  | Three Months Ended<br>September 30, |                  | Nine Months Ended<br>September 30, |                  |
|--|-------------------------------------|------------------|------------------------------------|------------------|
|  | 2009<br>Post-merger                 | 2008<br>Combined | 2009<br>Post-merger                | 2008<br>Combined |
| Direct operating expenses                    | \$ 1,694                            | \$ 2,456         | \$ 5,698                           | \$ 6,413         |
| Selling, general and administrative expenses | 618                                 | 562              | 2,079                              | 1,985            |
| Corporate expenses                           | 182                                 | 228              | 611                                | 737              |
| Total share-based payments                   | \$ 2,494                            | \$ 3,246         | \$ 8,388                           | \$ 9,135         |

**RESULTS OF OPERATIONS****Consolidated Results of Operations**

The comparison of the Three and Nine Months Ended September 30, 2009 to the Three and Nine Months Ended September 30, 2008 is as follows:

*(In thousands)*

|   | Three<br>Months<br>Ended<br>September 30,<br>2009<br>Post-Merger | Period from<br>July 31 through<br>September 30,<br>2008<br>Post-Merger | Period from<br>July 1 through<br>July 30,<br>2008<br>Pre-Merger | Three<br>Months<br>Ended<br>September 30,<br>2008<br>Combined | %<br>Change |
|---|--|--|---|---|-------------|
| Revenue   | \$ 660,622   | \$ 541,699   | \$ 271,676  | \$ 813,375  | (19%)       |
| Operating expenses:   |  |  |   |   |             |
| Direct operating expenses (excludes depreciation and amortization)                    | 398,766  | 304,763  | 158,354   | 463,117   | (14%)       |
| Selling, general and administrative expenses (excludes depreciation and amortization) | 108,824  | 93,175   | 49,202  | 142,377   | (24%)       |
| Depreciation and amortization   | 111,053  | 81,015   | 37,783  | 118,798   | (7%)        |
| Corporate expenses  | 15,547   | 11,231   | 5,311   | 16,542  | (6%)        |
| Other operating income - net  | 1,160  | 1,528  | 2,506   | 4,034   |             |
| Operating income  | 27,592   | 53,043   | 23,532  | 76,575  | (64%)       |
| Interest expense on debt with Clear Channel Communications                            | 36,558   | 29,440   | 14,508  | 43,948  |             |
| Interest expense  | 1,350  | 966  | 504   | 1,470   |             |
| Interest income on Due from Clear Channel Communications                              | 133  | 766  | 430   | 1,196   |             |
| Loss on marketable securities   | (11,315)   |  |   |   |             |
| Equity in loss of nonconsolidated affiliates  | (2,046)  | (947)  | (8,867)   | (9,814)   |             |
| Other income (expense) - net  | 492  | (977)  | 3,067   | 2,090   |             |
| Income (loss) before income taxes   | (23,052)   | 21,479   | 3,150   | 24,629  |             |
| Income tax benefit (expense):   |  |  |   |   |             |

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|  |             |           |            |           |
|--|-------------|-----------|------------|-----------|
| Current  | (13,025)    | (5,032)   | (4,808)    | (9,840)   |
| Deferred                                       | 2,026       | (82)      | 1,119      | 1,037     |
| Income tax expense                             | (10,999)    | (5,114)   | (3,689)    | (8,803)   |
| Consolidated net income (loss)                 | \$ (34,051) | \$ 16,365 | \$ (539)   | \$ 15,826 |
| Amount attributable to noncontrolling interest | 325         | 5,551     | 1,160      | 6,711     |
| Net income (loss) attributable to the Company  | \$ (34,376) | \$ 10,814 | \$ (1,699) | \$ 9,115  |

**Table of Contents***(In thousands)*

|   | Nine Months<br>Ended<br>September 30,<br>2009<br>Post-Merger | Period from<br>July 31 through<br>September 30,<br>2008<br>Post-Merger | Period from<br>January 1 through<br>July 30,<br>2008<br>Pre-Merger | Nine Months<br>Ended<br>September 30,<br>2008<br>Combined | %<br>Change |
|---|--|--|--|---|-------------|
| Revenue   | \$ 1,934,955   | \$ 541,699   | \$ 1,962,063   | \$ 2,503,762  | (23%)       |
| Operating expenses:   |  |  |  |   |             |
| Direct operating expenses (excludes depreciation and amortization)                    | 1,170,683  | 304,763  | 1,119,432  | 1,424,195   | (18%)       |
| Selling, general and administrative expenses (excludes depreciation and amortization) | 347,930  | 93,175   | 344,846  | 438,021   | (21%)       |
| Depreciation and amortization   | 327,769  | 81,015   | 247,637  | 328,652   | 0%          |
| Corporate expenses  | 45,446   | 11,231   | 39,364   | 50,595  | (10%)       |
| Impairment charge   | 812,390  |  |  |   |             |
| Other operating income - net  | 10,125   | 1,528  | 10,978   | 12,506  |             |
| Operating income (loss)   | (759,138)  | 53,043   | 221,762  | 274,805   | (376%)      |
| Interest expense on debt with Clear Channel Communications                            | 110,368  | 29,440   | 87,464   | 116,904   |             |
| Interest expense  | 4,624  | 966  | 3,913  | 4,879   |             |
| Interest income on Due from Clear Channel Communications                              | 358  | 766  | 2,590  | 3,356   |             |
| Loss on marketable securities   | (11,315)   |  |  |   |             |
| Equity in earnings (loss) of nonconsolidated affiliates                               | (26,094)   | (947)  | 70,842   | 69,895  |             |
| Other income (expense) - net  | (5,288)  | (977)  | 13,365   | 12,388  |             |
| Income (loss) before income taxes   | (916,469)  | 21,479   | 217,182  | 238,661   |             |
| Income tax benefit (expense):   |  |  |  |   |             |
| Current   | (26,175)   | (5,032)  | (30,171)   | (35,203)  |             |
| Deferred  | 127,877  | (82)   | (21,405)   | (21,487)  |             |
| Income tax benefit (expense)  | 101,702  | (5,114)  | (51,576)   | (56,690)  |             |
| Consolidated net income (loss)  | \$ (814,767)   | \$ 16,365  | \$ 165,606   | \$ 181,971  |             |
| Amount attributable to noncontrolling interest  | (3,413)  | 5,551  | (1,948)  | 3,603   |             |
| Net income (loss) attributable to the Company   | \$ (811,354)   | \$ 10,814  | \$ 167,554   | \$ 178,368  |             |

**Consolidated Revenue**

Our consolidated revenue decreased \$152.8 million during the third quarter of 2009 as compared to the third quarter of 2008. Our International outdoor revenue declined \$95.6 million, with approximately \$25.9 million from movements in foreign exchange. Our Americas outdoor revenue declined \$57.2 million primarily from a decline in bulletin, poster and airport revenue.

Our consolidated revenue decreased \$568.8 million during the first nine months of 2009 as compared to the same period of 2008. Our International revenue decreased \$379.0 million, with approximately \$145.7 million from movements in foreign exchange. Our Americas revenue decreased \$189.8 million primarily from a decline in bulletin, poster and airport revenue.

