

CLEAR CHANNEL COMMUNICATIONS INC
Form SC 13G/A
May 25, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D - 1(B), (C) AND (D) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13D - 2(B)

(AMENDMENT NO. 1) *

CLEAR CHANNEL COMMUNICATIONS, INC.
(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

184502 10 2

(CUSIP Number)

May 6, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP No. 184502 10 2

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=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

MR. THOMAS O. HICKS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 2,525,886 |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
| | | 8,816,454 |

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| | | 2,525,886 |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | | 8,816,454 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,342,340

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12 TYPE OF REPORTING PERSON

IN

=====

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND

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(II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

CAPSTAR BOSTON PARTNERS, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
| | 0 | |

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| | 0 | |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | 0 | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

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12 TYPE OF REPORTING PERSON

OO

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE, TATE & FURST EQUITY FUND III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | |
|---|---|
| 5 | SOLE VOTING POWER |
| | 0 |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

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 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0%

 12 TYPE OF REPORTING PERSON
 PN
 =====

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND
 (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES
 OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
 HM3/GP PARTNERS, L.P.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 TEXAS

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 |

 6 SHARED VOTING POWER
 0

 7 SOLE DISPOSITIVE POWER
 0

 8 SHARED DISPOSITIVE POWER
 0

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE GP PARTNERS III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 |

| | |
|---|---------------------|
| 6 | SHARED VOTING POWER |
| | 0 |

| | |
|---|------------------------|
| 7 | SOLE DISPOSITIVE POWER |
|---|------------------------|

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0

8

SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE FUND III INCORPORATED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

5

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

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6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

CO

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM3 COINVESTORS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0

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OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
PN
=====

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND
(II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES
OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE, TATE & FURST EQUITY FUND IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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DELAWARE

| | | | | |
|----|--|---|--------------------------|--------------------------|
| | | 5 | SOLE VOTING POWER | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 | |
| | | 6 | SHARED VOTING POWER | |
| | | | 855,338 | |
| | | 7 | SOLE DISPOSITIVE POWER | |
| | | | 0 | |
| | | 8 | SHARED DISPOSITIVE POWER | |
| | | | 855,338 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 855,338 | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES | | | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | |
| | Less than 0.1% | | | |
| 12 | TYPE OF REPORTING PERSON | | | |
| | PN | | | |

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE, TATE & FURST PRIVATE EQUITY FUND IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 |
| | 6 | SHARED VOTING POWER |
| | | 58,405 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 58,405 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,405

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%

12 TYPE OF REPORTING PERSON

PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND
(II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES
OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

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HM4 PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
| | | 913,743 |

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | | 913,743 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

913,743

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%

12 TYPE OF REPORTING PERSON

PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE GP PARTNERS L.A., L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

| | |
|--|-------------------|
| 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 |

| | |
|---|---------------------|
| 6 | SHARED VOTING POWER |
| | 913,743 |

| | |
|---|------------------------|
| 7 | SOLE DISPOSITIVE POWER |
| | 0 |

| | |
|---|--------------------------|
| 8 | SHARED DISPOSITIVE POWER |
| | 913,743 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

913,743

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%

12 TYPE OF REPORTING PERSON

PN

=====

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE LATIN AMERICA FUND I INCORPORATED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
|--|---|---------------------|

913,743

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
|--|---|------------------------|

0

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
|--|---|--------------------------|

913,743

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

913,743

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%

12 TYPE OF REPORTING PERSON

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CO

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM 1-FOF COINVESTORS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
| | | 0 |

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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CUSIP No. 184502 10 2

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM 4-EQ COINVESTORS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND
(II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES
OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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CUSIP No. 184502 10 2

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
HM 4-EN COINVESTORS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |

| | | |
|--|---|---------------------|
| | 6 | SHARED VOTING POWER |
| | 0 | |

| | | |
|--|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| | 0 | |

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8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND
(II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES
OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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CUSIP No. 184502 10 2

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM 4-P COINVESTORS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

6 SHARED VOTING POWER

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0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
PN
=====

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND
(II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES
OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

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=====

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HICKS, MUSE GP PARTNERS IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

0

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REPORTING
PERSON
WITH

| | | | |
|----|--|--------------------------|--------------------------|
| | 6 | SHARED VOTING POWER | |
| | | | 0 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | | | 0 |
| | 8 | SHARED DISPOSITIVE POWER | |
| | | | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | |
| | | | 0% |
| 12 | TYPE OF REPORTING PERSON | | |
| | | | PN |

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

18

CUSIP No. 184502 10 2

13G

Page 19 of

| | | | |
|---|---|--|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) | | |
| | | | HICKS, MUSE FUND IV, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | | | TEXAS |

