

Clear Channel Outdoor Holdings, Inc.  
Form 10-K  
February 20, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-K**

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2013, or

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)

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(210) 832-3700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class                             | Name of Exchange on Which Registered |
|---|--------------------------------------|
| Class A Common Stock, \$.01 par value per share | New York Stock Exchange              |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES  NO

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

As of June 30, 2013, the aggregate market value of the common stock beneficially held by non-affiliates of the registrant was approximately \$219.1 million based on the closing sales price of the Class A common stock as reported on the New York Stock Exchange.

On February 7, 2014, there were 44,284,030 outstanding shares of Class A common stock (excluding 116,264 shares held in treasury) and 315,000,000 outstanding shares of Class B common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of our Definitive Proxy Statement for the 2014 Annual Meeting, expected to be filed within 120 days of our fiscal year end, are incorporated by reference into Part III.

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC.**

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## PART I

### ITEM 1. Business

#### The Company

Clear Channel Outdoor Holdings, Inc. (“the Company”), a Delaware corporation, provides clients with advertising opportunities through billboards, street furniture displays, transit displays and other out-of-home advertising displays, such as wallsapes, spectaculars and mall displays, which we own or operate in key markets worldwide. Our business consists of two reportable operating segments: Americas and International. As of December 31, 2013, we owned or operated more than 675,000 advertising displays worldwide. For the year ended December 31, 2013, we generated consolidated revenue of approximately \$2.9 billion, with \$1.3 billion and \$1.6 billion from our Americas and International segments, respectively.

#### Our History

We were incorporated in August 1995 under the name “Eller Media Company.” In 1997, Clear Channel Communications, Inc. (“Clear Channel Communications”), our parent company, entered the outdoor advertising industry with its acquisition of Eller Media Company. We changed our name to Clear Channel Outdoor Holdings, Inc. in August 2005.

On November 11, 2005, we became a publicly traded company through an initial public offering, or IPO, in which we sold 10%, 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. As of December 31, 2013, Clear Channel Communications owned all of our outstanding shares of Class B common stock and 1,553,971 shares of our Class A common stock, collectively representing approximately 88% of the outstanding shares of our common stock and approximately 99% of the total voting power of our common stock.

Prior to or at the time of our IPO, we entered into agreements with Clear Channel Communications that govern the relationship between Clear Channel Communications and us and provide for, among other things, the provision of services by Clear Channel Communications to us and the allocation of employee benefit, tax and other liabilities and obligations attributable to our operations. These agreements include the Master Agreement, Corporate Services Agreement, Employee Matters Agreement and Tax Matters Agreement. All of the agreements relating to our ongoing relationship with Clear Channel Communications were made in the context of a parent-subsidary relationship and the terms of these agreements may be more or less favorable to us than if they had been negotiated with unaffiliated third parties.

Clear Channel Communications has the right to terminate these agreements in various circumstances. As of the date of the filing of this report, no notice of termination of any of these agreements has been received from Clear Channel Communications.

As long as Clear Channel Communications continues to own shares of our common stock representing more than 50% of the total voting power of our common stock, it will have the ability to direct the election of all members of our Board of Directors and, therefore, to exercise a controlling influence over our business and affairs, including any determinations with respect to mergers or other business combinations, our acquisition or disposition of assets, our incurrence of indebtedness, our issuance of any additional common stock or other equity securities, our repurchase or redemption of common stock or any preferred stock, if applicable, and our payment of dividends. Similarly, Clear Channel Communications will have the power to determine the outcome of matters submitted to a vote of our stockholders, including the power to prevent an acquisition or any other change in control, and to take other actions that might be favorable to Clear Channel Communications.

On July 30, 2008, Clear Channel Communications completed its merger with a subsidiary of CC Media Holdings, Inc. ("CC Media Holdings"), a company formed by a group of private equity funds sponsored by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. Clear Channel Communications is now owned indirectly by CC Media Holdings.

You can find more information about us at our Internet website located at [www.clearchanneloutdoor.com](http://www.clearchanneloutdoor.com). Our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to those reports are available free of charge through our Internet website as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the Securities and Exchange Commission ("SEC"). The contents of our website are not deemed to be part of this Annual Report on Form 10-K or any of our other filings with the SEC.

Our corporate headquarters are in San Antonio, Texas and we have executive offices in New York, New York. Our headquarters are located at 200 East Basse Road, San Antonio, Texas 78209 (telephone: 210-832-3700).

During the first quarter of 2012, and in connection with the appointment of our new chief executive officer, we reevaluated our segment reporting and determined that our Latin American operations were more appropriately aligned within the operations of



our International outdoor advertising segment. As a result, the operations of Latin America are no longer reflected within our Americas outdoor advertising segment and are currently included in the results of our International outdoor advertising segment. Accordingly, we have recast the corresponding segment disclosures for prior periods.

## **Our Business Segments**

We have two reportable business segments, Americas outdoor advertising (“Americas”) and International outdoor advertising (“International”), which represented 44% and 56% of our 2013 revenue, respectively.

We are a leading global outdoor advertising company providing clients with advertising opportunities through billboards, street furniture displays, transit displays and other out-of-home advertising displays. Through our extensive display inventory, we have the ability to deliver innovative, effective marketing campaigns for advertisers and marketing, creative and strategic partners in communities across the Americas and internationally.

We focus on building the leadership position of our diverse global assets and maximizing our financial performance while serving our local communities. We intend to continue to execute upon our long-standing outdoor advertising strategies, while closely managing expenses and focusing on achieving operating efficiencies throughout our businesses. Part of our long-term strategy is to pursue the technology of digital displays, including flat screens, LCDs and LEDs, as additions to traditional methods of displaying our clients’ advertisements. We are currently installing these technologies in certain markets, both domestically and internationally.

For more information about our revenue, gross profit and assets by segment and our revenue and long-lived assets by geographic area, see Note 13 to our Consolidated Financial Statements located in Item 8 of Part II of this Annual Report on Form 10-K.

## **Americas Outdoor Advertising**

We are the largest outdoor advertising company in North America (based on revenues), which includes the United States and Canada. Approximately 95% of our revenue in our Americas segment was derived from the United States in each of the years ended December 31, 2013, 2012 and 2011. We own or operate approximately 105,000 display structures in our Americas segment with operations in 47 of the 50 largest markets in the United States, including all of the 20 largest markets.

Our Americas assets consist of traditional and digital billboards, street furniture and transit displays, airport displays, mall displays, and wallscapes and other spectaculars, which we own or operate under lease management agreements. Our Americas business is focused on metropolitan areas with dense populations.

***Strategy***

We seek to capitalize on our Americas network and diversified product mix to maximize revenue. In addition, by sharing best practices among our business segments, we believe we can quickly and effectively replicate our successes in our other markets. Our strategy focuses on leveraging our diversified product mix and long-standing presence in many of our existing markets, which provides us with the ability to launch new products and test new initiatives in a reliable and cost-effective manner.

*Promote Outdoor Media Spending.* Given the attractive industry fundamentals of outdoor media and our depth and breadth of relationships with both local and national advertisers, we believe we can drive outdoor advertising's share of total media spending by using our dedicated national sales team to highlight the value of outdoor advertising relative to other media. Outdoor advertising only represented 4% of total dollars spent on advertising in the United States in 2012. We have made and continue to make significant investments in research tools that enable our clients to better understand how our displays can successfully reach their target audiences and promote their advertising campaigns. Also, we are working closely with clients, advertising agencies and other diversified media companies to develop more sophisticated systems that will provide improved audience metrics for outdoor advertising. For example, we have implemented the TAB Out of Home Ratings audience measurement system which: (1) separately reports audiences for billboards, posters, junior posters, transit shelters and phone kiosks, (2) reports for geographically sensitive reach and frequency, (3) provides granular detail, reporting individual out of home units in over 200 designated market areas, (4) provides detailed demographic data comparable to other media, and (5) provides true commercial ratings based on people who see the advertising.

*Continue to Deploy Digital Displays.* Digital outdoor advertising provides significant advantages over traditional outdoor media. Our electronic displays are linked through centralized computer systems to instantaneously and simultaneously change advertising copy on a large number of displays, allowing us to sell more advertising opportunities to advertisers. The ability to change copy by time of day and quickly change messaging based on advertisers' needs creates additional flexibility for our customers. Although digital displays require more capital to construct compared to traditional bulletins, the advantages of digital allow us to penetrate new accounts and categories of advertisers, as well as serve a broader set of needs for existing advertisers. Digital displays

allow for high-frequency, 24-hour advertising changes in high-traffic locations and allow us to offer our clients optimal flexibility, distribution, circulation and visibility. We expect this trend to continue as we increase our quantity of digital inventory. As of December 31, 2013, we have deployed more than 1,000 digital billboards in 37 markets in the United States.

### *Sources of Revenue*

Americas generated 44%, 43% and 42% of our revenue in 2013, 2012 and 2011, respectively. Americas revenue is derived from the sale of advertising copy placed on our traditional and digital displays. Our display inventory consists primarily of billboards, street furniture displays and transit displays. The margins on our billboard contracts, including those related to digital billboards, tend to be higher than those on contracts for other displays, due to their greater size, impact and location along major roadways that are highly trafficked. Billboards comprise approximately two-thirds of our display revenues. The following table shows the approximate percentage of revenue derived from each category for our Americas inventory:

|                               | Year Ended December 31, |      |      |
|-------------------------------|-------------------------|------|------|
|                               | 2013                    | 2012 | 2011 |
| Billboards:                   |                         |      |      |
| Bulletins                     | 57%                     | 56%  | 53%  |
| Posters                       | 13%                     | 13%  | 13%  |
| Street furniture displays     | 4%                      | 4%   | 4%   |
| Transit displays              | 17%                     | 17%  | 16%  |
| Other displays <sup>(1)</sup> | 9%                      | 10%  | 14%  |
| Total                         | 100%                    | 100% | 100% |

<sup>(1)</sup> Includes spectaculars, mall displays and wallscapes.

Our Americas segment generates revenues from local and national sales. 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, expressed as a percentage of a market population, of a display or group of displays. The number of impressions delivered by a display is measured by the number of people passing the site during a defined period of time. For all of our billboards in the United States, we use independent, third-party auditing companies to verify the number of impressions delivered by a display. “Reach” is the percent of a target audience exposed to an advertising message at least once during a specified period of time, typically during a period of four weeks. “Frequency” is the average number of exposures an individual has to an advertising message during a specified period of time. Out-of-home frequency is typically measured over a four-week period.

While location, price and availability of displays are important competitive factors, we believe that providing quality customer service and establishing strong client relationships are also critical components of sales. In addition, we have long-standing relationships with a diversified group of advertising brands and agencies that allow us to diversify client accounts and establish continuing revenue streams.

### *Billboards*

Our billboard inventory primarily includes bulletins and posters.

- *Bulletins.* Bulletins vary in size, with the most common size being 14 feet high by 48 feet wide. Digital bulletins display static messages that resemble standard printed bulletins when viewed, but also allow advertisers to change messages throughout the course of a day, and may display advertisements for multiple customers. Our electronic displays are linked through centralized computer systems to instantaneously and simultaneously change advertising copy as needed. Because of their greater size, impact, high-frequency and 24-hour advertising changes, we typically receive our highest rates for digital bulletins. Almost all of the advertising copy displayed on traditional bulletins is computer printed on vinyl and transported to the bulletin where it is secured to the display surface. Bulletins generally are located along major expressways, primary commuting routes and main intersections that are highly visible and heavily trafficked. Our clients may contract for individual bulletins or a network of bulletins, meaning the clients' advertisements are rotated among bulletins to increase the reach of the campaign. Our client contracts for bulletins, either traditional or digital, generally have terms ranging from four weeks to one year.

- *Posters.* Digital posters are available in addition to the traditional 30-sheet or 8-sheet displays. Similar to digital bulletins, digital posters display static messages that resemble standard printed posters when viewed, and are linked through centralized computer systems to instantaneously and simultaneously change messages throughout the course of a day. The traditional 30-sheet posters are approximately 11 feet high by 23 feet wide, and the traditional 8-sheet posters are approximately 5 feet high by 11 feet wide. Advertising copy for traditional 30-sheet posters is digitally printed on a single piece of polyethylene material that is then transported and secured to the poster surfaces. Advertising copy for traditional 8-sheet posters is printed using silk screen, lithographic or digital process to transfer the designs onto paper that is then transported and secured to the poster surfaces. Posters generally are located in commercial areas on primary and secondary routes near point-of-purchase locations, facilitating advertising campaigns with greater demographic targeting than those displayed on bulletins. Our poster rates typically are less than our bulletin rates, and our client contracts for posters generally have terms ranging from four weeks to one year. Premiere displays, which consist of premiere panels and squares, are innovative hybrids between bulletins and posters that we developed to provide our clients with an alternative for their targeted marketing campaigns. The premiere displays use one or more poster panels, but with vinyl advertising stretched over the panels similar to bulletins. Our intent is to combine the creative impact of bulletins with the additional reach and frequency of posters.