**Consolidated Direct Operating Expenses**

Our consolidated direct operating expenses decreased \$64.4 million during the third quarter of 2009 as compared to the third quarter of 2008. Direct operating expenses in the third quarter of 2009 include \$0.5 million related to the restructuring program. Our International segment contributed \$48.7 million of the overall decrease of which \$19.6 million related to movements in foreign exchange. Our Americas direct operating expenses decreased \$15.6 million primarily driven by decreased site-lease expenses.



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Our consolidated direct operating expenses decreased \$253.5 million during the first nine months of 2009 as compared to the same period of 2008. Direct operating expenses in the first nine months of 2009 include \$13.5 million related to the restructuring program. Our International segment contributed \$214.3 million of the overall decrease, of which \$104.2 million related to movements in foreign exchange and the remainder of the decrease was driven by a decline in site-lease expenses. Our Americas direct operating expenses decreased \$39.2 million primarily driven by decreased site-lease expenses.

### Consolidated Selling, General and Administrative Expenses

Our SG&A expenses decreased \$33.6 million during the third quarter of 2009 as compared to the same period of 2008. Our International SG&A expenses decreased \$21.4 million primarily attributable to \$4.9 million related to movements in foreign exchange and a decline in compensation and administrative expenses. SG&A expenses decreased \$12.2 million in our Americas segment, primarily related to a decline in commission expense.

Our SG&A expenses decreased \$90.1 million during the first nine months of 2009 as compared to the same period of 2008. Our International outdoor SG&A expenses decreased \$59.7 million primarily attributable to \$29.4 million from movements in foreign exchange as well as cost savings from the restructuring program. SG&A expenses decreased \$30.4 million in our Americas outdoor segment primarily related to a decline in commission expenses.

### Depreciation and Amortization

Depreciation and amortization decreased \$7.7 million during the three months ended September 30, 2009 as compared to the same period of 2008. The decline was primarily attributable to purchase accounting adjustments offset by movements in foreign exchange.

Depreciation and amortization decreased \$0.9 million during the nine months ended September 30, 2009 as compared to the same period of 2008. Increases from the fair value adjustments to acquired assets were partially offset by foreign exchange movements.

### Corporate Expenses

Corporate expenses decreased \$1.0 million and \$5.1 million during the three and nine months ended September 30, 2009, respectively, as compared to the same periods of 2008. Increases related to the restructuring program of \$0.7 million and \$3.6 million recorded during the three and nine months ended September 30, 2009, respectively, were offset by declines related to foreign exchange movements and decreased legal expenses.

### Impairment Charge

The global economic downturn has adversely affected advertising revenues across our businesses in recent months. As discussed above, we performed an impairment test in the second quarter of 2009 and recognized a non-cash impairment charge to our indefinite-lived intangible assets and goodwill of approximately \$812.4 million.

### Other Operating Income - Net

Other operating income net for the nine months ended September 30, 2009 was \$10.1 million and primarily relates to a gain of \$4.4 million on the sale of International assets and a gain of \$3.7 million on the sale of Americas assets.

The \$4.0 million gain for the three months ended September 30, 2008 consists of a \$1.7 million gain on the sale of International street furniture and miscellaneous other items. During the first nine months of 2008, we recorded a \$4.0 million gain on the sale of an office building in France and a \$2.6 million gain on the exchange of Americas assets, in addition to the \$1.7 million gain recorded in the third quarter 2008 as discussed above.

### Interest Expense - Net (Including Interest on Debt with Clear Channel Communications)

Interest expense decreased \$6.4 million and \$3.8 million during the three and nine months ended September 30, 2009, respectively, as compared to the same periods of 2008. The decline was due to a lower weighted average cost of debt of Clear Channel Communications during 2009.



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### **Loss on Marketable Securities**

The loss on marketable securities of \$11.3 million during the three and nine months ended September 30, 2009, relates to an impairment to certain available-for-sale securities. The fair value of the available-for-sale securities was below cost for the nine months ended September 30, 2009. As a result, we considered the guidance in ASC 320-10-S99 and reviewed the length of the time and the extent to which the market value was less than cost and the financial condition and near-term prospects of the issuer. After this assessment, we concluded that the impairment was other than temporary and recorded an \$11.3 million non-cash impairment charge to our investment in Independent News & Media PLC ( INM ).

### **Equity in Earnings (Loss) of Nonconsolidated Affiliates**

Equity in loss of nonconsolidated affiliates of \$26.1 million for the nine months ended September 30, 2009 primarily relates to a \$19.7 million impairment of equity investments in our International segment.

Included in equity in earnings of nonconsolidated affiliates in the three and nine months ended September 30, 2008 is a \$9.0 million impairment charge to one of our International equity method investments recorded during the third quarter 2008. Included in equity in earnings for the nine months ended September 30, 2008 is a \$75.6 million gain on the sale of Clear Channel Communications' 50% interest in Clear Channel Independent, a South African outdoor advertising company.

### **Other Income (Expense) Net**

Other income (expense) net recorded in the three and nine months ended September 30, 2009 primarily relates to foreign exchange transaction gains/losses on short-term intercompany accounts.

### **Income Taxes**

#### *Three Months*

Current tax expense for the three months ended September 30, 2009 increased \$3.2 million compared to the same period of 2008, primarily due to the fact that we did not record tax benefits on net losses generated in the current period. Due to uncertainty on future taxable income and limitations on net operating loss carryback claims allowed, the Company cannot realize deferred tax assets which arose in the three and nine months ended September 30, 2009. In addition, during the three months ended September 30, 2008, we recorded current tax benefits due to favorable settlements of certain tax return examinations. The effective tax rate for the three months ended September 30, 2009 was (47.7%) as compared to 35.7% for the same period of 2008, primarily due to the fact that we did not record tax benefits on net losses generated in the current period.

#### *Nine Months*

Current tax expense for the nine months ended September 30, 2009 decreased \$9.0 million compared to the same period of 2008 primarily due to a decrease in income (loss) before income taxes of \$342.7 million, before considering the impairment charge of \$812.4 million recorded during the second quarter of 2009. However, we recorded a valuation allowance of \$27.6 million during the nine months ended September 30, 2009 as a result of our inability to record tax benefits on net losses generated in the current period. Due to the uncertainty of the future taxable income and limitations on net operating loss carryback claims allowed, we cannot realize tax assets which arose in the nine months ended September 30, 2009. Pursuant to the provisions of ASC 740-10-30, deferred tax valuation allowances are required on those tax assets. The effective tax rate for the nine months ended September 30, 2009 decreased to 11.1% as compared to 23.8% for the same period of 2008, primarily due to the non-cash impairment charge on goodwill that is not deductible for tax purposes.

Deferred tax benefits of \$127.9 million were recorded for the nine months ended September 30, 2009 as compared to deferred tax expense of \$21.5 million for the same period of 2008, primarily due to deferred tax benefits of \$143.6 million recorded in the second quarter of 2009 related to the impairment of certain indefinite-lived intangibles.