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| | | | |
|--|---|--------------------------|--------------------------|
| | 5 | SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 | |
| ----- | | | |
| | 6 | SHARED VOTING POWER | |
| | | 0 | |
| ----- | | | |
| | 7 | SOLE DISPOSITIVE POWER | |
| | | 0 | |
| ----- | | | |
| | 8 | SHARED DISPOSITIVE POWER | |
| | | 0 | |
| ----- | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 0 | | |
| ----- | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| ----- | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | |
| | 0% | | |
| ----- | | | |
| 12 | TYPE OF REPORTING PERSON | | |
| | OO | | |

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

19

CUSIP No. 184502 10 2

13G

----- Page 20 of -----

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HM4/CHANCELLOR, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

| | | |
|--|---|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

* THE REPORTING PERSON EXPRESSLY DISCLAIMS (I) THE EXISTENCE OF ANY GROUP AND (II) BENEFICIAL OWNERSHIP WITH RESPECT TO ANY SHARES OTHER THAN THE SHARES OWNED OF RECORD BY SUCH REPORTING PERSON. SEE ITEM 5.

20

ITEM 1. (A) AND (B). NAME OF ISSUER AND ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Issuer is Clear Channel Communications, Inc. (the "Company"). The address of the Company's principal executive offices is 200 East Basse Road, San Antonio, Texas 78209.

ITEM 2. PERSON FILING

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(a) Name of Person(s) Filing this Statement (the "Filing Parties"):

Mr. Thomas O. Hicks ("Mr. Hicks");

Capstar Boston Partners, L.L.C., a Delaware limited liability company ("Boston Partners");

Hicks, Muse, Tate & Furst Equity Fund III, L.P., a Delaware limited partnership ("HM Fund III");

HM3/GP Partners, L.P., a Texas limited partnership ("HM3/Partners");

Hicks, Muse GP Partners III, L.P., a Texas limited partnership ("GP Partners III");

Hicks, Muse Fund III Incorporated, a Texas corporation ("Fund III Incorporated");

HM3 Coinvestors, L.P., a Delaware limited partnership ("HM3 Coinvestors");

Hicks, Muse, Tate & Furst Equity Fund IV, L.P., a Delaware limited partnership ("HM Fund IV");

Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P., a Delaware limited partnership ("Private Equity Fund IV");

HM4 Partners, L.P., a Delaware limited partnership ("HM4");

Hicks, Muse GP Partners L.A., L.P., a Texas limited partnership ("GP Partners LA");

Hicks, Muse Latin America Fund I Incorporated, a Texas corporation ("LA Fund Incorporated");

HM 1-FOF Coinvestors, L.P., a Texas limited partnership ("HM 1-FOF");

HM4-EQ Coinvestors, L.P., a Texas limited partnership ("HM4-EQ");

HM4-EN Coinvestors, L.P., a Texas limited partnership ("HM4-EN");

HM4-P Coinvestors, L.P., a Texas limited partnership ("HM4-P");

Hicks, Muse GP Partners IV, L.P., a Texas limited partnership ("GP Partners IV");

Hicks, Muse Fund IV LLC, a Texas limited liability company ("Fund IV LLC"); and

HM4/Chancellor, L.P., a Texas limited partnership ("HM4/Chancellor").

(b) Address of Principal Business Office or, if None, Residence:

The business address of each of the Filing Parties is 200 Crescent Court, Suite 1600, Dallas, Texas 75201-6950.

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(c) Citizenship:

All of the natural persons identified in this Item 2 are citizens of the United States of America.

(d) Title of Class of Securities:

This statement relates to the Common Stock of the Company, par value \$0.10 per share.

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(e) CUSIP Number:

The CUSIP No. for such shares is 184502 10 2.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

11,342,340

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(b) Percent of Class:

2.1%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

2,525,886

(ii) Shared power to vote or to direct the vote

8,816,454

(iii) Sole power to dispose or to direct the disposition of

2,525,886

(iv) Shared power to dispose or to direct the disposition of

8,816,454

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

As a result of sales effected on May 6, 2005, the Filing Parties ceased to beneficially own at least 5% of the Common Stock of the Company.

As a result of subsequent sales and/or distributions made on May 6, 9, 11 and 12 of this year, the Filing Parties held, as of the date of this filing, the number of shares indicated on the respective cover page and on Item 4 for each such Filing Party.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATIONS.

(a) N/A

(b) N/A

[The remainder of this page is intentionally left blank.]

24

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 25, 2005

Date

By: *

Thomas O. Hicks

*By: /s/ David W. Knickel

David W. Knickel
Attorney-in-Fact

25

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 25, 2005

Date

CAPSTAR BOSTON PARTNERS, L.L.C.