#### *Street Furniture Displays*

Our street furniture displays include advertising surfaces on bus shelters, information kiosks, freestanding units and other public structures, are available in both traditional and digital formats, and are primarily located in major metropolitan areas and along major commuting routes. Generally, we own the street furniture structures and are responsible for their construction and maintenance. Contracts for the right to place our street furniture displays in the public domain and sell advertising space on them are awarded by municipal and transit authorities in competitive bidding processes governed by local law. Generally, these contracts have terms ranging from 10 to 20 years. As compensation for the right to sell advertising space on our street furniture structures, we pay the municipality or transit authority a fee or revenue share that is either a fixed amount or a percentage of the revenue derived from the street furniture displays. Typically, these revenue sharing arrangements include payments by us of minimum guaranteed amounts. Client contracts for street furniture displays typically have terms ranging from four weeks to one year, and are typically for network packages of multiple street furniture displays.

#### *Transit Displays*

Our transit displays are advertising surfaces on various types of vehicles or within transit systems, including on the interior and exterior sides of buses, trains, trams, and within the common areas of rail stations and airports, and are available in both traditional and digital formats. Similar to street furniture, contracts for the right to place our displays on such vehicles or within such transit systems and to sell advertising space on them generally are awarded by public transit authorities in competitive bidding processes or are negotiated with private transit operators. Generally, these contracts have terms ranging up to nine years. Our client contracts for transit displays generally have terms ranging from four weeks to one year.

#### *Other Displays*

The balance of our display inventory consists of spectaculars, wallscape and mall displays. Spectaculars are customized display structures that often incorporate video, multidimensional lettering and figures, mechanical devices and moving parts and other embellishments to create special effects. The majority of our spectaculars are located in Times Square in New York City, the Gardiner Expressway in Toronto, and the Fashion Show Mall and Miracle Mile Shops in Las Vegas. Client contracts for spectaculars typically have terms of one year or longer. A wallscape is a display that drapes over or is suspended from the sides of buildings or other structures. Generally, wallscape are located in high-profile areas where other types of outdoor advertising displays are limited or unavailable. Clients typically contract for individual wallscape for extended terms. We also own displays located within the common areas of malls on which our clients run advertising campaigns for periods ranging from four weeks to one year.

### ***Advertising Inventory and Markets***

As of December 31, 2013, we owned or operated approximately 105,000 display structures in our Americas segment with operations in 47 of the 50 largest markets in the United States, including all of the 20 largest markets. Therefore, no one property is material to our overall operations. We believe that our properties are in good condition and suitable for our operations.

Our displays are located on owned land, leased land or land for which we have acquired permanent easements. The majority of the advertising structures on which our displays are mounted require permits. Permits are granted for the right to operate an advertising structure as long the structure is used in compliance with the laws and regulations of the applicable jurisdiction.

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### ***Production***

In a majority of our markets, our local production staff performs the full range of activities required to create and install advertising copy. Production work includes creating the advertising copy design and layout, coordinating its printing and installing the copy on displays. We provide creative services to smaller advertisers and to advertisers not represented by advertising agencies. National advertisers often use preprinted designs that require only installation. Our creative and production personnel typically develop new designs or adopt copy from other media for use on our inventory. Our creative staff also can assist in the development of marketing presentations, demonstrations and strategies to attract new clients.

### ***Construction and Operation***

We typically own the physical structures on which our clients' advertising copy is displayed. We build some of the structures at our billboard fabrication business in Illinois and erect them on sites we either lease or own or for which we have acquired permanent easements. The site lease terms generally range from one to 20 years. In addition to the site lease, we must obtain a permit to build the sign. Permits are typically issued in perpetuity by the state or local government and typically are transferable or renewable for a minimal, or no, fee. Traditional bulletin and poster advertising copy is either printed with computer generated graphics on a single sheet of vinyl or placed on lithographed or silk-screened paper sheets supplied by the advertiser. These advertisements are then transported to the site and in the case of vinyl, wrapped around the face of the site, and in the case of paper, pasted and applied like wallpaper to the site. The operational process also includes conducting visual inspections of the inventory for display defects and taking the necessary corrective action within a reasonable period of time.

### ***Client Categories***

In 2013, the top five client categories in our Americas segment were retail, media, business services, banking and financial services, and healthcare.

### ***Competition***

The outdoor advertising industry in the Americas is fragmented, consisting of several larger companies involved in outdoor advertising, such as CBS and Lamar Advertising Company, as well as numerous smaller and local companies operating a limited number of displays in a single market or a few local markets. We also compete with other advertising media in our respective markets, including broadcast and cable television, radio, print media, direct mail, the Internet and other forms of advertisement. Outdoor advertising companies compete primarily based on ability to reach consumers, which is driven by location of the display.

### **International Outdoor Advertising**

Our International segment includes our operations in Asia, Australia, Europe and Latin America, with approximately 33% of our revenue in this segment derived from France and the United Kingdom for each of the years ended December 31, 2013, 2012 and 2011. As of December 31, 2013, we owned or operated more than 570,000 displays across 28 countries.

Our International assets consist of street furniture and transit displays, billboards, mall displays, Smartbike programs, wallscapes and other spectaculars, which we own or operate under lease agreements. Our International business is focused on metropolitan areas with dense populations.

### ***Strategy***

Similar to our Americas business, we believe our International business has attractive industry fundamentals including a broad audience reach and a highly cost effective media for advertisers as measured by cost per thousand persons reached compared to other traditional media. Our International business focuses on the following strategies:

*Promote Overall Outdoor Media Spending.* Our strategy is to promote growth in outdoor advertising's share of total media spending by leveraging our international scale and local reach. We are focusing on developing and implementing better and improved outdoor audience delivery measurement systems to provide advertisers with tools to determine how effectively their message is reaching the desired audience.

*Capitalize on Product and Geographic Opportunities.* We are also focused on growing our business internationally by working closely with our advertising customers and agencies in meeting their needs, and through new product offerings, optimization of our current display portfolio and selective investments targeting promising growth markets. We have continued to innovate and introduce new products in international markets based on local demands. Our core business is our street furniture business and that is where we plan to focus much of our investment. We plan to continue to evaluate municipal contracts that may come up for bid and



will make prudent investments where we believe we can receive attractive returns. We will also continue to invest in markets such as China and Latin America where we believe there is high growth potential.

*Continue to Deploy Digital Display Networks.* Internationally, digital out-of-home displays are a dynamic medium which enables our customers to engage in real-time, tactical, topical and flexible advertising. We will continue our focused and dedicated digital strategy as we remain committed to the digital development of out-of-home communication solutions internationally. Through our international digital brand, Clear Channel Play, we are able to offer networks of digital displays in multiple formats and multiple environments including bus shelters, airports, transit, malls and flagship locations. We seek to achieve greater consumer engagement and flexibility by delivering powerful, flexible and interactive campaigns that open up new possibilities for advertisers to engage with their target audiences. We had more than 3,700 digital displays in 14 countries across Europe, Asia and Latin America as of December 31, 2013.

### ***Sources of Revenue***

Our International segment generated 56%, 57% and 58% of our revenue in 2013, 2012 and 2011, respectively. International outdoor advertising revenue is derived from the sale of traditional advertising copy placed on our display inventory and electronic displays which are part of our network of digital displays. Our International display inventory consists primarily of street furniture displays, billboards, transit displays and other out-of-home advertising displays. The following table shows the approximate percentage of revenue derived from each inventory category of our International segment:

|                           | Year Ended December 31, |      |      |
|---------------------------|-------------------------|------|------|
|                           | 2013                    | 2012 | 2011 |
| Street furniture displays | 48%                     | 46%  | 43%  |
| Billboards <sup>(1)</sup> | 23%                     | 26%  | 28%  |
| Transit displays          | 9%                      | 8%   | 9%   |
| Other <sup>(2)</sup>      | 20%                     | 20%  | 20%  |
| Total                     | 100%                    | 100% | 100% |

(1) Includes revenue from posters and neon displays. We sold our neon business during the third quarter of 2012.

(2) Includes advertising revenue from mall displays, other small displays, and non-advertising revenue from sales of street furniture equipment, cleaning and maintenance services, operation of Smartbike programs and production revenue.

Our International segment generates revenues worldwide from local, regional and national sales. Similar to our Americas business, advertising rates generally are based on the gross ratings points of a display or group of displays. The number of impressions delivered by a display, in some countries, is weighted to account for such factors as

illumination, proximity to other displays and the speed and viewing angle of approaching traffic.

While location, price and availability of displays are important competitive factors, we believe that providing quality customer service and establishing strong client relationships are also critical components of sales. Our entrepreneurial culture allows local management to operate their markets as separate profit centers, encouraging customer cultivation and service.

#### *Street Furniture Displays*

Our International street furniture displays, available in traditional and digital formats, are substantially similar to their Americas street furniture counterparts, and include bus shelters, freestanding units, various types of kiosks, benches and other public structures. Internationally, contracts with municipal and transit authorities for the right to place our street furniture in the public domain and sell advertising on such street furniture typically provide for terms ranging from 10 to 15 years. The major difference between our International and Americas street furniture businesses is in the nature of the municipal contracts. In our International outdoor business, these contracts typically require us to provide the municipality with a broader range of metropolitan amenities such as bus shelters with or without advertising panels, information kiosks and public wastebaskets, as well as space for the municipality to display maps or other public information. In exchange for providing such metropolitan amenities and display space, we are authorized to sell advertising space on certain sections of the structures we erect in the public domain. Our International street furniture is typically sold to clients as network packages of multiple street furniture displays, with contract terms ranging from one to two weeks. Client contracts are also available with terms of up to one year.

### *Billboards*

The sizes of our International billboards are not standardized. The billboards vary in both format and size across our networks, with the majority of our International billboards being similar in size to our posters used in our Americas business. Our International billboards are sold to clients as network packages with contract terms typically ranging from one to two weeks. Long-term client contracts are also available and typically have terms of up to one year. We lease the majority of our billboard sites from private landowners. Billboards include posters and are available in traditional and digital formats.

### *Transit Displays*

Our International transit display contracts are substantially similar to their Americas transit display counterparts, and typically require us to make only a minimal initial investment and few ongoing maintenance expenditures. Contracts with public transit authorities or private transit operators typically have terms ranging from three to seven years. Our client contracts for transit displays, either traditional or digital, generally have terms ranging from one week to one year, or longer.

### *Other International Displays and Services*

The balance of our revenue from our International segment consists primarily of advertising revenue from mall displays, other small displays and non-advertising revenue from sales of street furniture equipment, cleaning and maintenance services and production revenue. Internationally, our contracts with mall operators generally have terms ranging from five to ten years and client contracts for mall displays generally have terms ranging from one to two weeks, but are available for periods up to six months. Our International inventory includes other small displays that are counted as separate displays since they form a substantial part of our network and International outdoor advertising revenue. We also have a Smartbike bicycle rental program which provides bicycles for rent to the general public in several municipalities. In exchange for providing the bike rental program, we generally derive revenue from advertising rights to the bikes, bike stations, additional street furniture displays, or fees from the local municipalities. In several of our International markets, we sell equipment or provide cleaning and maintenance services as part of a billboard or street furniture contract with a municipality.

### *Advertising Inventory and Markets*

As of December 31, 2013, we owned or operated more than 570,000 displays in our International segment, with operations across 28 countries. Our International display count includes display faces, which may include multiple faces on a single structure, as well as small, individual displays. As a result, our International display count is not comparable to our Americas display count, which includes only unique displays. No one property is material to our overall operations. We believe that our properties are in good condition and suitable for our operations.

### *Production*

The majority of our International clients are advertisers targeting national audiences whose business generally is placed with us through advertising agencies. These agencies often provide our International clients creative services to design and produce both the advertising copy and the physical printed advertisement. Traditional advertising copy, both paper and vinyl, is shipped to centralized warehouses operated by us. The copy is then sorted and delivered to sites where it is installed on our displays.

### ***Construction and Operation***

The International manufacturing process largely consists of two elements: the manufacture and installation of advertising structures and the weekly preparation of advertising posters for distribution throughout our networks. Generally, we outsource the manufacturing of advertising structures to third parties and regularly seek competitive bids. We use a wide range of suppliers, located in each of our markets. The design of street furniture structures (such as bus shelters, bicycle racks and kiosks) is typically done in conjunction with a third party design or architectural firm. These street furniture designs then form the basis of a competitive bidding process to select a manufacturer. Our street furniture sites are posted by our own employees or subcontractors who also clean and maintain the sites. The decision to use our own employees or subcontractors is made on a market-by-market basis taking into consideration the mix of products in the market and local labor costs.

### ***Client Categories***

In 2013, the top five client categories in our International segment, based on International revenue derived from these categories, were retail, automotive, food and food products, telecommunications, and fashion and apparel.