### **Americas Results of Operations**

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| <i>(In thousands)</i>                        | Three Months Ended<br>September 30, |            |        | Nine Months Ended<br>September 30, |              |        |
|--|-------------------------------------|------------|--------|------------------------------------|--------------|--------|
|  | 2009                                | 2008       | %      | 2009                               | 2008         | %      |
|  | Post-merger                         | Combined   | Change | Post-merger                        | Combined     | Change |
| Revenue                                      | \$ 312,537                          | \$ 369,730 | (15%)  | \$ 898,277                         | \$ 1,088,070 | (17%)  |
| Direct operating expenses                    | 147,250                             | 162,868    | (10%)  | 440,885                            | 480,133      | (8%)   |
| Selling, general and administrative expenses | 47,602                              | 59,787     | (20%)  | 147,839                            | 178,219      | (17%)  |
| Depreciation and amortization                | 54,102                              | 55,867     | (3%)   | 158,612                            | 155,239      | 2%     |
| Operating income                             | \$ 63,583                           | \$ 91,208  | (30%)  | \$ 150,941                         | \$ 274,479   | (45%)  |

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**Table of Contents***Three Months*

Our Americas revenues were impacted by weak demand for local and national advertising across most markets. Revenue declined approximately \$57.2 million during the third quarter of 2009 compared to the same period of 2008 driven by a decline in bulletin, poster and airport revenues. The decline in bulletin, poster and airport revenues was driven primarily by a decline in rate compared to the third quarter of 2008.

Direct operating expenses decreased \$15.6 million during the third quarter of 2009 compared to the same period of 2008 primarily from a \$10.8 million decrease in site-lease expenses associated with cost savings from our restructuring program and the decline in revenues. This decrease was partially offset by \$2.0 million related to the restructuring program. SG&A expenses decreased \$12.2 million during the third quarter of 2009 compared to the same period of 2008 primarily from a \$2.8 million decline in commissions and a \$3.0 million decline in administrative expenses.

Depreciation and amortization remained relatively flat during the third quarter of 2009 compared to the same period of 2008.

*Nine Months*

Revenue declined approximately \$189.8 million during the nine months ended September 30, 2009 compared to the same period of 2008 driven by a decline in bulletin, poster and airport revenues. The decline in bulletin, poster and airport revenues was driven primarily by a decline in rate compared to the first nine months of 2008.

Direct operating expenses decreased \$39.2 million during the first nine months of 2009 compared to the same period of 2008 primarily from a \$29.3 million decrease in site-lease expenses associated with cost savings from our restructuring program and the decline in revenues. This decrease was partially offset by \$6.5 million related to the restructuring program. SG&A expenses decreased \$30.4 million during the first nine months of 2009 compared to the same period of 2008 primarily from a \$9.6 million decline in commissions and a \$9.1 million decline in administrative expenses.

Depreciation and amortization increased \$3.4 million primarily due to a \$15.2 million increase in accelerated depreciation on the removal of various structures, partially offset by a \$6.9 million adjustment to amortization related to a change in the preliminary fair value adjustment of transit and street furniture contracts.

**International Results of Operations**

| <i>(In thousands)</i>                        | <b>Three Months Ended<br/>September 30,</b> |                 |               | <b>Nine Months Ended<br/>September 30,</b> |                 |               |
|--|---|-----------------|---------------|--|-----------------|---------------|
|  | <b>2009</b>                                 | <b>2008</b>     | <b>%</b>      | <b>2009</b>                                | <b>2008</b>     | <b>%</b>      |
|  | <b>Post-merger</b>                          | <b>Combined</b> | <b>Change</b> | <b>Post-merger</b>                         | <b>Combined</b> | <b>Change</b> |
| Revenue                                      | \$ 348,085                                  | \$ 443,645      | (22%)         | \$ 1,036,678                               | \$ 1,415,692    | (27%)         |
| Direct operating expenses                    | 251,516                                     | 300,249         | (16%)         | 729,798                                    | 944,062         | (23%)         |
| Selling, general and administrative expenses | 61,222                                      | 82,590          | (26%)         | 200,091                                    | 259,802         | (23%)         |
| Depreciation and amortization                | 56,951                                      | 62,931          | (10%)         | 169,157                                    | 173,413         | (2%)          |
| Operating income (loss)                      | \$ (21,604)                                 | \$ (2,125)      | (917%)        | \$ (62,368)                                | \$ 38,415       | (262%)        |

*Three Months*

Revenue decreased approximately \$95.6 million during the third quarter of 2009 compared to the same period of 2008, including the negative impact of foreign exchange of \$25.9 million. The revenue decline occurred across most countries and was primarily driven by a decline in rate.

Direct operating expenses decreased \$48.7 million primarily from \$19.6 million in foreign exchange movements and a \$23.9 million decline due to the impact of cost savings from our restructuring program and the decline in revenues. SG&A expenses decreased \$21.4 million primarily from \$10.9 million related to a decline in compensation expense, a \$3.5 million decrease in administrative expenses and a \$4.9 million decrease related to movements in foreign exchange.

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### *Nine Months*

Revenue decreased approximately \$379.0 million during the nine months ended September 30, 2009 compared to the same period of 2008, including the negative impact of foreign exchange of \$145.7 million. The revenue decline occurred across most countries, with the most significant decline in France of \$61.8 million primarily from the loss of a contract for advertising on railway land. Revenues in Italy and the U.K. declined \$23.0 million and \$22.4 million, respectively, due to challenging advertising markets resulting in a decline in rate.

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Direct operating expenses decreased \$214.3 million primarily from a decrease of \$104.2 million from movements in foreign exchange. The remaining decline was primarily attributable to a \$76.1 million decline in site-lease expenses partially as a result of the loss of the rail contract discussed above. SG&A expenses decreased \$59.7 million primarily from \$29.4 million related to movements in foreign exchange, \$24.1 million related to a decline in compensation expense and \$13.2 million related to a decrease in administrative expenses.

**Reconciliation of Segment Operating Income (Loss)**

| <i>(In thousands)</i>                | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |            |
|--------------------------------------|-------------------------------------|-----------|------------------------------------|------------|
|                                      | 2009                                | 2008      | 2009                               | 2008       |
|                                      | Post-merger                         | Combined  | Post-merger                        | Combined   |
| Americas                             | \$ 63,583                           | \$ 91,208 | \$ 150,941                         | \$ 274,479 |
| International                        | (21,604)                            | (2,125)   | (62,368)                           | 38,415     |
| Corporate expenses                   | (15,547)                            | (16,542)  | (45,446)                           | (50,595)   |
| Impairment charge                    |                                     |           | (812,390)                          |            |
| Other operating income net           | 1,160                               | 4,034     | 10,125                             | 12,506     |
| Consolidated operating income (loss) | \$ 27,592                           | \$ 76,575 | \$ (759,138)                       | \$ 274,805 |

**LIQUIDITY AND CAPITAL RESOURCES****Clear Channel Communications Merger**

Clear Channel Communications' capitalization, liquidity and capital resources substantially changed due to the consummation of its merger on July 30, 2008. Upon the closing of the merger, Clear Channel Communications incurred additional debt and became highly leveraged. We are not a borrower under Clear Channel Communications' credit agreements other than for direct borrowings by certain of our International subsidiaries under the \$150.0 million sub-limit included in Clear Channel Communications' \$2.0 billion revolving credit facility and we are not a guarantor of Clear Channel Communications' debt. As of September 30, 2009, the outstanding balance on the sub-limit was approximately \$150.0 million of which \$30.0 million was drawn by us and the remaining amount drawn by Clear Channel Communications. The obligations of these International subsidiaries that are borrowers under the revolving credit facility are guaranteed by certain of our material wholly-owned subsidiaries, and secured by substantially all of the assets of such borrowers and guarantors, subject to permitted liens and other exceptions.

