



## NOTICE TO SHAREHOLDERS

### **Information Needed to Determine Tax Treatment of Deemed Redemption and Deemed Exchange of Clear Channel Communications, Inc. Common Stock as a Result of the Merger**

On July 30, 2008, Clear Channel Communications, Inc., a Texas corporation ("Clear Channel"), completed the merger with an indirect wholly owned subsidiary of CC Media Holdings, Inc. ("Holdings"), a corporation formed by a private equity group co-led by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. ("Merger"). As a result of the Merger, which was approved at a special shareholders meeting held on July 24, 2008, Clear Channel's shareholders received either \$36.00 in cash, without interest, or one share of Holdings Class A common stock for each share of Clear Channel common stock held.

As discussed in more detail in the "Material United States Federal Income Tax Consequences" section of the Clear Channel prospectus dated June 23, 2008 ("Prospectus") that was provided to all shareholders, in the event a shareholder received both cash and Holdings Class A common stock in exchange for such shareholder's Clear Channel common stock, additional information is required to determine the proper tax treatment to such shareholder.

As stated in the Prospectus, the Clear Channel Cash received by a U.S. holder will be equal to the total cash received by such holder in the merger with respect to Clear Channel common stock multiplied by a fraction, the numerator of which will be the amount of Clear Channel Cash received by all holders in the merger and the denominator of which will be the total cash received by all holders in the merger with respect to Clear Channel common stock. Clear Channel Cash is defined as the amount of such cash that is attributable to debt financing that Clear Channel will be obligated to repay. This fraction has been determined to be 88.60%.

As stated in the Prospectus, the Sponsor Cash will be equal to the total cash received by such U.S. holder in the merger with respect to Clear Channel common stock multiplied by a fraction, the numerator of which is the amount of Sponsor Cash received by all holders in the merger and the denominator of which is the total cash received by all holders in the merger with respect to Clear Channel common stock. Sponsor Cash is defined as the amount of such cash that is attributable to equity financing provided to Holdings by the Sponsors. Sponsors refers to Bain Capital Fund IX and THL Partners Fund VI. This fraction has been determined to be 11.40%.

In determining the federal income tax consequences to you with respect to the Merger, please refer to the Prospectus.

**Tax matters are very complicated, and the tax consequences of the Merger to you will depend upon the facts of your particular situation. The discussion set forth above, while based upon the reasoned judgment of counsel, addresses legal issues with respect to which there is uncertainty. Accordingly, we strongly urge you to consult with a tax advisor to determine the particular federal, state, local, or foreign income or other tax consequences to you of the Merger.**