### ***Competition***

The international outdoor advertising industry is fragmented, consisting of several larger companies involved in outdoor advertising, such as JCDecaux and ExteriorMedia, as well as numerous smaller and local companies operating a limited number of displays in a single market or a few local markets. We also compete with other advertising media in our respective markets, including broadcast and cable television, radio, print media, direct mail, the Internet and other forms of advertisement. Outdoor companies compete primarily based on ability to reach consumers, which is driven by location of the display.

### **Employees**

As of December 31, 2013, we had approximately 1,900 domestic employees and approximately 5,700 international employees, of which approximately 6,500 were in direct operations and 1,100 were in administrative or corporate related activities. Approximately 900 of our employees are subject to collective bargaining agreements in their respective countries. We are a party to numerous collective bargaining agreements, none of which represent a significant number of employees. We believe that our relationship with our employees is good.

### **Seasonality**

Required information is located within Item 7 of Part II of this Annual Report on Form 10-K.

### **Regulation of our Business**

The outdoor advertising industry in the United States is subject to governmental regulation at the federal, state and local levels. These regulations may include, among others, restrictions on the construction, repair, maintenance, lighting, upgrading, height, size, spacing and location and permitting of and, in some instances, content of advertising copy being displayed on outdoor advertising structures. In addition, international regulations have a significant impact on the outdoor advertising industry. International regulation of the outdoor advertising industry can vary by municipality, region and country, but generally limits the size, placement, nature and density of out-of-home displays. Other regulations may limit the subject matter and language of out-of-home displays.

From time to time, legislation has been introduced in both the United States and foreign jurisdictions attempting to impose taxes on revenue from outdoor advertising or for the right to use outdoor advertising assets. Several jurisdictions have imposed such taxes as a percentage of our outdoor advertising revenue generated in that jurisdiction. In addition, some jurisdictions have taxed our personal property and leasehold interests in advertising locations using various valuation methodologies. We expect U.S. and foreign jurisdictions to continue to try to impose such taxes as a way of increasing revenue. In recent years, outdoor advertising also has become the subject of targeted taxes and fees. These laws may affect prevailing competitive conditions in our markets in a variety of ways. Such laws may reduce our expansion opportunities or may increase or reduce competitive pressure from other members of the outdoor advertising industry. No assurance can be given that existing or future laws or regulations,

and the enforcement thereof, will not materially and adversely affect the outdoor advertising industry. However, we contest laws and regulations that we believe unlawfully restrict our constitutional or other legal rights and may adversely impact the growth of our outdoor advertising business.

In the United States, federal law, principally the Highway Beautification Act (“HBA”), regulates outdoor advertising on Federal-Aid Primary, Interstate and National Highway Systems roads within the United States (“controlled roads”). The HBA regulates the size and placement of billboards, requires the development of state standards, mandates a state’s compliance program, promotes the expeditious removal of illegal signs and requires just compensation for takings.

To satisfy the HBA’s requirements, all states have passed billboard control statutes and regulations that regulate, among other things, construction, repair, maintenance, lighting, height, size, spacing and the placement and permitting of outdoor advertising structures. We are not aware of any state that has passed control statutes and regulations less restrictive than the prevailing federal requirements on the federal highway system, including the requirement that an owner remove any non-grandfathered, non-compliant signs along the controlled roads, at the owner’s expense and without compensation. Local governments generally also include billboard control as part of their zoning laws and building codes regulating those items described above and include similar provisions regarding the removal of non-grandfathered structures that do not comply with certain of the local requirements. Some local governments have initiated code enforcement and permit reviews of billboards within their jurisdiction. In some instances we have had to remove billboards as a result of such reviews.

As part of their billboard control laws, state and local governments regulate the construction of new signs. Some jurisdictions prohibit new construction, some jurisdictions allow new construction only to replace or relocate existing structures and some jurisdictions allow new construction subject to the various restrictions discussed above. In certain jurisdictions, restrictive regulations also limit our ability to relocate, rebuild, repair, maintain, upgrade, modify or replace existing legal non-conforming billboards.

U.S. federal law neither requires nor prohibits the removal of existing lawful billboards, but it does mandate the payment of compensation if a state or political subdivision compels the removal of a lawful billboard along the controlled roads. In the past, state governments have purchased and removed existing lawful billboards for beautification purposes using federal funding for transportation enhancement programs, and these jurisdictions may continue to do so in the future. From time to time, state and local government authorities use the power of eminent domain and amortization to remove billboards. Thus far, we have been able to obtain satisfactory compensation for, or relocation of, our billboards purchased or removed as a result of these types of governmental action, although there is no assurance that this will continue to be the case in the future.

We have introduced and intend to expand the deployment of digital billboards that display static digital advertising copy from various advertisers that change up to several times per minute. We have encountered some existing regulations in the U.S. and across some international jurisdictions that restrict or prohibit these types of digital displays. However, since digital technology for changing static copy has only recently been developed and introduced into the market on a large scale, and is in the process of being introduced more broadly in our international markets, existing regulations that currently do not apply to digital technology by their terms could be revised to impose greater restrictions. These regulations, or actions by third parties, may impose greater restrictions on digital billboards due to alleged concerns over aesthetics or driver safety.

## **ITEM 1A. RISK FACTORS**

### **Risks Related to Our Business**

*Our results have been in the past, and could be in the future, adversely affected by economic uncertainty or deteriorations in economic conditions*

We derive revenues from the sale of advertising. Expenditures by advertisers tend to be cyclical, reflecting economic conditions and budgeting and buying patterns. Periods of a slowing economy or recession, or periods of economic uncertainty, may be accompanied by a decrease in advertising. For example, the global economic downturn that began in 2008 resulted in a decline in advertising and marketing by our customers, which resulted in a decline in advertising revenues across our businesses. This reduction in advertising revenues had an adverse effect on our revenue, profit margins, cash flow and liquidity. Global economic conditions have been slow to recover and remain uncertain. If economic conditions do not continue to improve, economic uncertainty increases or economic conditions deteriorate again, global economic conditions may once again adversely impact our revenue, profit margins, cash flow and liquidity. Furthermore, because a significant portion of our revenue is derived from local advertisers, our ability to generate revenues in specific markets is directly affected by local and regional conditions, and unfavorable regional economic conditions also may adversely impact our results. In addition, even in the absence of a downturn in general economic conditions, an individual business sector or market may experience a downturn, causing it to reduce its advertising expenditures, which also may adversely impact our results.

We performed impairment tests on our goodwill and other intangible assets during the fourth quarter of 2013, 2012 and 2011 and recorded non-cash impairment charges of \$13.2 million, \$37.7 million and \$7.6 million, respectively. Although we believe we have made reasonable estimates and used appropriate assumptions to calculate the fair value of our billboard permits and reporting units, it is possible a material change could occur. If actual market conditions and operational performance for the respective reporting units underlying the intangible assets were to deteriorate, or if facts and circumstances change that would more likely than not reduce the estimated fair value of the indefinite-lived assets or goodwill for these reporting units below their adjusted carrying amounts, we may also be required to recognize additional impairment charges in future periods, which could have a material impact on our financial condition and results of operations.

***To service our debt obligations and to fund capital expenditures, we will require a significant amount of cash to meet our needs, which depends on many factors beyond our control***

Our ability to service our debt obligations and to fund capital expenditures for display construction, renovation or maintenance will require a significant amount of cash. Our primary source of liquidity is cash on hand, cash flow from operations and the revolving promissory note with Clear Channel Communications. Based on our current and anticipated levels of operations and conditions in our markets, we believe that cash on hand, cash flow from operations, any available borrowing capacity under the senior revolving credit facility and borrowing capacity under or repayment of amounts outstanding under the revolving promissory note with Clear Channel Communications will enable us to meet our working capital, capital expenditure, debt service and other funding requirements for at least the next twelve months. However, our ability to fund our working capital, capital expenditures, debt service and other obligations depends on our future operating performance and cash from operations and other liquidity-generating transactions, which are in turn subject to prevailing economic conditions and other factors, many of which are beyond our control. If our future operating performance does not meet our expectation or our plans materially change in an adverse manner or prove to be materially inaccurate, we may need additional financing. In addition, the purchase price of possible acquisitions, capital expenditures



for deployment of digital billboards and/or other strategic initiatives could require additional indebtedness or equity financing on our part. Adverse securities and credit market conditions could significantly affect the availability of equity or debt financing. Consequently, there can be no assurance that such financing, if permitted under the terms of our financing agreements, will be available on terms acceptable to us or at all. The inability to obtain additional financing in such circumstances could have a material adverse effect on our financial condition and on our ability to meet our obligations or pursue strategic initiatives. Additional indebtedness could increase our leverage and make us more vulnerable to economic downturns and may limit our ability to withstand competitive pressures.

***Our financial performance may be adversely affected by many factors beyond our control***

Certain factors that could adversely affect our financial performance by, among other things, decreasing overall revenues, the numbers of advertising customers, advertising fees or profit margins include:

- unfavorable economic conditions, which may cause companies to reduce their expenditures on advertising;
- an increased level of competition for advertising dollars, which may lead to lower advertising rates as we attempt to retain customers or which may cause us to lose customers to our competitors who offer lower rates that we are unable or unwilling to match;
- unfavorable fluctuations in operating costs, which we may be unwilling or unable to pass through to our customers;
- technological changes and innovations that we are unable to successfully adopt or are late in adopting that offer more attractive advertising alternatives than what we offer, which may lead to a loss of advertising customers or to lower advertising rates;
- changes in governmental regulations and policies and actions of regulatory bodies, including increased eminent domain activity or changes to restrictions on rebuilding non-conforming structures, which could increase our taxes or other costs, reduce our outdoor advertising inventory or restrict the advertising media that we employ or restrict some or all of our customers that operate in regulated areas from using certain advertising media or from advertising at all;
- unfavorable shifts in population and other demographics, which may cause us to lose advertising customers as people migrate to markets where we have a smaller presence or which may cause advertisers to be willing to pay less in advertising fees if the general population shifts into a less desirable age or geographical demographic from an advertising perspective; and
- unfavorable changes in labor conditions, which may impair our ability to operate or require us to spend more to retain and attract key employees.

***We face intense competition in the outdoor advertising business***

We operate in a highly competitive industry, and we may not be able to maintain or increase our current advertising and sales revenues. We compete for advertising revenue with other outdoor advertising businesses, as well as with other media, such as radio, newspapers, magazines, television, direct mail, mobile devices, satellite radio and Internet-based services, within their respective markets. Market shares are subject to change, which could have the effect of reducing our revenue in that market. Our competitors may develop technology, services or advertising media that are equal or superior to those we provide or that achieve greater market acceptance and brand recognition than we achieve. It also is possible that new competitors may emerge and rapidly acquire significant market share in any of our business segments. An increased level of competition for advertising dollars may lead to lower advertising rates as we attempt to retain customers or may cause us to lose customers to our competitors who offer lower rates that we are unable or unwilling to match.

***Our business is dependent on our management team and other key individuals***

Our business is dependent upon the performance of our management team and other key individuals. A number of key individuals have joined us or assumed increased responsibilities over the past several years, including Robert W. Pittman, who became our Executive Chairman on October 2, 2011, C. William Eccleshare, who was promoted to be our Chief Executive Officer on January 24, 2012, Suzanne M. Grimes, who became our President & Chief Operating Officer—United States and Canada on January 1, 2013, and Richard J. Bressler, who became our Chief Financial Officer on July 29, 2013. Although we have entered into agreements with some members of our management team and certain other key individuals, we can give no assurance that all or any of our management team and other key individuals will remain with us. Competition for these individuals is intense and many of our key employees are at-will employees who are under no legal obligation to remain with us, and may decide to leave for a variety of personal or other reasons beyond our control. If members of our management or key individuals decide to leave us in the future, or if we are not successful in attracting, motivating and retaining other key employees, our business could be adversely affected.

***Government regulation of outdoor advertising may restrict our outdoor advertising operations***

U.S. federal, state and local regulations have a significant impact on the outdoor advertising industry and our business. One of the seminal laws is the HBA, which regulates outdoor advertising on controlled roads in the United States. The HBA regulates the size and location of billboards, mandates a state compliance program, requires the development of state standards, promotes the expeditious removal of illegal signs and requires just compensation for takings. Construction, repair, maintenance, lighting, upgrading, height, size, spacing, the location and permitting of billboards and the use of new technologies for changing displays, such as digital displays, are regulated by federal, state and local governments. From time to time, states and municipalities have prohibited or significantly limited the construction of new outdoor advertising structures. Changes in laws and regulations affecting outdoor advertising, or changes in the interpretation of those laws and regulations, at any level of government, including the foreign jurisdictions in which we operate, could have a significant financial impact on us by requiring us to make significant expenditures or otherwise limiting or restricting some of our operations. Due to such regulations, it has become increasingly difficult to develop new outdoor advertising locations.