Our Company and our consolidated subsidiaries are restricted subsidiaries under Clear Channel Communications' credit agreements and are therefore subject to various restrictions contained therein. The interest rate we pay on our \$2.5 billion promissory note is based on Clear Channel Communications' weighted average cost of debt, which was impacted due to the consummation of Clear Channel Communications' merger. As such, our future interest expense would be effected by, among other events, another change in Clear Channel Communications' capitalization, liquidity and capital resources. To the extent we cannot pass on our increased borrowing costs to our clients, our profitability, and potentially our ability to raise capital, could be materially affected.

Under our Master Agreement with Clear Channel Communications and the \$2.5 billion note payable to Clear Channel Communications, we are limited in our indebtedness from third parties to no more than \$400.0 million.

The interest rate on outstanding balances under the revolving credit facility is based upon LIBOR or, for Euro denominated borrowings, EURIBOR, plus, in each case, a margin, which margin is generally higher than the margin under Clear Channel Communications' credit facility terminated in connection with the merger. See the discussion below under Sources of Capital Credit Facility. A deterioration in the financial condition of Clear Channel Communications or borrowings by Clear Channel Communications under the \$150.0 million sub-limit could also further increase our borrowing costs or impair our access to capital markets because of our reliance on Clear Channel Communications for availability under this revolving credit facility.

Also, so long as Clear Channel Communications maintains a significant interest in us, pursuant to the Master Agreement between Clear Channel Communications and us, Clear Channel Communications will have the option to limit our ability to incur debt or issue equity securities, which could adversely affect our ability to meet our liquidity needs.



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CC Media Holdings and Clear Channel Communications corporate credit and issue-level ratings were downgraded on June 8, 2009 by Standard & Poor's Ratings Services. CC Media Holdings and Clear Channel Communications corporate credit ratings were lowered from B- to CCC, where they currently remain. The downgrade had no impact on the borrowing costs of certain of our International subsidiaries under the credit agreements discussed in more detail above.

We have a revolving promissory note issued by Clear Channel Communications to us in the amount of \$529.0 million as of September 30, 2009 described more fully below. We are an unsecured creditor of Clear Channel Communications with respect to the revolving promissory note.

**Cash Flows**

The following table summarizes our historical cash flows:

| <i>(In thousands)</i>       | Nine Months Ended<br>September 30, |                  |
|-----------------------------|------------------------------------|------------------|
|                             | 2009<br>Post-merger                | 2008<br>Combined |
| Cash provided by (used in): |                                    |                  |
| Operating activities        | \$ 269,882                         | \$ 447,489       |
| Investing activities        | \$ (93,104)                        | \$ (308,458)     |
| Financing activities        | \$ (110,966)                       | \$ (194,998)     |

**Operating Activities**

Net cash provided by operating activities of \$269.9 million for the nine months ended September 30, 2009 reflects a consolidated net loss of \$814.8 million adjusted for non-cash impairment charges of \$812.4 million related to goodwill and intangible assets and depreciation and amortization of \$327.8 million. In addition, we recorded a \$26.1 million loss in equity of nonconsolidated affiliates primarily due to a \$19.7 million impairment of equity investments in our International segment. Net cash provided by operating activities was partially offset by deferred taxes of \$127.9 million.

Net cash provided by operating activities of \$447.5 million for the nine months ended September 30, 2008 principally reflected net income of \$182.0 million and depreciation and amortization of \$328.7 million. In addition, in 2008 we recorded a \$75.6 million gain in equity in earnings of nonconsolidated affiliates related to the sale of our 50% interest in Clear Channel Independent based on the fair value of the equity securities received as consideration.

**Investing Activities**

For the nine months ended September 30, 2009, we spent \$58.1 million in our Americas segment for the purchase of property, plant and equipment mostly related to the construction of new billboards. We spent \$55.9 million in our International segment for the purchase of property, plant and equipment related to new billboard and street furniture contracts and renewals of existing contracts. We also received proceeds of \$5.5 million from the sale of International assets and \$5.2 million from the sale of Americas assets.

Net cash used in investing activities of \$308.5 million for the nine months ended September 30, 2008 mainly reflected capital expenditures of \$237.9 million related to purchases of property, plant and equipment and \$104.8 million related to acquisitions of operating assets, partially offset by proceeds from the sale of other assets of \$40.0 million.

**Financing Activities**

Net cash used in financing activities of \$111.0 million for the nine months ended September 30, 2009 includes net transfers of cash to Clear Channel Communications of \$86.3 million. The net transfers of cash to Clear Channel Communications represent the activity in the Due from/to Clear Channel Communications account. This activity primarily relates to working capital and settlement of interest on the cash management notes and the \$2.5 billion note payable to Clear Channel Communications. In addition, we purchased the remaining 15% interest in our fully consolidated subsidiary, Paneles Napsa S.A., for \$13.0 million, and acquired an additional 5% interest in our consolidated subsidiary, Clear Channel Jolly Publicita SPA, for \$12.1 million.

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Net cash used in financing activities of \$195.0 million for the nine months ended September 30, 2008 reflected a net reduction in debt of \$100.2 million and net transfers of cash to Clear Channel Communications of \$98.8 million. The net transfers of cash to Clear Channel Communications represent the activity in the Due from/to Clear Channel Communications account. This activity primarily relates to working capital and settlement of interest on the cash management notes and the \$2.5 billion note payable to Clear Channel Communications.

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### Anticipated Cash Requirements

Our primary source of liquidity is cash flow from operations, which has been adversely affected by the global economic downturn. The risks associated with our businesses become more acute in periods of a slowing economy or recession, which may be accompanied by a decrease in advertising. Expenditures by advertisers tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. The global economic downturn has resulted in a decline in advertising and marketing services among our customers, resulting in a decline in our advertising revenues across our businesses. This reduction in advertising revenues has had an adverse effect on our revenue, profit margins, cash flow and liquidity. A continuation of the global economic downturn would continue to adversely impact our revenue, profit margins, cash flow and liquidity.

Another significant source of our liquidity is borrowings under the cash management notes with Clear Channel Communications. Clear Channel Communications' ability to meet its obligations with respect to the Due from Clear Channel Communications' account and to lend under the cash management note depends on its working capital needs, debt service obligations and its future operating performance and cash flow, which are in turn subject to prevailing economic conditions and other factors, many of which are beyond its control. The inability of Clear Channel Communications to meet its obligations with respect to the Due from Clear Channel Communications' account could have a material adverse effect on the Company's financial condition and on the Company's ability to meet its obligations. The cash management notes mature on August 10, 2010. After such date, Clear Channel Communications will continue to provide day-to-day cash management services to us pursuant to the Corporate Services Agreement, whereby our bank accounts are swept daily into accounts of Clear Channel Communications. The net balance as a result of these cash management services will continue to be reflected as Due from/to Clear Channel Communications' on our balance sheet. See *Debt with Clear Channel Communications* under Sources of Capital below for further discussion of the Due from/to Clear Channel Communications' account.