By: HM3/GP Partners, L.P., its managing member

Edgar Filing: CLEAR CHANNEL COMMUNICATIONS INC - Form SC 13G/A

By: Hicks, Muse GP Partners III, L.P., its
general partner

By: Hicks, Muse Fund III Incorporated, its
general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

26

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE, TATE & FURST EQUITY FUND III, L.P.

By: HM3/GP Partners, L.P., its general partner

By: Hicks, Muse GP Partners III, L.P., its
general partner

By: Hicks, Muse Fund III Incorporated, its
general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

27

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

HM3/GP PARTNERS, L.P.

Edgar Filing: CLEAR CHANNEL COMMUNICATIONS INC - Form SC 13G/A

Date

By: Hicks, Muse GP Partners III, L.P., its
general partner

By: Hicks, Muse Fund III Incorporated, its
general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

28

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE GP PARTNERS III, L.P.

By: Hicks, Muse Fund III Incorporated, its
general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

29

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE FUND III INCORPORATED

By: /s/ David W. Knickel

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David W. Knickel
Vice President, Treasurer and Secretary

30

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HM3 COINVESTORS, L.P.

By: Hicks, Muse GP Partners III, L.P., its
general partner

By: Hicks, Muse Fund III Incorporated, its
general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

31

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE, TATE & FURST EQUITY FUND IV, L.P.

By: HM4 Partners, L.P., its general partner

By: Hicks, Muse GP Partners LA, L.P., its
general partner

By: Hicks, Muse Latin America Fund I
Incorporated, its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President, Treasurer and Secretary

32

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE, TATE & FURST PRIVATE
EQUITY FUND IV, L.P.

By: HM4 Partners, L.P., its general partner

By: Hicks, Muse GP Partners LA, L.P., its
general partner

By: Hicks, Muse Latin America Fund I
Incorporated, its general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

33

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HM4 PARTNERS, L.P.

By: Hicks, Muse GP Partners LA, L.P., its
general partner

By: Hicks, Muse Latin America Fund I Incorporated,
its general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

34

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE GP PARTNERS LA, L.P.

By: Hicks, Muse Latin America Fund I
Incorporated, its general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

35

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE LATIN AMERICA FUND I INCORPORATED

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

36

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 25, 2005

Date

HM 1-FOF COINVESTORS, L.P.

By: Hicks, Muse GP Partners L.A., L.P., its
general partner

By: Hicks, Muse Latin America Fund I
Incorporated, its general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

37

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 25, 2005

Date

HM4-EQ COINVESTORS, L.P.

By: Hicks, Muse GP Partners IV, L.P., its
general partner

By: Hicks, Muse Fund IV LLC, its general
partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

38

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,

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I certify that the information set forth in this statement is true, complete and correct.

May 25, 2005

Date

HM4-EN COINVESTORS, L.P.

By: Hicks, Muse GP Partners IV, L.P., its general partner

By: Hicks, Muse Fund IV LLC, its general partner

By: /s/ David W. Knickel

David W. Knickel

Vice President, Treasurer and Secretary

39

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 25, 2005

Date

HM4-P COINVESTORS, L.P.

By: Hicks, Muse GP Partners IV, L.P., its general partner

By: Hicks, Muse Fund IV LLC, its general partner

By: /s/ David W. Knickel

David W. Knickel

Vice President, Treasurer and Secretary

40

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

May 25, 2005

Date

HICKS, MUSE GP PARTNERS IV, L.P.

By: Hicks, Muse Fund IV LLC, its general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

41

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HICKS, MUSE FUND IV LLC

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

42

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

May 25, 2005

Date

HM4/CHANCELLOR, L.P.

By: Hicks, Muse Fund IV LLC, its general partner

By: /s/ David W. Knickel

David W. Knickel
Vice President, Treasurer and Secretary

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EXHIBIT INDEX

- 99.1 Joint Filing Agreement dated May 25, 2005 among Mr. Hicks, Boston Partners, HM Fund III, HM3/Partners, GP Partners III, Fund III Incorporated, HM3 Coinvestors, HM Fund IV, Private Equity Fund IV, HM4, GP Partners LA, LA Fund Incorporated, HM 1-FOF, HM4-EQ, HM4-EN, HM4-P, GP Partners IV, Fund IV LLC and HM4/Chancellor.*
- 99.2 Power of Attorney for Mr. Hicks (incorporated by reference to the Schedule 13D of Mr. Hicks filed June 8, 1998, relating to his investment in Capstar Broadcasting Corporation).

*Filed herewith.

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