From time to time, certain state and local governments and third parties have attempted to force the removal of our displays under various state and local laws, including zoning ordinances, permit enforcement, condemnation and amortization. Similar risks also arise in certain of our international jurisdictions. Amortization is the attempted forced removal of legal non-conforming billboards (billboards which conformed with applicable laws and regulations when built, but which do not conform to current laws and regulations) or the commercial advertising placed on such billboards after a period of years. Pursuant to this concept, the governmental body asserts that just compensation is earned by continued operation of the billboard over time. Although amortization is prohibited along all controlled roads and generally prohibited along non-controlled roads, amortization has been upheld along non-controlled roads in limited instances where provided by state and local law. Other regulations limit our ability to rebuild, replace, repair, maintain and upgrade non-conforming displays. In addition, from time to time third parties or local governments assert that we own or operate displays that either are not properly permitted or otherwise are not in strict compliance with applicable law. If we are increasingly unable to resolve such allegations or obtain acceptable arrangements in circumstances in which our displays are subject to removal, modification or amortization, or if there occurs an increase in such regulations or their enforcement, our operating results could suffer.

A number of state and local governments have implemented or initiated taxes, fees and registration requirements in an effort to decrease or restrict the number of outdoor signs and/or to raise revenue. From time to time, legislation also has been introduced in international jurisdictions attempting to impose taxes on revenue from outdoor advertising or for the right to use outdoor advertising assets. In addition, a number of jurisdictions have implemented legislation or interpreted existing legislation to restrict or prohibit the installation of digital billboards, and we expect these efforts to continue. The increased imposition of these measures, and our inability to overcome any such measures, could reduce our operating income if those outcomes require removal or restrictions on the use of preexisting displays or limit growth of digital displays. In addition, if we are unable to pass on the cost of these items to our clients, our operating income could be adversely affected.

International regulation of the outdoor advertising industry can vary by municipality, region and country, but generally limits the size, placement, nature and density of out-of-home displays. Other regulations limit the subject

matter and language of out-of-home displays. Our failure to comply with these or any future international regulations could have an adverse impact on the effectiveness of our displays or their attractiveness to clients as an advertising medium and may require us to make significant expenditures to ensure compliance. As a result, we may experience a significant impact on our operations, revenue, international client base and overall financial condition.

***Additional restrictions on outdoor advertising of tobacco, alcohol and other products may further restrict the categories of clients that can advertise using our products***

Out-of-court settlements between the major U.S. tobacco companies and all 50 states, the District of Columbia, the Commonwealth of Puerto Rico and other U.S. territories include a ban on the outdoor advertising of tobacco products. Other products and services may be targeted in the U.S. in the future, including alcohol products. Most European Union countries, among other nations, also have banned outdoor advertisements for tobacco products and regulate alcohol advertising. Regulations vary across the countries in which we conduct business. Any significant reduction in alcohol-related advertising or advertising of other products due to content-related restrictions could cause a reduction in our direct revenues from such advertisements and an increase in the available space on the existing inventory of billboards in the outdoor advertising industry.

***Regulations and consumer concerns regarding privacy and data protection, or any failure to comply with these regulations, could hinder our operations***

We collect and utilize demographic and other information, including personally identifiable information, from and about our consumers, business partners and advertisers. We are subject to numerous federal, state and foreign laws and regulations relating to

consumer protection, information security, data protection and privacy, among other things. Many of these laws are still evolving, new laws may be enacted and any of these laws could be amended or interpreted in ways that could harm our business. In addition, changes in consumer expectations and demands regarding privacy and data protection could restrict our ability to collect, use, disclose and derive economic value from demographic and other information related to our consumers, business partners and advertisers. Such restrictions could limit our ability to offer targeted advertising opportunities to our business partners and advertisers. Although we have implemented policies and procedures designed to comply with these laws and regulations, any failure or perceived failure by us to comply with our policies or applicable regulatory requirements related to consumer protection, information security, data protection and privacy could result in a loss of confidence in us, damage to our brands, the loss of consumers, business partners and advertisers, as well as proceedings against us by governmental authorities or others, which could hinder our operations and adversely affect our business.

***If our security measures are breached, we may face liability and public perception of our services could be diminished, which would negatively impact our ability to attract business partners and advertisers***

Although we have implemented physical and electronic security measures to protect against the loss, misuse and alteration of our websites, digital assets and proprietary business information as well as consumer, business partner and advertiser personally identifiable information, no security measures are perfect and impenetrable and we may be unable to anticipate or prevent unauthorized access. A security breach could occur due to the actions of outside parties, employee error, malfeasance or a combination of these or other actions. If an actual or perceived breach of our security occurs, we could lose competitively sensitive business information or suffer disruptions to our business operations. In addition, the public perception of the effectiveness of our security measures or services could be harmed, we could lose consumers, business partners and advertisers and we could suffer financial exposure in connection with remediation efforts, investigations and legal proceedings and changes in our security and system protection measures.

***Environmental, health, safety and land use laws and regulations may limit or restrict some of our operations***

As the owner or operator of various real properties and facilities, we must comply with various foreign, federal, state and local environmental, health, safety and land use laws and regulations. We and our properties are subject to such laws and regulations relating to the use, storage, disposal, emission and release of hazardous and non-hazardous substances and employee health and safety as well as zoning restrictions. Historically, we have not incurred significant expenditures to comply with these laws. However, additional laws which may be passed in the future, or a finding of a violation of or liability under existing laws, could require us to make significant expenditures and otherwise limit or restrict some of our operations.

***Doing business in foreign countries exposes us to certain risks not found when doing business in the United States***

Doing business in foreign countries carries with it certain risks that are not found when doing business in the United States. These risks could result in losses against which we are not insured. Examples of these risks include:

- potential adverse changes in the diplomatic relations of foreign countries with the United States;
- hostility from local populations;
- the adverse effect of foreign exchange controls;
- government policies against businesses owned by foreigners;
- investment restrictions or requirements;
- expropriations of property without adequate compensation;
- the potential instability of foreign governments;
- the risk of insurrections;
- risks of renegotiation or modification of existing agreements with governmental authorities;
- difficulties collecting receivables and otherwise enforcing contracts with governmental agencies and others in some foreign legal systems;
- withholding and other taxes on remittances and other payments by subsidiaries;
- changes in tax structure and level; and
- changes in laws or regulations or the interpretation or application of laws or regulations.

In addition, because we own assets in foreign countries and derive revenues from our International operations, we may incur currency translation losses due to changes in the values of foreign currencies and in the value of the U.S. dollar. We cannot predict the effect of exchange rate fluctuations upon future operating results.

Our International operations involve contracts with, and regulation by, foreign governments. We operate in many parts of the world that experience corruption to some degree. Although we have policies and procedures in place that are designed to promote

legal and regulatory compliance (including with respect to the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act), our employees, subcontractors and agents could take actions that violate applicable anticorruption laws or regulations. Violations of these laws, or allegations of such violations, could have a material adverse effect on our business, financial position and results of operations.

***The success of our street furniture and transit products businesses is dependent on our obtaining key municipal concessions, which we may not be able to obtain on favorable terms***

Our street furniture and transit products businesses require us to obtain and renew contracts with municipalities and other governmental entities. Many of these contracts, which require us to participate in competitive bidding processes at each renewal, typically have terms ranging from three to 20 years and have revenue share and/or fixed payment components. Our inability to successfully negotiate, renew or complete these contracts due to governmental demands and delay and the highly competitive bidding processes for these contracts could affect our ability to offer these products to our clients, or to offer them to our clients at rates that are competitive to other forms of advertising, without adversely affecting our financial results.

***Future acquisitions and other strategic transactions could pose risks***

We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to pursue additional acquisitions and may decide to dispose of certain businesses. These acquisitions or dispositions could be material. Our acquisition strategy involves numerous risks, including:

- our acquisitions may prove unprofitable and fail to generate anticipated cash flows;
- to successfully manage our large portfolio of outdoor advertising and other properties, we may need to:
- recruit additional senior management as we cannot be assured that senior management of acquired businesses will continue to work for us and we cannot be certain that our recruiting efforts will succeed, and
- expand corporate infrastructure to facilitate the integration of our operations with those of acquired businesses, because failure to do so may cause us to lose the benefits of any expansion that we decide to undertake by leading to disruptions in our ongoing businesses or by distracting our management;
- we may enter into markets and geographic areas where we have limited or no experience;
- we may encounter difficulties in the integration of operations and systems; and
- our management's attention may be diverted from other business concerns.

Additional acquisitions by us may require antitrust review by U.S. federal antitrust agencies and may require review by foreign antitrust agencies under the antitrust laws of foreign jurisdictions. We can give no assurances that the U.S. Department of Justice, the U.S. Federal Trade Commission or foreign antitrust agencies will not seek to bar us from acquiring additional outdoor advertising businesses in any market where we already have a significant position.

### **Risks Related to Our Relationship with Clear Channel Communications**

*Because Clear Channel Communications controls substantially all of the total voting power of our common stock, investors will not be able to affect the outcome of any stockholder vote*

As of December 31, 2013, Clear Channel Communications indirectly owned (1) all of our outstanding shares of Class B common stock and (2) 1,553,971 shares of our Class A common stock, collectively representing approximately 88% of the outstanding shares of our common stock. Each share of our Class B common stock entitles its holder to 20 votes and each share of our Class A common stock entitles its holder to one vote on all matters on which stockholders are entitled to vote. As a result, as of December 31, 2013, Clear Channel Communications controlled approximately 99% of the total voting power of our common stock.

As long as Clear Channel Communications continues to own shares of our common stock representing more than 50% of the total voting power of our common stock, it will have the ability to direct the election of all members of our board of directors and, therefore, to exercise a controlling influence over our business and affairs, including any determinations with respect to mergers or other business combinations, our acquisition or disposition of assets, our incurrence of indebtedness, our issuance of any additional common stock or other equity securities, our repurchase or redemption of common stock or preferred stock, if applicable, and our payment of dividends in certain situations. Similarly, Clear Channel Communications will have the power to determine the outcome of matters submitted to a vote of our stockholders, including the power to prevent an acquisition or any other change in control. Because Clear Channel Communications' interests as our controlling stockholder may differ from other stockholders' interests, actions taken by Clear Channel Communications with respect to us may not be favorable to all stockholders.



***Our agreements with Clear Channel Communications impose obligations on, and Clear Channel Communications' financing agreements effectively impose restrictions on, our ability to finance operations and capital needs, make acquisitions and engage in other business activities***

We have entered into a Master Agreement, a Corporate Services Agreement, a Tax Matters Agreement, a Trademark License Agreement and a number of other agreements with Clear Channel Communications setting forth various matters governing our relationship with Clear Channel Communications while it remains a significant stockholder in us. These agreements allow Clear Channel Communications to retain control over many aspects of our operations. We are not able to terminate these agreements or amend them in a manner we deem more favorable so long as Clear Channel Communications continues to own shares of our common stock representing more than 50% of the total voting power of our common stock. Clear Channel Communications' financing agreements also impose a number of restrictions on us.

Pursuant to the Corporate Services Agreement, we are obligated to use various corporate services provided by Clear Channel Communications and its affiliates, including treasury, payroll and other financial services, certain executive officer services, human resources and employee benefit services, legal services, information systems and network services and procurement and sourcing support. Also pursuant to the Corporate Services Agreement, substantially all of the cash generated from our domestic Americas operations is transferred daily into accounts of Clear Channel Communications (after satisfying our controlled disbursement accounts and the funding requirements of the trustee accounts under the senior notes and the senior subordinated notes issued by Clear Channel Worldwide Holdings, Inc., an indirect, wholly-owned subsidiary of ours), where funds of ours and of Clear Channel Communications are commingled, and recorded as "Due from/to Clear Channel Communications" on the consolidated balance sheet. Net amounts owed between us and Clear Channel Communications are evidenced by revolving promissory notes. We do not have any material committed external sources of capital independent from Clear Channel Communications, and Clear Channel Communications is not required to provide us with funds to finance our working capital or other cash requirements. In addition, we have no access to the cash transferred from us to Clear Channel Communications other than our right to demand payment by Clear Channel Communications' of the amounts owed to us under the revolving promissory note.

The "Due from Clear Channel Communications" note (the "Due from CCU Note") previously was the subject of derivative litigation filed by our stockholders in the Delaware Court of Chancery. On November 8, 2013, in accordance with the terms of the settlement of the stockholder litigation, we demanded repayment of \$200 million outstanding under the Due from CCU Note and simultaneously paid a dividend of \$200 million. The repayment and dividend reduced the amount of the Due from CCU Note asset that is available to us as a source of liquidity by \$200 million. Pursuant to the terms of the settlement, our board of directors established a committee for the specific purpose of monitoring the Due from CCU Note. That committee has the non-exclusive authority to demand payments under the Due from CCU Note under certain specified circumstances tied to Clear Channel Communications' liquidity or the amount outstanding under the Due from CCU Note as long as our board of directors declares a simultaneous dividend equal to the amount so demanded. Any future repayments and simultaneous dividends would further reduce the amount of the Due from CCU Note asset that is available to us as a source of liquidity for ongoing working capital, capital expenditure, debt service and other funding requirements.