Our \$2.5 billion note to Clear Channel Communications matures on August 2, 2010. On June 2, 2009, we announced that we are actively pursuing alternatives to address the maturity of the \$2.5 billion note to Clear Channel Communications. The alternatives to refinance the \$2.5 billion note to Clear Channel Communications may include the use of our cash flow and capital resources, seeking an extension of the maturity of the note, selling assets, seeking additional equity capital, an offering of new senior or senior subordinated notes for cash, an exchange of new senior or subordinated notes for outstanding indebtedness or other transactions.

We believe that we will be successful in obtaining financing due to our long history of strong operating margins and free cash flow generation through our portfolio of diversified products and geographically diverse markets. However, we also believe that a new financing would likely carry higher interest rates and may contain more restrictive terms than our current agreements based on prevailing interest rates and current debt capital market conditions. Higher interest rates would reduce our capital available for investment and growth and terms may restrict, among other things, our ability to invest in our business. The \$2.5 billion note and Master Agreement with Clear Channel Communications include restrictive covenants that, among other things, restrict the Company's ability to incur additional indebtedness. Therefore, any refinancing of the \$2.5 billion note must be approved by our parent, Clear Channel Communications and there is no such assurance that we would receive such approval. The alternatives we are pursuing might be unsuccessful or inadequate in permitting us to meet scheduled debt obligations. Additionally, in light of the current credit environment, we may be unable to restructure or refinance our obligations and obtain additional equity financing or sell assets on satisfactory terms or at all. As a result, our inability to meet our debt obligations could cause us to default on those obligations. A default under any debt instrument could, in turn, result in defaults under other debt instruments. Any such defaults could materially impair our financial condition, liquidity and results of operations.

We expect to be in compliance with the covenants governing our indebtedness in 2009. However, our anticipated results are subject to significant uncertainty and there can be no assurance that actual results will be in compliance with the covenants. In addition, our ability to comply with the covenants governing our indebtedness may be affected by events beyond our control, including prevailing economic, financial and industry conditions.

Furthermore, in its Quarterly Report on Form 10-Q filed with the SEC on November 9, 2009, CC Media Holdings, our indirect parent, stated that it expects to be in compliance with the covenants under Clear Channel Communications' senior secured credit facilities in 2009. CC Media Holdings similarly stated in such Quarterly Report that its anticipated results are also subject to significant uncertainty and there can be no assurance that actual results will be in compliance with the covenants. Moreover, CC Media Holdings stated in such Quarterly Report that its ability to comply with the covenants in Clear Channel Communications' financing agreements may be affected by events beyond CC Media Holdings' control, including prevailing economic, financial and industry conditions. As discussed therein, the breach of any covenants set forth in Clear Channel Communications' financing agreements would result in a default thereunder, and an event of default would permit the lenders under a defaulted financing





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agreement to declare all indebtedness thereunder to be due and payable prior to maturity. Moreover, as discussed therein, the lenders under the revolving credit facility under Clear Channel Communications' senior secured credit facilities would have the option to terminate their commitments to make further extensions of revolving credit thereunder. In addition, CC Media Holdings stated in such Quarterly Report that if CC Media Holdings is unable to repay Clear Channel Communications' obligations under any senior secured credit facilities or the receivables based credit facility, the lenders under such senior secured credit facilities or receivables based credit facility could proceed against any assets that were pledged to secure such senior secured credit facilities or receivables based credit facility. Finally, CC Media Holdings stated in such Quarterly Report that a default or acceleration under any of Clear Channel Communications' financing agreements could cause a default under other obligations that are subject to cross-default and cross-acceleration provisions.

For so long as Clear Channel Communications maintains significant control over us, a deterioration in the financial condition of Clear Channel Communications could have the effect of increasing our borrowing costs or impairing our access to capital markets. Neither the \$2.5 billion term note payable to Clear Channel Communications nor the Due from Clear Channel Communications note contain in their terms a right of offset. As of September 30, 2009, Clear Channel Communications had \$1.4 billion recorded as Cash and cash equivalents on its consolidated balance sheets.

**SOURCES OF CAPITAL**

As of September 30, 2009 and December 31, 2008, we had the following debt outstanding, cash and cash equivalents and amounts due from Clear Channel Communications:

| <i>(In millions)</i>   | <b>September 30,<br/>2009</b> | <b>December 31,<br/>2008</b> |
|--|-------------------------------|------------------------------|
| Credit facility (\$150.0 million sub-limit within Clear Channel Communications' \$2.0 billion revolving credit facility) | \$ 30.0                       | \$ 30.0                      |
| Debt with Clear Channel Communications   | 2,500.0                       | 2,500.0                      |
| Other debt   | 81.2                          | 71.9                         |
| Total debt   | 2,611.2                       | 2,601.9                      |
| Less: Cash and cash equivalents  | 165.4                         | 94.8                         |
| Less: Due from Clear Channel Communications  | 529.0                         | 431.6                        |
|  | <b>\$ 1,916.8</b>             | <b>\$ 2,075.5</b>            |

The Company may from time to time repay its outstanding debt or seek to purchase its outstanding equity securities. Such transactions, if any, will depend on prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors.

*Credit Facility (\$150 million sub-limit within Clear Channel Communications' \$2.0 billion revolving credit facility)*

In addition to net cash flows from operations, another source of liquidity is through borrowings under a \$150.0 million sub-limit included in Clear Channel Communications' multicurrency \$2.0 billion revolving credit facility with a maturity in July 2014. Certain of our International subsidiaries may borrow under the sub-limit to the extent Clear Channel Communications has not already borrowed against this capacity and is in compliance with its covenants under the revolving credit facility. The obligations of these International subsidiaries that are borrowers under the revolving credit facility are guaranteed by certain of our material wholly-owned subsidiaries, and secured by substantially all of the assets of such borrowers and guarantors, subject to permitted liens and other exceptions.

The interest rate on outstanding balances under the revolving credit facility is equal to an applicable margin plus, at Clear Channel Communications' option, either (i) a base rate determined by reference to the higher of (A) the prime lending rate publicly announced by the administrative agent and (B) the federal funds effective rate from time to time plus 0.50%, or (ii) a Eurocurrency rate determined by reference to the costs of funds for deposits for the interest period relevant to such borrowing adjusted for certain additional costs. The applicable margin percentage is 2.40% in the case of base rate loans, and 3.40% in the case of Eurocurrency rate loans, subject to downward adjustments based upon Clear Channel Communications' leverage ratio. At September 30, 2009, the interest rate on borrowings under the revolving credit facility was 3.7%. At November 9, 2009, the outstanding balance on this sub-limit was \$30.0 million, and no amount was available for future borrowings, due to the fact that Clear Channel Communications has borrowed the remaining amount available under this facility.



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### *Debt with Clear Channel Communications*

As part of the day-to-day cash management services provided by Clear Channel Communications, we maintain accounts that represent net amounts due to or from Clear Channel Communications, which is recorded as *Due from/to Clear Channel Communications* on the consolidated balance sheet. The accounts represent the revolving promissory note issued by us to Clear Channel Communications and the revolving promissory note issued by Clear Channel Communications to us in the face amount of \$1.0 billion, or if more or less than such amount, the aggregate unpaid principal amount of all advances. Both of the promissory notes mature on August 10, 2010. The accounts accrue interest and are generally payable on demand. Interest on the cash management note owed by us accrues on the daily net negative cash position based upon LIBOR plus a margin. Interest on the cash management note owed by Clear Channel Communications accrues on the daily net positive cash position based upon the average one-month generic treasury bill rate. Included in the accounts are the net activities resulting from day-to-day cash management services provided by Clear Channel Communications. As a part of these services, we maintain collection bank accounts swept daily into accounts of Clear Channel Communications. In return, Clear Channel Communications funds our controlled disbursement accounts as checks or electronic payments are presented for payment. Our claim in relation to cash transferred from our concentration account is on an unsecured basis and is limited to the balance of the *Due from Clear Channel Communications* account. If Clear Channel Communications were to become insolvent, we would be an unsecured creditor of Clear Channel Communications with respect to the revolving promissory note issued by Clear Channel Communications to us. At September 30, 2009 and December 31, 2008, the asset recorded in *Due from Clear Channel Communications* on the consolidated balance sheet was \$529.0 million and \$431.6 million, respectively. At September 30, 2009, we had no borrowings under the cash management note to Clear Channel Communications.

The net interest income for the three months ended September 30, 2009 and 2008 was \$0.1 million and \$1.2 million, respectively. The net interest income for the nine months ended September 30, 2009 and 2008 was \$0.4 million and \$3.4 million, respectively. At September 30, 2009 and 2008, the interest rate on the *Due from Clear Channel Communications* account was 0.056% and 0.840%, respectively, which represents the average one-month generic treasury bill rate as described above.

Unlike the management of cash from our U.S. based operations, the amount of cash, if any, which is transferred from our foreign operations to Clear Channel Communications is determined on a basis mutually agreeable to us and Clear Channel Communications, and not on a pre-determined basis. In arriving at such mutual agreement, the reasonably foreseeable cash needs of our foreign operations are evaluated before a cash amount is considered as an excess or surplus amount for transfer to Clear Channel Communications.

We have a note in the original principal amount of \$2.5 billion to Clear Channel Communications which matures on August 2, 2010 and may be prepaid in whole at any time, or in part from time to time. The note accrues interest at a variable per annum rate equal to Clear Channel Communications weighted average cost of debt, calculated on a monthly basis. This note is mandatorily payable upon our change of control (as defined in the note) and, subject to certain exceptions, all net proceeds from debt or equity raised by us must be used to prepay such note. At September 30, 2009, the interest rate on the \$2.5 billion note was 5.7%.

Our working capital requirements and capital for general corporate purposes, including acquisitions and capital expenditures, may be provided to us by Clear Channel Communications, in its sole discretion, pursuant to a cash management note issued by us to Clear Channel Communications. Without the opportunity to obtain financing from Clear Channel Communications, we may need to obtain additional financing from banks, or through public offerings or private placements of debt, strategic relationships or other arrangements at some future date. As stated above, we may be unable to successfully obtain additional debt or equity financing on satisfactory terms or at all.

As long as Clear Channel Communications maintains a significant interest in us, pursuant to the Master Agreement between Clear Channel Communications and us, Clear Channel Communications will have the option to limit our ability to incur debt or issue equity securities, which could adversely affect our ability to meet our liquidity needs. In addition, the \$2.5 billion note requires us to prepay it in full upon a change of control (as defined in the note) and, upon our issuances of equity and incurrence of debt, subject to certain exceptions, to prepay the note in the amount of net proceeds received from such events. Under the Master Agreement with Clear Channel Communications and the \$2.5 billion note, we are limited in our borrowing from third parties to no more than \$400.0 million (including borrowings under the \$150.0 million sub-limit of Clear Channel Communications \$2.0 billion revolving credit facility). As a result of current borrowings and commitments, we were limited to approximately \$139.4 million in additional external borrowings as of September 30, 2009.

### *Other Debt*

Other debt consists primarily of loans with international banks. At September 30, 2009, approximately \$81.2 million was outstanding as other debt.



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### *Debt Covenants*

The \$2.5 billion note requires us to comply with various negative covenants, including restrictions on the following activities: incurring consolidated funded indebtedness (as defined in the note), excluding intercompany indebtedness, in a principal amount in excess of \$400.0 million at any one time outstanding; creating liens; making investments; entering into sale and leaseback transactions (as defined in the note), which when aggregated with consolidated funded indebtedness secured by liens, will not exceed an amount equal to 10% of our total consolidated shareholders' equity (as defined in the note) as shown on our most recently reported annual audited consolidated balance sheet; disposing of all or substantially all of our assets; entering into mergers and consolidations; declaring or making dividends or other distributions; making certain repurchases of our equity; and entering into transactions with our affiliates.

In addition, the note requires us to prepay it in full upon a change of control. The note defines a change of control to occur when Clear Channel Communications ceases to control (i) directly or indirectly, more than 50% of the aggregate voting equity interests of us, our operating subsidiary or our respective successors or assigns, or (ii) the ability to elect a majority of our Board of Directors, or the Board of Directors of our operating subsidiary or our respective successors or assigns. Upon our issuances of equity and incurrences of debt, subject to certain exceptions, we are also required to prepay the note in the amount of the net proceeds received by us from such events.

Clear Channel Communications' senior secured credit facilities, of which the \$2.0 billion revolving credit facility comprises a part, requires Clear Channel Communications to comply on a quarterly basis with a maximum consolidated senior secured net debt to adjusted EBITDA (as calculated in accordance with the senior secured credit facilities) ratio (maximum of 9.5:1). This financial covenant becomes more restrictive over time beginning in the second quarter of 2013. In its Quarterly Report on Form 10-Q filed with the SEC on November 9, 2009, CC Media Holdings stated that Clear Channel Communications' secured leverage ratio, defined as secured debt, net of cash, divided by the trailing 12-month consolidated EBITDA (as calculated in accordance with the senior secured credit facilities) was 8.8:1 at September 30, 2009.

There are no significant covenants or events of default contained in the revolving promissory note issued by Clear Channel Communications to us or the revolving promissory note issued by us to Clear Channel Communications.

At September 30, 2009, we were in compliance with all debt covenants.

### **Dispositions and Other**

During the nine months ended September 30, 2009, we sold international assets for \$5.5 million resulting in a gain of \$4.4 million. In addition, we sold assets for \$5.2 million in the Americas and recorded a gain of \$3.7 million in Other operating income net.

### **USES OF CAPITAL**

#### **Acquisitions and Other**

During the nine months ended September 30, 2009, our Americas segment paid \$5.0 million primarily for the acquisition of land and buildings. In addition, during the first nine months of 2009, the Company's America's segment purchased the remaining 15% interest in our fully consolidated subsidiary, Paneles Napsa S.A., for \$13.0 million. Our International segment also acquired an additional 5% interest in our consolidated subsidiary, Clear Channel Jolly Pubblicita SPA, for \$12.1 million.