If Clear Channel Communications were to become insolvent, we would be an unsecured creditor of Clear Channel Communications. In such event, we would be treated the same as other unsecured creditors of Clear Channel Communications and, if we were not entitled to amounts outstanding under such note, or could not obtain such cash on a timely basis, we could experience a liquidity shortfall. At December 31, 2013 and 2012, the asset recorded in “Due from Clear Channel Communications” on the consolidated balance sheet was \$879.1 million and \$729.2 million, respectively.

In addition, the Master Agreement and, in some cases, Clear Channel Communications’ financing agreements, include restrictive covenants that, among other things, restrict our ability to:

- issue any shares of capital stock or securities convertible into capital stock;
- incur additional indebtedness;
- make certain acquisitions and investments;
- repurchase our stock;
- dispose of certain assets; and
- merge or consolidate.

The rights of Clear Channel Communications under these agreements may allow Clear Channel Communications to delay or prevent an acquisition of us that our other stockholders may consider favorable. In addition, the restrictions contained in these agreements limit our ability to finance operations and capital needs, make acquisitions or engage in other business activities, including our ability to grow and increase our revenue or respond to competitive changes.

***The terms of our arrangements with Clear Channel Communications may be more favorable than we would be able to obtain from an unaffiliated third party, and we may be unable to replace the services Clear Channel Communications provides us in a timely manner or on comparable terms***

We negotiated our arrangements with Clear Channel Communications in the context of a parent-subsiary relationship prior to the initial public offering of our Class A common stock. Although Clear Channel Communications is contractually obligated to provide us with services during the term of the Corporate Services Agreement, we cannot assure you these services will be sustained at an appropriate level, or that we will be able to replace these services in a timely manner or on comparable terms. In addition, we cannot provide assurance that the amount we pay Clear Channel Communications for the services will be as favorable to us as that which may be available for comparable services provided by unrelated third parties. Other agreements with Clear Channel Communications also govern our relationship with Clear Channel Communications and provide for the allocation of employee benefit, tax and other liabilities and obligations attributable to our operations. The agreements also contain terms and provisions that may be more favorable than terms and provisions we might have obtained in arm's length negotiations with unaffiliated third parties. If Clear Channel Communications ceases to provide services to us pursuant to those agreements, our costs of procuring those services from third parties may increase.

***Conflicts of interest may arise between Clear Channel Communications and us that could be resolved in a manner unfavorable to us***

Questions relating to conflicts of interest may arise between Clear Channel Communications and us in a number of areas relating to our past and ongoing relationships. Clear Channel Communications is owned indirectly by CC Media Holdings. Two of our directors serve as directors of CC Media Holdings. Three of our other directors are affiliated with CC Media Holdings and its stockholders. In addition, five of our executive officers serve as executive officers of CC Media Holdings.

Areas in which conflicts of interest between Clear Channel Communications and us could arise include, but are not limited to, the following:

- ***Cross officerships, directorships and stock ownership.*** The ownership interests of our directors or executive officers in the common stock of CC Media Holdings or service as a director or officer of both CC Media Holdings and us could create, or appear to create, conflicts of interest when directors and executive officers are faced with decisions that could have different implications for the two companies. For example, these decisions could relate to: (1) the nature, quality and cost of services rendered to us by Clear Channel Communications; (2) disagreement over the desirability of a potential acquisition opportunity; (3) employee retention or recruiting; or (4) our capital structure, including our level of indebtedness and our dividend policy.
- ***Intercompany transactions.*** From time to time, Clear Channel Communications or its affiliates may enter into transactions with us or our subsidiaries or other affiliates. Although the terms of any such transactions will be established based upon negotiations between employees of Clear Channel Communications and us and, when

appropriate, subject to the approval of the independent directors on our board or a committee of disinterested directors, there can be no assurance the terms of any such transactions will be as favorable to us or our subsidiaries or affiliates as may otherwise be obtained in arm's length negotiations.

- *Intercompany agreements.* We have entered into certain agreements with Clear Channel Communications pursuant to which it provides us certain management, administrative, accounting, tax, legal and other services, for which we reimburse Clear Channel Communications on a cost basis. In addition, we entered into a number of intercompany agreements covering matters such as tax sharing and our responsibility for certain liabilities previously undertaken by Clear Channel Communications for certain of our businesses. Pursuant to the Corporate Services Agreement between Clear Channel Communications and us, we are contractually obligated to utilize the services of certain executive officers of Clear Channel Communications as our executive officers until Clear Channel Communications owns shares of our common stock representing less than 50% of the total voting power of our common stock, or we provide Clear Channel Communications with six months prior written notice of termination. The terms of these agreements were established while we were a wholly owned subsidiary of Clear Channel Communications and were not the result of arm's length negotiations. In addition, conflicts could arise in the interpretation or any extension or renegotiation of these existing agreements.

***If Clear Channel Communications engages in the same type of business we conduct or takes advantage of business opportunities that might be attractive to us, our ability to successfully operate and expand our business may be hampered***

Our amended and restated certificate of incorporation provides that, subject to any contractual provision to the contrary, Clear Channel Communications will have no obligation to refrain from:

- engaging in the same or similar business activities or lines of business as us; or
- doing business with any of our clients, customers or vendors.

In addition, the corporate opportunity policy set forth in our amended and restated certificate of incorporation addresses potential conflicts of interest between our company, on the one hand, and Clear Channel Communications or CC Media Holdings and its officers and directors who are officers or directors of our company, on the other hand. The policy provides that if Clear Channel Communications or CC Media Holdings acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both Clear Channel Communications and us, we will have renounced our interest in the corporate opportunity. It also provides that if one of our directors or officers who is also a director or officer of Clear Channel Communications or CC Media Holdings learns of a potential transaction or matter that may be a corporate opportunity for both Clear Channel Communications and us, we will have renounced our interest in the corporate opportunity, unless that opportunity is expressly offered to that person in writing solely in his or her capacity as our director or officer.

If one of our directors or officers, who also serves as a director or officer of Clear Channel Communications or CC Media Holdings, learns of a potential transaction or matter that may be a corporate opportunity for both Clear Channel Communications and us, our amended and restated certificate of incorporation provides that the director or officer will have no duty to communicate or present that corporate opportunity to us and will not be liable to us or our stockholders for breach of fiduciary duty by reason of Clear Channel Communications' actions with respect to that corporate opportunity.

This policy could result in Clear Channel Communications having rights to corporate opportunities in which both we and Clear Channel Communications have an interest.

***We are a “controlled company” within the meaning of the New York Stock Exchange (“NYSE”) rules and, as a result, qualify for, and intend to rely on, exemptions from certain corporate governance requirements that may not provide as many protections as those afforded to stockholders of other companies***

Clear Channel Communications owns shares of our common stock representing more than 50% of the total voting power of our common stock and, as a result, we have elected to be treated as a “controlled company” under the NYSE corporate governance standards. As a controlled company, we are exempt from the provisions of the NYSE's corporate governance standards requiring that: (1) a majority of our board consists of independent directors; (2) we have a nominating and governance committee composed entirely of independent directors and governed by a written charter addressing the nominating and governance committee's purpose and responsibilities; and (3) we have a compensation committee composed entirely of independent directors with a written charter addressing the compensation committee's purpose and responsibilities. Although we currently have a compensation committee composed entirely of independent directors with a written charter addressing the compensation committee's purpose and responsibilities, we currently do not have a nominating and governance committee and a majority of our board of directors currently does not consist of independent directors. We intend to continue using certain of these exemptions

and, as a result: (1) we may not create or maintain a nominating and governance committee; (2) the nominating and governance committee (if one is created) and the compensation committee may not consist entirely of independent directors; and (3) our board of directors may not consist of a majority of independent directors. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.

***We do not have control over our tax decisions and could be liable for income taxes owed by Clear Channel Communications***

As long as Clear Channel Communications continues to own shares of our common stock representing at least 80% of the total voting power and value of our common stock, we and certain of our subsidiaries will be included in Clear Channel Communications' consolidated group for U.S. federal income tax purposes for all pre-merger periods and CC Media Holdings' consolidated group for post-merger periods. In addition, we or one or more of our subsidiaries may be included in the combined, consolidated or unitary tax returns of Clear Channel Communications for pre-merger periods and CC Media Holdings for post-merger periods or one or more of its subsidiaries for foreign, state and local income tax purposes. Under the Tax Matters Agreement, we pay to Clear Channel Communications the amount of federal, foreign, state and local income taxes that we would be required to pay to the relevant taxing authorities if we and our subsidiaries filed combined, consolidated or unitary tax returns and were not included in the combined, consolidated or unitary tax returns of Clear Channel Communications or its subsidiaries. In addition, by virtue of its controlling ownership and the Tax Matters Agreement, Clear Channel Communications effectively controls all of our tax decisions. The Tax Matters Agreement provides that Clear Channel Communications has the sole authority to respond to and conduct all tax proceedings (including tax audits) relating to us, to file all income tax returns on our behalf and to determine the amount of our liability to (or entitlement to payment from) Clear Channel Communications under the Tax Matters Agreement. This arrangement may result in conflicts of interest between Clear Channel Communications and us. For example, under the Tax Matters Agreement, Clear Channel Communications is able to choose to contest, compromise, or settle any adjustment or deficiency proposed by the relevant taxing authority in a manner that may be beneficial to Clear Channel Communications and detrimental to us.

Moreover, notwithstanding the Tax Matters Agreement, federal law provides that each member of a consolidated group is liable for the group's entire tax obligation. Thus, to the extent Clear Channel Communications or other members of the group fail to make any United States federal income tax payments required by law, we would be liable for the shortfall. Similar principles may apply for foreign, state and local income tax purposes where we file combined, consolidated or unitary returns with Clear Channel Communications or its subsidiaries for federal, foreign, state and local income tax purposes.

***If Clear Channel Communications spins off our Class B common stock to the CC Media Holdings stockholders, we have agreed in the Tax Matters Agreement to indemnify Clear Channel Communications for its tax-related liabilities in certain circumstances***

If Clear Channel Communications spins off our Class B common stock to the CC Media Holdings stockholders in a distribution intended to be tax-free under Section 355 of the Internal Revenue Code of 1986, as amended, which we refer to herein as the Code, we have agreed in the Tax Matters Agreement to indemnify Clear Channel Communications and its affiliates against any and all tax-related liabilities if such a spin-off fails to qualify as a tax-free distribution (including as a result of Section 355(e) of the Code) due to actions, events or transactions relating to our stock, assets or business, or a breach of the relevant representations or covenants made by us in the Tax Matters Agreement. If neither we nor Clear Channel Communications is responsible under the Tax Matters Agreement for any such spin-off not being tax-free under Section 355 of the Code, we and Clear Channel Communications have agreed to each be responsible for 50% of the tax-related liabilities arising from the failure of such a spin-off to so qualify.

## **Risks Related to Our Class A Common Stock**

***Our stock ownership by Clear Channel Communications, provisions in our agreements with Clear Channel Communications and our corporate governance documents and Delaware law may delay or prevent an acquisition of us that our other stockholders may consider favorable, which could decrease the value of your shares of Class A common stock***

As long as Clear Channel Communications continues to own shares of our common stock representing more than 50% of the total voting power of our common stock, it will have the ability to control decisions regarding an acquisition of us by a third party. As a controlled company, we are exempt from some of the corporate governance requirements of the NYSE, including the requirement that our board of directors be comprised of a majority of independent directors. In addition, our amended and restated certificate of incorporation, bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions include restrictions on the ability of our stockholders to remove directors, supermajority voting requirements for stockholders to amend our organizational documents, restrictions on a classified board of directors and limitations on action by our stockholders by written consent. Some of these provisions, such as the limitation on stockholder action by written consent, only become effective once Clear Channel Communications no longer controls us. In addition, our board of directors has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer. Delaware law also imposes certain restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding voting stock.

These restrictions under Delaware law do not apply to Clear Channel Communications while it retains at least 15% or more of our Class B common stock. Although we believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics and thereby provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our board of directors, these provisions apply even if the offer may be considered beneficial by some stockholders.

***If Clear Channel Communications spins off our Class B common stock to the CC Media Holdings stockholders and such shares do not convert into Class A common stock upon a sale or other transfer subsequent to such distribution, the voting rights of our Class A common stock will continue to be disproportionately lower than the voting rights of our Class B common stock***

In connection with any distribution of shares of our Class B common stock to CC Media Holdings' common stockholders in a spin-off, Clear Channel Communications may elect in its sole discretion whether our Class B common stock so distributed will automatically convert into shares of Class A common stock upon a transfer or sale by the recipient subsequent to the spin-off or whether the Class B common stock will continue as Class B common stock after the distribution. In the event the Class B common stock does not convert into Class A common stock upon a sale or transfer subsequent to a spin-off, the voting rights of Class A common stock will continue to be disproportionately lower than the voting rights of our Class B common stock. Therefore, the holders of our Class B common stock will continue to be able to direct the election of all the members of our board of directors and exercise a controlling influence over our business and affairs.