**Table of Contents****Capital Expenditures**

Our capital expenditures have consisted of the following:

| <i>(In millions)</i>              | <b>Nine Months Ended September 30,</b> |                 |
|-----------------------------------|--|-----------------|
|                                   | <b>2009</b>                            | <b>2008</b>     |
| Non-revenue producing             | \$ 27.8                                | \$ 59.2         |
| Revenue producing                 | 86.2                                   | 178.7           |
| <b>Total capital expenditures</b> | <b>\$ 114.0</b>                        | <b>\$ 237.9</b> |

We define non-revenue producing capital expenditures as those expenditures required on a recurring basis. Revenue producing capital expenditures are discretionary capital investments for new revenue streams, similar to an acquisition.

**Commitments, Contingencies and Guarantees**

From time to time, we are involved in legal proceedings arising in the ordinary course of business. Under our agreements with Clear Channel Communications, we have assumed and will indemnify Clear Channel Communications for liabilities related to our business. Other than as described in our Annual Report on Form 10-K for the year ended December 31, 2008 and Note 3 of the Notes to the Consolidated Financial Statements in Item 1 of Part 1 of this Quarterly Report on Form 10-Q, we do not believe there is any litigation pending that would have, individually or in the aggregate, a material adverse effect on our financial position, results of operations or cash flow.

Certain agreements relating to acquisitions provide for purchase price adjustments and other future contingent payments based on the financial performance of the acquired company generally over a one to five-year period. We will continue to accrue additional amounts related to such contingent payments if and when it is determinable that the applicable financial performance targets will be met. The aggregate of these contingent payments, if performance targets are met, would not significantly impact our financial position, results of operations or cash flow.

**Seasonality**

Typically, both our Americas and International segments experience their lowest financial performance in the first quarter of the calendar year, with International typically experiencing a loss from operations in this period. Our Americas segment typically experiences consistent performance in the remainder of our calendar year. Our International segment typically experiences its strongest performance in the second and fourth quarters of our calendar year. We expect this trend to continue in the future.

**Inflation**

Inflation is a factor in the economies in which we do business and we continue to seek ways to mitigate its effect. Although the exact impact of inflation is indeterminable, to the extent permitted by competition, we pass increased costs on to our customers by increasing our effective advertising rates over time.

**MARKET RISK**

We are exposed to market risks arising from changes in market rates and prices, including movements in interest rates, equity security prices and foreign currency exchange rates.

**Interest Rate Risk**

We had approximately \$2.6 billion total debt outstanding as of September 30, 2009, of which \$2.5 billion is debt with Clear Channel Communications. The debt with Clear Channel Communications accrues interest at a variable per annum rate equal to the weighted average cost of debt for Clear Channel Communications, calculated on a monthly basis. Furthermore, in its Quarterly Report on Form 10-Q filed with the SEC on November 9, 2009 CC Media Holdings stated that 46% of its debt was variable based on market interest rates. Each 12.5 basis point increase or decrease in interest rates would have resulted in a corresponding increase or decrease in our interest expense and cash outlay for the nine months ended September 30, 2009 of approximately \$1.2 million. This potential increase or decrease is based on the simplified assumption

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that the level of floating rate debt remained constant as of September 30, 2009. An increase or decrease to interest rates is then assumed and applied to that floating rate debt balance to determine the per annum effect. This potential increase or decrease does not include any adjustment for a change in the fixed rate debt of Clear Channel Communications, which currently constitutes 54% of its total debt.

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### **Equity Price Risk**

The carrying value of our available-for-sale equity securities is affected by changes in their quoted market prices. It is estimated that a 20% change in the market prices of these securities would change their carrying value and comprehensive loss at September 30, 2009 by \$2.2 million.

### **Foreign Currency Exchange Rate Risk**

We have operations in countries throughout the world. The financial results of our foreign operations are measured in their local currencies, except in the hyper-inflationary countries in which we operate. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which we operate. We believe we mitigate a small portion of our exposure to foreign currency fluctuations with a natural hedge through borrowings in currencies other than the U.S. dollar. Our foreign operations reported a net loss of approximately \$226.2 million for the nine months ended September 30, 2009. We estimate a 10% change in the value of the U.S. dollar relative to foreign currencies would have changed our net loss for the nine months ended September 30, 2009, by approximately \$22.6 million.

Our earnings are also affected by fluctuations in the value of the U.S. dollar as compared to foreign currencies as a result of our equity method investments in various countries. It is estimated that the result of a 10% fluctuation in the value of the dollar relative to these foreign currencies at September 30, 2009 would change our equity in earnings of nonconsolidated affiliates by \$2.6 million and would change our net loss by approximately \$1.6 million for the nine months ended September 30, 2009.

This analysis does not consider the implications such currency fluctuations could have on the overall economic activity that could exist in such an environment in the United States or the foreign countries or on the results of operations of these foreign entities.

### **New Accounting Pronouncements**

In August 2009, the FASB issued ASC Update No. 2009-05, *Measuring Liabilities at Fair Value*. The update is to ASC Subtopic 820-10, *Fair Value Measurements and Disclosures-Overall*, for the fair value measurement of liabilities. The purpose of this update is to reduce ambiguity in financial reporting when measuring the fair value of liabilities. The guidance provided in this update is effective for the first reporting period beginning after the date of issuance. We will adopt the amendment on October 1, 2009 and do not anticipate the adoption to have a material impact on our financial position or results of operations.

Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification<sup>TM</sup> and the Hierarchy of Generally Accepted Accounting Principles*, codified in ASC 105-10, was issued in June 2009. ASC 105-10 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP in the United States. ASC 105-10 establishes the ASC as the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. Following this statement, the FASB will issue new standards in the form of ASUs. ASC 105-10 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. We adopted the provisions of ASC 105-10 on July 1, 2009.

Statement of Financial Accounting Standards No. 167, *Amendments to FASB Interpretation No. 46(R)* ( Statement No. 167 ), which is not yet codified, was issued in June 2009. Statement No. 167 shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. Statement No. 167 amends Financial Accounting Standards Board Interpretation No. 46(R), *Consolidation of Variable Interest Entities*, codified in ASC 810-10-25, to replace the quantitative-based risks and rewards calculation for determining which enterprise, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. An approach that is expected to be primarily qualitative will be more effective for identifying which enterprise has a controlling financial interest in a variable interest entity. Statement No. 167 requires an additional reconsideration event when determining whether an entity is a variable interest entity when any changes in facts and circumstances occur such that the holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights of those investments to direct the activities of the entity that most significantly impact the entity's economic performance. It also requires ongoing assessments of whether an enterprise is the primary beneficiary of a variable interest entity. These requirements will provide more relevant and timely information to users of financial statements. Statement No. 167 amends ASC 810-10-25 to require additional disclosures about an enterprise's involvement in variable interest entities, which will enhance the information provided to users of financial statements. We will adopt Statement No. 167 on January 1, 2010 and are currently evaluating the impact of adoption.





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Statement of Financial Accounting Standards No. 165, *Subsequent Events*, codified in ASC 855-10, was issued in May 2009. The provisions of ASC 855-10 are effective for interim and annual periods ending after June 15, 2009 and are intended to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date that is, whether that date represents the date the financial statements were issued or were available to be issued. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. In accordance with the provisions of ASC 855-10, we are currently evaluating subsequent events through the date the financial statements are issued.

Financial Accounting Standards Board Staff Position Emerging Issues Task Force 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*, codified in ASC 260-10-45, was issued in June 2008. ASC 260-10-45 clarifies that unvested share-based payment awards with a right to receive nonforfeitable dividends are participating securities. Guidance is also provided on how to allocate earnings to participating securities and compute basic earnings per share using the two-class method. All prior-period earnings per share data presented shall be adjusted retrospectively (including interim financial statements, summaries of earnings, and selected financial data) to conform with the provisions of ASC 260-10-45. We retrospectively adopted the provisions of ASC 260-10-45 on January 1, 2009. There was no impact of adopting ASC 260-10-45 to previously reported earnings per share for the periods July 31 through September 30, 2008, July 1 through July 30, 2008, and January 1 through July 30, 2008.

Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51*, codified in ASC 810-10-45, was issued in December 2007 and clarifies the classification of noncontrolling interests in consolidated statements of financial position and the accounting for and reporting of transactions between the reporting entity and holders of such noncontrolling interests. Under this guidance, noncontrolling interests are considered equity and should be reported as an element of consolidated equity, net income will encompass the total income of all consolidated subsidiaries and there will be separate disclosure on the face of the income statement of the attribution of that income between the controlling and noncontrolling interests, and increases and decreases in the noncontrolling ownership interest amount will be accounted for as equity transactions. The provisions of ASC 810-10-45 are effective for the first annual reporting period beginning on or after December 15, 2008, and earlier application is prohibited. Guidance is required to be adopted prospectively, except for reclassifying noncontrolling interests to equity, separate from the parent’s shareholders’ equity, in the consolidated statement of financial position and recasting consolidated net income (loss) to include net income (loss) attributable to both the controlling and noncontrolling interests, both of which are required to be adopted retrospectively. We adopted the provisions of ASC 810-10-45 on January 1, 2009, which resulted in a reclassification of approximately \$211.8 million of noncontrolling interests to shareholders’ equity.

Financial Accounting Standards Board Staff Position No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, codified in ASC 820-10, was issued in April 2009 and provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. ASC 820-10 also includes guidance on identifying circumstances that indicate a transaction is not orderly. This guidance is effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. Early adoption is permitted for periods ending after March 15, 2009. Earlier adoption for periods ending before March 15, 2009 is not permitted. We adopted the provisions of ASC 820-10 on April 1, 2009 with no material impact to our financial position or results of operations.

Financial Accounting Standards Board Staff Position No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*, codified in ASC 320-10, was issued in April 2009 and amends the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. ASC 320-10 does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. This guidance is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. Earlier adoption for periods ending before March 15, 2009 is not permitted. We adopted the provisions of ASC 320-10 on April 1, 2009 with no material impact to our financial position or results of operations.

Financial Accounting Standards Board Staff Position No. FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies*, codified in ASC 805-20, was issued in April 2009 and addresses application issues raised by preparers, auditors, and members of the legal profession on initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. This guidance is effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The impact of ASC 805-20 on accounting for contingencies in a business combination is dependent upon the nature of future acquisitions.

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Financial Accounting Standards Board Staff Position No. FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*, codified in ASC 825-10, was issued in April 2009. ASC 825-10 amends prior authoritative guidance to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The provisions of ASC 825-10 are effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. We adopted the disclosure requirements of ASC 825-10 on April 1, 2009.

Financial Accounting Standards Board Staff Position Emerging Issues Task Force 08-6, *Equity Method Investment Accounting Considerations*, codified in ASC 323-10-35 was issued in November 2008. ASC 323-10-35 clarifies the accounting for certain transactions and impairment considerations involving equity method investments. This guidance is effective for fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years, and shall be applied prospectively. We adopted the provisions of ASC 323-10-35 on January 1, 2009 with no material impact to our financial position or results of operations.

## **Risks Regarding Forward-Looking Statements**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. Except for the historical information, this report contains various forward-looking statements which represent our expectations or beliefs concerning future events, including without limitation, the future levels of cash flow from operations and availability of capital resources and the terms thereof. Management believes that all statements expressing expectations and projections with respect to future matters, including our ability to negotiate contracts having more favorable terms and the availability of capital resources, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We caution that these forward-looking statements involve a number of risks and uncertainties and are subject to many variables which could impact our financial performance. These statements are made on the basis of management's views and assumptions, as of the time the statements are made, regarding future events and business performance. There can be no assurance, however, that management's expectations will necessarily come to pass. We do not intend, nor do we undertake any duty, to update any forward-looking statements.

A wide range of factors could materially affect future developments and performance, including:

risks associated with the global economic crisis and its impact on capital markets and liquidity;

the impact of the global economic downturn, which has adversely affected advertising revenues across our businesses and other general economic and political conditions in the United States and in other countries in which we currently do business, including those resulting from recessions, political events and acts or threats of terrorism or military conflicts;

our restructuring program may not be entirely successful;

the impact of the geopolitical environment;

access to capital markets and borrowed indebtedness;

shifts in population and other demographics;

industry conditions, including competition;

fluctuations in operating costs;

technological changes and innovations;

changes in labor conditions;

fluctuations in exchange rates and currency values;

capital expenditure requirements;

the outcome of pending and future litigation settlements;

legislative or regulatory requirements;

changes in interest rates;

the effect of leverage on our financial position and earnings;

taxes;

our ability to integrate the operations of recently acquired companies;

the impact of the above and similar factors on Clear Channel Communications, our primary direct or indirect external source of capital;  
and

certain other factors set forth in our filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2008.

This list of factors that may affect future performance and the accuracy of forward-looking statements are illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

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**PART II. FINANCIAL INFORMATION**

**Item 6. Exhibits**

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1           | Amended and Restated Certificate of Incorporation of Clear Channel Outdoor Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed March 31, 2006).                             |
| 3.2           | Amended and Restated Bylaws of Clear Channel Outdoor Holdings, Inc., as amended (incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K filed February 14, 2008).                                    |
| 4.1           | Form of Specimen Class A Common Stock certificate of Clear Channel Outdoor Holdings, Inc. (incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (File No. 333-127375 (the Registration Statement))). |
| 4.2           | Form of Specimen Class B Common Stock certificate of Clear Channel Outdoor Holdings, Inc. (incorporated herein by reference to Exhibit 4.2 to the Registration Statement).  |
| 10.1*         | Employment Separation Agreement, dated October 19, 2009, by and between Clear Channel Communications, Inc. and Herbert W. Hill.   |
| 10.2          | Contract of Employment, dated August 31, 2009, by and between Clear Channel Outdoor Ltd. and Christopher William Eccleshare.  |
| 10.3          | Form of Independent Director Indemnification Agreement (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 3, 2009).   |
| 10.4          | Form of Affiliate Director Indemnification Agreement (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed June 3, 2009).   |
| 11            | Statement re: Computation of Per Share Earnings.  |
| 31.1*         | Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                       |
| 31.2*         | Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                       |
| 32.1**        | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2**        | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |

\* Filed herewith

\*\* Furnished herewith

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

November 11, 2009

/s/ Randall T. Mays  
Randall T. Mays  
Chief Financial Officer

November 11, 2009

/s/ Herbert W. Hill, Jr.  
Herbert W. Hill, Jr.  
Senior Vice President and  
Chief Accounting Officer

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