***An increase in the concentration of our stock ownership by Clear Channel Communications could depress the market price for shares of our Class A common stock***

As a result of the significant concentration of our stock ownership, we have a relatively small public float compared to the number of our shares outstanding, which may adversely affect the trading price for our Class A common stock because investors may



perceive disadvantages in owning stock in companies with controlling stockholders. On August 9, 2010, Clear Channel Communications, our indirect parent entity, announced a stock purchase program under which Clear Channel Communications or its subsidiaries may purchase up to an aggregate of \$100 million of our Class A common stock and/or the Class A common stock of CC Media Holdings. As of December 31, 2013, a subsidiary of Clear Channel Communications purchased 1,553,971 shares of our Class A common stock through open market purchases. Future stock purchases under this program would result in additional concentration of our stock ownership and further reduce our public float.

***Future sales or distributions of our shares by Clear Channel Communications could depress the market price for shares of our Class A common stock***

Clear Channel Communications may sell all or part of the shares of our common stock it owns or distribute those shares to the CC Media Holdings stockholders, including pursuant to demand registration rights described in the Registration Rights Agreement between us and Clear Channel Communications. Sales or distributions by Clear Channel Communications of substantial amounts of our common stock in the public market or to the CC Media Holdings stockholders could adversely affect prevailing market prices for our Class A common stock. Clear Channel Communications has advised us it currently intends to continue to hold all of our common stock it owns. However, Clear Channel Communications is not subject to any contractual obligation that would prohibit it from selling, spinning off, splitting off or otherwise disposing of any shares of our common stock. Consequently, we cannot assure you Clear Channel Communications will maintain its ownership of our common stock.

***We currently do not pay regular dividends on our Class A common stock***

Other than a special dividend paid by us on March 15, 2012 and a special dividend paid by us on November 8, 2013 in connection with the settlement of litigation, we have never paid dividends on our Class A common stock and are subject to restrictions on our ability to pay dividends should we seek to do so in the future. We are a holding company with no independent operations and no significant assets other than the stock of our subsidiaries. We, therefore, are dependent upon the receipt of dividends or other distributions from our subsidiaries to pay dividends. In addition, Clear Channel Worldwide Holdings, Inc.'s ("CCWH") senior notes and CCWH's senior subordinated notes contain restrictions on our ability to pay dividends. If we elect not to pay dividends in the future or are prevented from doing so, the price of our Class A common stock must appreciate in order to realize a gain on your investment. This appreciation may not occur.

**Risks Related to Our Indebtedness**

***We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful***

We have a substantial amount of indebtedness. At December 31, 2013, we had \$4.9 billion of total indebtedness outstanding, including: (1) \$2.7 billion aggregate principal amount of CCWH's senior notes, which mature in November 2022; (2) \$2.2 billion aggregate principal amount of CCWH's senior subordinated notes, which mature in March 2020; and (3) \$17.1 million of other debt. This large amount of indebtedness could have negative consequences

for us, including, without limitation:

- requiring us to dedicate a substantial portion of our cash flow to the payment of principal and interest on indebtedness, thereby reducing cash available for other purposes, including to fund operations and capital expenditures, invest in new technology and pursue other business opportunities;
- limiting our liquidity and operational flexibility and limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- limiting our ability to adjust to changing economic, business and competitive conditions;
- requiring us to defer planned capital expenditures, reduce discretionary spending, sell assets, restructure existing indebtedness or defer acquisitions or other strategic opportunities;
- limiting our ability to refinance any of our indebtedness or increasing the cost of any such financing;
- making us more vulnerable to a downturn in our operating performance, a decline in general economic or industry conditions or a disruption in the credit markets; and
- making us more susceptible to negative changes in credit ratings, which could impact our ability to obtain financing in the future and increase the cost of such financing.

If compliance with our debt obligations materially hinders our ability to operate our business and adapt to changing industry conditions, we may lose market share, our revenue may decline and our operating results may suffer.

Our ability to make scheduled payments on our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors

beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or refinance our indebtedness. We may not be able to take any of these actions, and these actions may not be successful or permit us to meet our scheduled debt service obligations. Furthermore, these actions may not be permitted under the terms of our existing or future debt agreements.

Our ability to refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and increase our debt service obligations and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. If we cannot make scheduled payments on our indebtedness we will be in default under one or more of our debt agreements and, as a result we could be forced into bankruptcy or liquidation.

***Because we derive a substantial portion of operating income from our subsidiaries, our ability to repay our debt depends upon the performance of our subsidiaries and their ability to dividend or distribute funds to us***

We derive a substantial portion of operating income from our subsidiaries. As a result, our cash flow and the ability to service our indebtedness depend on the performance of our subsidiaries and the ability of those entities to distribute funds to us. We cannot assure you that our subsidiaries will be able to, or be permitted to, pay to us the amounts necessary to service our debt.

***The documents governing our indebtedness and Clear Channel Communications' indebtedness contain restrictions that limit our flexibility in operating our business***

Our material financing agreements and Clear Channel Communications' material financing agreements contain various covenants restricting, among other things, our ability to:

- make acquisitions or investments;
- make loans or otherwise extend credit to others;
- incur indebtedness or issue shares or guarantees;
- redeem, repurchase or retire our subordinated debt;

- create liens;
- enter into transactions with affiliates;
- sell, lease, transfer or dispose of assets;
- merge or consolidate with other companies; and
- make a substantial change to the general nature of our business.

These restrictions could affect our ability to operate our business and may limit our ability to react to market conditions or take advantage of potential business opportunities as they arise. For example, such restrictions could adversely affect our ability to finance our operations, make strategic acquisitions, investments or alliances, restructure our organization or finance our capital needs. Additionally, our ability to comply with these covenants and restrictions may be affected by events beyond our control. These include prevailing economic, financial and industry conditions. If we breach any of these covenants or restrictions, we could be in default under the agreements governing our indebtedness and, as a result, we would be forced into bankruptcy or liquidation.

*Downgrades in our and Clear Channel Communications' credit ratings may adversely affect our borrowing costs, limit our financing options, reduce our flexibility under future financings and adversely affect our liquidity, and also may adversely impact our business operations*

Our and Clear Channel Communications' corporate credit ratings are speculative-grade. Any reductions in our and Clear Channel Communications' credit ratings could increase our borrowing costs, reduce the availability of financing to us or increase the cost of doing business or otherwise negatively impact our business operations.

#### **Cautionary Statement Concerning 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, our future operating and financial performance, our ability to comply with the covenants in the agreements governing our indebtedness and the availability of capital and the terms

thereof. Statements expressing expectations and projections with respect to future matters 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 future 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 performance. There can be no assurance, however, that management's expectations will necessarily come to pass. Actual future events and performance may differ materially from the expectations reflected in our forward-looking statements. 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 but not limited to:

- risks associated with weak or uncertain global economic conditions and their impact on the capital markets;
- 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;
- industry conditions, including competition;
- the level of expenditures on advertising;
- legislative or regulatory requirements;
- fluctuations in operating costs;
- technological changes and innovations;
- changes in labor conditions and management;
- capital expenditure requirements;
- risks of doing business in foreign countries;
- fluctuations in exchange rates and currency values;
- the outcome of pending and future litigation;
- taxes and tax disputes;
- changes in interest rates;
- shifts in population and other demographics;
- access to capital markets and borrowed indebtedness;

- our ability to implement our business strategies;
- the risk that we may not be able to integrate the operations of acquired businesses successfully;
- the risk that our cost savings initiatives may not be entirely successful or that any cost savings achieved from those initiatives may not persist;
- the impact of our substantial indebtedness, including the effect of our leverage on our financial position and earnings;
- our ability to generate sufficient cash from operations or other liquidity-generating transactions and our need to allocate significant amounts of our cash to make payments on our indebtedness, which in turn could reduce our financial flexibility and ability to fund other activities;
- our relationship with Clear Channel Communications, including its ability to elect all of the members of our board of directors and its ability as our controlling stockholder to determine the outcome of matters submitted to our stockholders and certain additional matters governed by intercompany agreements between us;
- the impact of the above and similar factors on Clear Channel Communications, our primary direct or indirect external source of capital, which could have a significant need for capital in the future; and
- certain other factors set forth in our other filings with the Securities and Exchange Commission.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative and is not intended to be exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

Our worldwide corporate headquarters is in San Antonio, Texas, where Clear Channel Communications owns an approximately 55,000 square foot executive office building and an approximately 123,000 square foot data and administrative service center. The headquarters of our Americas operations is in Phoenix, Arizona, and the headquarters of our International operations is in London, England. The types of properties required to support each of our outdoor advertising branches include offices, production facilities and structure sites. An outdoor branch and production facility is generally located in an industrial or warehouse district. In addition, certain of our executive and other operations are located in New York, New York.

The types of properties required to support each of our outdoor advertising branches include offices, production facilities and structure sites. An outdoor branch and production facility is generally located in an industrial or warehouse district.

With respect to each of the Americas and International segments, we primarily lease our outdoor display sites and own or have acquired permanent easements for relatively few parcels of real property that serve as the sites for our outdoor displays. Our leases generally range from month-to-month to year-to-year and can be for terms of 10 years or longer, and many provide for renewal options.

There is no significant concentration of displays under any one lease or subject to negotiation with any one landlord. We believe that an important part of our management activity is to negotiate suitable lease renewals and extensions. For additional information regarding our properties, see "Item 1. Business."

### **ITEM 3. LEGAL PROCEEDINGS**

We currently are involved in certain legal proceedings arising in the ordinary course of business and, as required, have accrued an estimate of the probable costs for the resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings. Additionally, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our financial condition or results of operations.

Although we are involved in a variety of legal proceedings in the ordinary course of business, a large portion of our litigation arises in the following contexts: commercial disputes; employment and benefits related claims; governmental fines; and tax disputes.

#### **Stockholder Litigation**

Two derivative lawsuits were filed in March 2012 in Delaware Chancery Court by stockholders of ours. The consolidated lawsuits were captioned *In re Clear Channel Outdoor Holdings, Inc. Derivative Litigation*, Consolidated Case No. 7315-CS. The complaints named as defendants certain of Clear Channel Communications' and our current and former directors and Clear Channel Communications, as well as Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. We also were named as a nominal defendant. The complaints alleged, among other things, that in December 2009 Clear Channel Communications breached fiduciary duties to us and our stockholders by allegedly requiring us to agree to amend the terms of the Due from CCU Note to extend the maturity date of the Due from CCU

Note and to amend the interest rate payable on the Due from CCU Note. According to the complaints, the terms of the amended Due from CCU Note were unfair to us because, among other things, the interest rate was below market. The complaints further alleged that Clear Channel Communications was unjustly enriched as a result of that transaction. The complaints also alleged that the director defendants breached fiduciary duties to us in connection with that transaction and that the transaction constituted corporate waste. On March 28, 2013, to avoid the costs, disruption and distraction of further litigation, and without admitting the validity of any allegations made in the complaint, legal counsel for the defendants entered into a binding memorandum of understanding (the “MOU”) with legal counsel for a special litigation committee consisting of our independent directors and the plaintiffs to settle the litigation. On July 8, 2013, the parties executed a Stipulation of Settlement, on terms consistent with the MOU, and presented the Stipulation of Settlement to the Delaware Chancery Court for approval. We filed the Stipulation of Settlement with the SEC as an exhibit to our Current Report on Form 8-K filed on July 9, 2013. On September 9, 2013, the Delaware Chancery Court approved the settlement and, on October 9, 2013, the right to appeal expired. On October 19, 2013, in accordance with the terms of the settlement, our board of directors (i) notified Clear Channel Communications of its intent to make a demand for repayment of \$200 million outstanding under the Due from CCU Note on November 8, 2013, (ii) declared a dividend of \$200 million, which was conditioned upon Clear Channel Communications satisfying such demand, and (iii) established a committee of our board of directors for the specific purpose of monitoring the Due from CCU Note. On October 23, 2013, we and Clear Channel Communications amended the Due from CCU Note in accordance with the terms of the settlement. We announced our intent to make a demand for repayment of \$200 million outstanding under the Due from CCU Note and our declaration of the dividend in our Current Report on Form 8-K filed on October 21, 2013, filed a copy of the amendment to the Due from CCU Note as an exhibit to our Current Report on Form 8-K filed on October 23, 2013 and announced the demand and dividend payment in our Current Report on Form 8-K filed on November 8, 2013.

### **Los Angeles Litigation**

In 2008, Summit Media, LLC, one of our competitors, sued the City of Los Angeles (the “City”), Clear Channel Outdoor, Inc. and CBS Outdoor in Los Angeles Superior Court (Case No. BS116611) challenging the validity of a settlement agreement that



had been entered into in November 2006 among the parties. Pursuant to the settlement agreement, Clear Channel Outdoor, Inc. had taken down existing billboards and converted 83 existing signs from static displays to digital displays pursuant to modernization permits issued through an administrative process of the City. The Los Angeles Superior Court ruled in January 2010 that the settlement agreement constituted an ultra vires act of the City and nullified its existence, but did not invalidate the modernization permits issued to Clear Channel Outdoor, Inc. and CBS. All parties appealed the ruling by the Los Angeles Superior Court to Court of Appeal for the State of California, Second Appellate District, Division 8. On December 10, 2012, the Court of Appeal issued an order upholding the Superior Court's finding that the settlement agreement was ultra vires and remanding the case to the Superior Court for the purpose of invalidating the modernization permits issued to Clear Channel Outdoor, Inc. and CBS for the digital displays that were the subject of the settlement agreement. On January 22, 2013, Clear Channel Outdoor, Inc. filed a petition with the California Supreme Court requesting its review of the matter, and the Supreme Court denied that petition on February 27, 2013. On April 12, 2013, the Los Angeles Superior Court invalidated 82 digital modernization permits issued to Clear Channel Outdoor, Inc. (77 of which displays were operating at the time of the ruling) and 13 issued to CBS and ordered that the companies turn off the electrical power to affected digital displays by the close of business on April 15, 2013. Clear Channel Outdoor, Inc. has complied with the order. On April 16, 2013, the Court conducted further proceedings during which it held that it was not invalidating two additional digital modernization permits that Clear Channel Outdoor, Inc. had secured through a special zoning plan and confirmed that its April 12 order invalidated only digital modernization permits – no other types of permits the companies may have secured for the signs at issue. Summit Media, LLC filed a further motion requesting that the Court order the demolition of the 82 sign structures on which the now-invalidated digital signs operated, as well as the invalidation of several other permits for traditional signs allegedly issued under the settlement agreement. At a hearing held on November 22, 2013, the Court denied Summit Media, LLC's demolition motion by allowing the 82 sign structures and their LED faces to remain intact, thus allowing Clear Channel Outdoor, Inc. to seek permits under the existing City sign code to either wrap the LED faces with vinyl or convert the LED faces to traditional static signs. The Court further confirmed the invalidation of all permits issued under the settlement agreement. In anticipation of this order, Clear Channel Outdoor, Inc. had removed six static billboard facings solely permitted under the settlement agreement. At a hearing held on January 21, 2014, the Court denied Summit Media, LLC's motion for attorney's fees on the basis that Summit Media, LLC had a substantial financial interest in the outcome of the litigation and, therefore, was not entitled to fees under California's private attorney general statute.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

#### **EXECUTIVE OFFICERS OF THE REGISTRANT**

The following information with respect to our executive officers is presented as of February 20, 2014:

| <b>Name</b>       | <b>Age</b> | <b>Position</b>                 |
|-------------------|------------|---------------------------------|
| Robert W. Pittman | 60         | Executive Chairman and Director |

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|                       |    |   |
|-----------------------|----|---|
| C. William Eccleshare | 58 | Chief Executive Officer   |
| Richard J. Bressler   | 56 | Chief Financial Officer   |
| Jonathan D. Bevan     | 42 | President, Europe and Australia/NZ and Managing Director, Global Strategy & Development |
| Suzanne M. Grimes     | 55 | President and Chief Operating Officer—United States and Canada                          |
| Scott D. Hamilton     | 44 | Senior Vice President, Chief Accounting Officer and Assistant Secretary                 |
| Robert H. Walls, Jr.  | 53 | Executive Vice President, General Counsel and Secretary                                 |

The officers named above serve until their respective successors are elected and qualified, in each case unless the officer sooner dies, resigns or is removed.

*Robert W. Pittman* was appointed as our Executive Chairman and a director of ours and as Chief Executive Officer and a director of CC Media Holdings and Clear Channel Communications on October 2, 2011. He was appointed as Chairman of CC Media Holdings and Clear Channel Communications on May 17, 2013. He also was appointed as Chairman and Chief Executive Officer and a member of the board of managers of Clear Channel Capital I, LLC, a subsidiary of CC Media Holdings and Clear Channel Communications, on April 26, 2013. Prior to October 2, 2011, Mr. Pittman served as Chairman of Media and Entertainment Platforms for CC Media Holdings and Clear Channel Communications since November 2010. He has been a member of, and an investor in, Pilot Group, a private equity investment company, since April 2003. Mr. Pittman was formerly Chief Operating Officer of AOL Time Warner, Inc. from May 2002 to July 2002. He also served as Co-Chief Operating Officer of AOL Time Warner, Inc. from

January 2001 to May 2002, and earlier, as President and Chief Operating Officer of America Online, Inc. from February 1998 to January 2001. Mr. Pittman serves on the boards of numerous charitable organizations, including the Alliance for Lupus Research, the New York City Ballet, the Rock and Roll Hall of Fame Foundation and the Robin Hood Foundation, where he has served as past Chairman.

*C. William Eccleshare* was appointed as our Chief Executive Officer and as Chief Executive Officer—Outdoor of CC Media Holdings and Clear Channel Communications on January 24, 2012. He also was appointed as Chief Executive Officer—Outdoor of Clear Channel Capital I, LLC on April 26, 2013. Prior to January 24, 2012, he served as Chief Executive Officer—International of ours since September 1, 2009 and as Chief Executive Officer—Clear Channel Outdoor—International of CC Media Holdings and Clear Channel Communications since February 17, 2011. Previously, he was Chairman and CEO of BBDO EMEA from 2005 to 2009. Prior thereto, he was Chairman and CEO of Young & Rubicam EMEA since 2002.

*Richard J. Bressler* was appointed as our Chief Financial Officer and as President and Chief Financial Officer of CC Media Holdings, Clear Channel Communications and Clear Channel Capital I, LLC on July 29, 2013. Prior thereto, Mr. Bressler was a Managing Director at Thomas H Lee Partners, L.P. (“THL”). Prior to joining THL, Mr. Bressler was the Senior Executive Vice President and Chief Financial Officer of Viacom, Inc. from 2001 through 2005. He also served as Chairman and Chief Executive Officer of Time Warner Digital Media and, from 1995 to 1999, was Executive Vice President and Chief Financial Officer of Time Warner Inc. Prior to joining Time Inc. in 1988, Mr. Bressler was a partner with the accounting firm of Ernst & Young LLP since 1979. Mr. Bressler also currently is a director of CC Media Holdings, Clear Channel Communications and Gartner, Inc., a member of the board of managers of Clear Channel Capital I, LLC and a board observer at Univision Communications Inc. Mr. Bressler previously served as a member of the board of directors of American Media Operations, Inc., Nielsen Holdings B.V. and Warner Music Group Corp. and as a member of the J.P. Morgan Chase National Advisory Board. Mr. Bressler holds a B.B.A. in Accounting from Adelphi University.

*Jonathan D. Bevan* was appointed as our President, Europe and Australia/NZ and Managing Director, Global Strategy & Development on April 26, 2013. Prior thereto, he served as our Managing Director and Chief Operating Officer — Clear Channel International since February 1, 2012. Previously, Mr. Bevan served in various roles with us, including as our Chief Operating Officer — International from October 2009 until February 2012, our Chief Financial Officer — International and Director of Corporate Development from November 2006 to October 2009 and our Chief Financial Officer — International from January 2006 to November 2006.

*Suzanne M. Grimes* was appointed as our President and Chief Operating Officer—United States and Canada on January 1, 2013. Prior thereto, Ms. Grimes served as President, U.S. Lifestyle Communities, Canada and India for Reader’s Digest Association from March 2007 until June 2011. Earlier, at Conde Nast, Ms. Grimes was Senior Vice President, Corporate Sales from 2004 until 2007, and served as publisher of Women’s Sports & Fitness, Allure and Glamour magazines between 1997 and 2004.

*Scott D. Hamilton* was appointed as our Senior Vice President, Chief Accounting Officer and Assistant Secretary and as Senior Vice President, Chief Accounting Officer and Assistant Secretary of CC Media Holdings and Clear Channel Communications on April 26, 2010. He also was appointed as Senior Vice President, Chief Accounting Officer and Assistant Secretary of Clear Channel Capital I, LLC on April 26, 2013. Prior to April 26, 2010, Mr. Hamilton served as Controller and Chief Accounting Officer of Avaya Inc. (“Avaya”), a multinational telecommunications company, from October 2008 to April 2010. Prior thereto, Mr. Hamilton served in various accounting and finance positions at Avaya, beginning in October 2004. Prior thereto, Mr. Hamilton was employed by PricewaterhouseCoopers from September 1992 until September 2004 in various roles including audit, transaction services and technical accounting consulting.

*Robert H. Walls, Jr.* was appointed as our Executive Vice President, General Counsel and Secretary and as Executive Vice President, General Counsel and Secretary of CC Media Holdings and Clear Channel Communications on January 1, 2010. He also was appointed as Executive Vice President, General Counsel and Secretary of Clear Channel Capital I, LLC on April 26, 2013. On March 31, 2011, Mr. Walls was appointed to serve in the newly-created Office of the Chief Executive Officer for us, CC Media Holdings and Clear Channel Communications, in addition to his existing offices. Mr. Walls served in the Office of the Chief Executive Officer for us until January 24, 2012 and served in the Office of the Chief Executive Officer for CC Media Holdings and Clear Channel Communications until October 2, 2011. Mr. Walls was a founding partner of Post Oak Energy Capital, LP and served as Managing Director through December 31, 2009, and remains an advisor to Post Oak Energy Capital, LP.

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Market Information

Shares of our Class A common stock trade on the New York Stock Exchange ("NYSE") under the symbol "CCO." There were 140 stockholders of record as of February 7, 2014. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies. The following table sets forth, for the calendar quarters indicated, the reported high and low sales prices of our Class A common stock as reported on the NYSE:

|                     | Class A                    |            |                     | Class A                    |            |
|---------------------|----------------------------|------------|---------------------|----------------------------|------------|
|                     | Common Stock <u>Market</u> |            |                     | Common Stock <u>Market</u> |            |
|                     | <u>Price</u>               |            |                     | <u>Price</u>               |            |
|                     | <u>High</u>                | <u>Low</u> |                     | <u>High</u>                | <u>Low</u> |
| <b>2013</b>         |                            |            | <b>2012</b>         |                            |            |
| First Quarter.....  | \$7.88                     | \$6.84     | First Quarter.....  | \$14.88                    | \$7.76     |
| Second Quarter..... | 8.75                       | 7.02       | Second Quarter..... | 8.41                       | 5.90       |
| Third Quarter.....  | 8.21                       | 7.14       | Third Quarter.....  | 6.16                       | 4.48       |
| Fourth Quarter..... | 10.69                      | 8.20       | Fourth Quarter..... | 7.21                       | 5.61       |

There is no established public trading market for our Class B common stock. There were 315,000,000 shares of our Class B common stock outstanding on February 7, 2014. Clear Channel Communications indirectly holds all of the shares of Class B common stock outstanding, representing approximately 88% of the shares outstanding and approximately 99% of the voting power. The holders of our Class A common stock and Class B common stock have identical rights, except holders of our Class A common stock are entitled to one vote per share while holders of Class B common stock are entitled to 20 votes per share. The shares of Class B common stock are convertible, at the option of the holder at any time or upon any transfer, into shares of Class A common stock on a one-for-one basis, subject to certain limited exceptions.

## Dividend Policy

On March 15, 2012, we paid a special dividend in an amount equal to \$6.0832 per share to the holders of record of our Class A and Class B common stock at the close of business on March 12, 2012 and, on November 8, 2013, in connection with the settlement of the derivative litigation related to the Due from CCU Note, we paid a special dividend in an amount equal to \$0.5578 per share to the holders of record of our Class A and Class B common stock at the close of business on November 5, 2013. Other than the special dividends paid by us on March 15, 2012 and November 8, 2013, we have never paid dividends on our common stock and our ability to pay dividends on our

common stock is subject to restrictions should we seek to do so in the future.

We are a holding company with no independent operations and no significant assets other than the stock of our subsidiaries and the Due from CCU Note. We, therefore, are dependent on the receipt of dividends or other distributions from our subsidiaries or repayment by Clear Channel Communications of amounts outstanding under the Due from CCU Note to pay dividends. On October 19, 2013, in accordance with the terms of the derivative litigation settlement, we established a committee of our board of directors for the specific purpose of monitoring the Due from CCU Note. The committee has the non-exclusive authority pursuant to a committee charter to demand repayment under the Due from CCU Note under certain circumstances related to Clear Channel Communications' liquidity or the amount outstanding under the Due from CCU Note as long as our board of directors declares a simultaneous dividend equal to the amount so demanded.

In addition, the agreements governing our indebtedness contain restrictions on our ability to pay dividends. If we were to declare and pay cash dividends in the future, holders of our Class A common stock and Class B common stock would share equally, on a per share basis, in any such cash dividend. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Sources of Capital" and Note 5 to the Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

#### **Sales of Unregistered Securities**

We did not sell any equity securities during 2013 that were not registered under the Securities Act of 1933.

**Purchases of Equity Securities**

The following table sets forth the purchases made during the quarter ended December 31, 2013 by or on behalf of us or an affiliated purchaser of shares of our Class A common stock registered pursuant to Section 12 of the Exchange Act:

| <b>Period</b>                  | <b>Total<br/>Number of<br/>Shares<br/>Purchased</b> | <b>Average<br/>Price Paid<br/>per Share</b> | <b>Total Number of<br/>Shares Purchased<br/>as Part of Publicly<br/>Announced Plans<br/>or Programs</b> | <b>Maximum Number (or<br/>Approximate Dollar Value)<br/>of Shares that May Yet Be<br/>Purchased Under the Plans<br/>or Programs</b> |
|--------------------------------|---|---|---|---|
| October 1 through October 31   | -   | -   | -   | (1)   |
| November 1 through November 30 | -   | -   | -   | (1)   |
| December 1 through December 31 | -   | -   | -   | (1)   |
| <b>Total</b>                   | -   | \$ -  | -   | \$ 82,934,423 (1)   |

(1) On August 9, 2010, Clear Channel Communications announced that its board of directors approved a stock purchase program under which Clear Channel Communications or its subsidiaries may purchase up to an aggregate of \$100 million of our Class A common stock and/or the Class A common stock of CC Media Holdings. No shares of our Class A common stock or CC Media Holdings' Class A common stock were purchased under the stock purchase program during the quarter ended December 31, 2013. During 2011, a subsidiary of Clear Channel Communications purchased \$16,372,690 of our Class A common stock (1,553,971 shares) in open market purchases. During 2012, a subsidiary of Clear Channel Communications purchased \$692,887 of the Class A common stock of CC Media Holdings (111,291 shares) under the stock purchase program. As a result of these purchases of shares of the Class A common stock of CC Media Holdings and our Class A common stock, an aggregate of \$82,934,423 remains available under the stock purchase program to purchase the Class A common stock of CC Media Holdings and/or our Class A common stock. The stock purchase program does not have a fixed expiration date and may be modified, suspended or terminated at any time at Clear Channel Communications' discretion.

**ITEM 6. Selected Financial Data**

The following tables set forth our summary historical consolidated financial and other data as of the dates and for the periods indicated. The summary historical financial data are derived from our audited consolidated financial statements. Certain prior period amounts have been reclassified to conform to the 2013 presentation. Historical results are not necessarily indicative of the results to be expected for future periods. Acquisitions and dispositions impact the comparability of the historical consolidated financial data reflected in this schedule of Selected Financial Data.

The summary historical consolidated financial and other data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and the related notes thereto located within Item 8 of Part II of this Annual Report on Form 10-K.

| <i>(In thousands)</i>   | For the Years Ended December 31, |              |              |              |              |
|---|----------------------------------|--------------|--------------|--------------|--------------|
|   | 2013                             | 2012         | 2011         | 2010         | 2009         |
| <b>Results of Operations Data:</b>  |                                  |              |              |              |              |
| Revenue   | \$ 2,946,190                     | \$ 2,946,944 | \$ 3,003,874 | \$ 2,797,994 | \$ 2,698,024 |
| Operating expenses:   |                                  |              |              |              |              |
| Direct operating expenses (excludes depreciation and amortization)                    | 1,594,728                        | 1,603,492    | 1,630,875    | 1,551,216    | 1,617,471    |
| Selling, general and administrative expenses (excludes depreciation and amortization) | 543,572                          | 574,662      | 538,032      | 491,459      | 481,627      |
| Corporate expenses (excludes depreciation and amortization)                           | 124,399                          | 115,832      | 100,971      | 119,549      | 75,636       |
| Depreciation and amortization   | 403,170                          | 399,264      | 432,035      | 413,588      | 439,647      |
| Impairment charges <sup>(1)</sup>   | 13,150                           | 37,651       | 7,614        | 11,493       | 890,737      |
| Other operating income (expense), net   | 22,979                           | 50,943       | 8,591        | (23,753)     | (8,231)      |
| Operating income (loss)   | 290,150                          | 266,986      | 302,938      | 186,936      | (815,325)    |
| Interest expense, net (including interest income)                                     | 298,573                          | 310,115      | 196,976      | 219,993      | 154,195      |



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|   |             |              |           |             |              |
|---|-------------|--------------|-----------|-------------|--------------|
| on Due from Clear Channel Communications)     |             |              |           |             |              |
| Loss on marketable securities                 | (18)        | (2,578)      | (4,827)   | (6,490)     | (11,315)     |
| Equity in earnings (loss) of nonconsolidated  |             |              |           |             |              |
| affiliates                                    | (2,092)     | 843          | 6,029     | (9,936)     | (31,442)     |
| Loss on extinguishment of debt                | -           | (221,071)    | -         | -           | -            |
| Other income (expense), net                   | 1,016       | (364)        | (649)     | (5,335)     | (9,368)      |
| Income (loss) before income taxes             | (9,517)     | (266,299)    | 106,515   | (54,818)    | (1,021,645)  |
| Income tax benefit (expense)                  | (14,809)    | 107,089      | (43,296)  | (21,599)    | 149,110      |
| Consolidated net income (loss)                | (24,326)    | (159,210)    | 63,219    | (76,417)    | (872,535)    |
| Less amount attributable to noncontrolling    |             |              |           |             |              |
| interest                                      | 24,134      | 23,902       | 20,273    | 11,106      | (4,346)      |
| Net income (loss) attributable to the Company | \$ (48,460) | \$ (183,112) | \$ 42,946 | \$ (87,523) | \$ (868,189) |

|                                       | For the Years Ended December 31, |           |         |           |           |
|---------------------------------------|----------------------------------|-----------|---------|-----------|-----------|
|                                       | 2013                             | 2012      | 2011    | 2010      | 2009      |
| Net income (loss) attributable to the |                                  |           |         |           |           |
| Company per common share:             |                                  |           |         |           |           |
| Basic                                 | \$ (0.14)                        | \$ (0.54) | \$ 0.11 | \$ (0.26) | \$ (2.46) |
| Weighted average common shares        | 357,662                          | 356,915   | 355,907 | 355,568   | 355,377   |
| Diluted                               | \$ (0.14)                        | \$ (0.54) | \$ 0.11 | \$ (0.26) | \$ (2.46) |
| Weighted average common shares        | 357,662                          | 356,915   | 356,528 | 355,568   | 355,377   |

| <i>(In thousands)</i>                        | As of December 31, |              |              |              |              |
|--|--------------------|--------------|--------------|--------------|--------------|
|  | 2013               | 2012         | 2011         | 2010         | 2009         |
| <b>Balance Sheet Data:</b>                   |                    |              |              |              |              |
| Current assets                               | 1,238,428          | 1,509,346    | 1,453,728    | 1,550,493    | 1,640,545    |
| Property, plant and equipment, net           | \$ 2,081,098       | \$ 2,207,744 | \$ 2,246,710 | \$ 2,297,724 | \$ 2,440,638 |
| Total assets                                 | 6,759,392          | 7,105,782    | 7,088,185    | 7,076,565    | 7,192,422    |
| Current liabilities                          | 773,590            | 811,405      | 720,983      | 765,936      | 771,093      |
| Long-term debt, including current maturities | 4,935,376          | 4,944,795    | 2,545,909    | 2,563,809    | 2,608,878    |
| Shareholders' equity                         | 160,108            | 446,089      | 2,740,227    | 2,708,055    | 2,761,377    |

(1) We recorded non-cash impairment charges of \$13.2 million, \$37.7 million, \$7.6 million, and \$11.5 million during 2013, 2012, 2011, and 2010, respectively. We also recorded non-cash impairment charges of \$890.7 million in 2009 as a result of the global economic downturn which adversely affected advertising revenues across our businesses. Our impairment charges are discussed more fully in Item 8 of Part II of this Annual Report on Form 10-K.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **OVERVIEW**

#### **Clear Channel Communications' Merger**

On July 30, 2008, Clear Channel Communications, Inc. ("Clear Channel Communications"), our parent company, completed its merger with a subsidiary of CC Media Holdings, Inc. ("CC Media Holdings"), a company formed by a group of private equity funds sponsored by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. (together, the "Sponsors"). Clear Channel Communications is now owned indirectly by 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. A portion of the consideration paid was allocated to the assets and liabilities acquired at their respective fair values at July 30, 2008. The remaining portion was recorded at the continuing shareholders basis, due to the fact that certain shares of Clear Channel Communications were exchanged for shares of CC Media Holdings' Class A common stock. Excess consideration after this allocation was recorded as goodwill.

#### **Format of Presentation**

Management's discussion and analysis of our financial condition and results of operations ("MD&A") should be read in conjunction with the consolidated financial statements and related footnotes. Our discussion is presented on both a consolidated and segment basis. Our reportable operating segments are Americas outdoor advertising ("Americas") and International outdoor advertising ("International"). Our Americas and International segments provide outdoor advertising services in their respective geographic regions using various digital and traditional display types.

During the first quarter of 2012, and in connection with the appointment of our new chief executive officer, we reevaluated our segment reporting and determined that our Latin American operations were more appropriately aligned within the operations of our International segment. As a result, the operations of Latin America are no longer reflected within our Americas segment and are currently included in the results of our International segment. Accordingly, we have recast the corresponding segment disclosures for prior periods.

We manage our operating segments primarily focusing on their operating income, while Corporate expenses, Impairment charges, Other operating income, net, Interest expense, Interest income on Due from Clear Channel Communications, Loss on marketable securities, Equity in earnings (loss) of nonconsolidated affiliates, Loss on extinguishment of debt, Other income (expense), net and Income tax benefit (expense) are managed on a total company basis and are, therefore, included only in our discussion of consolidated results.

Certain prior period amounts have been reclassified to conform to the 2013 presentation.

### **Description of Our Business**

Our revenue is derived from selling advertising space on the displays we own or operate in key markets worldwide, consisting primarily of billboards, street furniture and transit displays. Part of our long-term strategy is to pursue the technology of digital displays, including flat screens, LCDs and LEDs, as additions to traditional methods of displaying our clients' advertisements. We are currently installing these technologies in certain markets, both domestically and internationally.

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.

Management typically monitors our business by reviewing the average rates, average revenue per display, occupancy, and inventory levels of each of our display types by market.

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, electricity 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.

### *Americas*

Our advertising rates are based on a number of different factors including location, competition, type and 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. For all of our billboards in the United States, we use independent, third-party auditing companies to verify the number of impressions delivered by a display.

Client contract terms typically range from four weeks to one year for the majority of our display inventory in the United States. Generally, we own the street furniture structures and are responsible for their construction and maintenance. Contracts for the right to place our street furniture and transit displays and sell advertising space on them are awarded by municipal and transit authorities in competitive bidding processes governed by local law or are negotiated with private transit operators. Generally, these contracts have terms ranging from 10 to 20 years.

### *International*

Similar to our Americas business, advertising rates generally are based on the gross ratings points of a display or group of displays. The number of impressions delivered by a display, in some countries, is weighted to account for such factors as illumination, proximity to other displays and the speed and viewing angle of approaching traffic. In addition, because our International advertising operations are conducted in foreign markets, including Europe, Asia, Australia and Latin America, 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.

Our International display inventory is typically sold to clients through network packages, with client contract terms typically ranging from one to two weeks with terms of up to one year available as well. Internationally, contracts with municipal and transit authorities for the right to place our street furniture and transit displays typically provide for terms ranging from three to 15 years. The major difference between our International and Americas street furniture businesses is in the nature of the municipal contracts. In our International business, these contracts typically require us to provide the municipality with a broader range of metropolitan amenities in exchange for which we are authorized to sell advertising space on certain sections of the structures we erect in the public domain. A different regulatory environment for billboards and competitive bidding for street furniture and transit display contracts, which constitute a larger portion of our business internationally, may result in higher site lease costs in our International business. As a result, our margins are typically lower in our International business than in our Americas business.

## Macroeconomic Indicators

Our advertising revenue for our Americas and International segments is highly correlated to changes in gross domestic product (“GDP”) as advertising spending has historically trended in line with GDP. According to the U.S. Department of Commerce, estimated U.S. GDP growth for 2013 was 1.9%. Internationally, our results are impacted by fluctuations in foreign currency exchange rates as well as the economic conditions in the foreign markets in which we have operations.

## Executive Summary

The key developments in our business for the year ended December 31, 2013 are summarized below:

- Consolidated revenue for 2013 decreased \$0.8 million including an increase of \$3.5 million from movements in foreign exchange compared to 2012. Excluding foreign exchange impacts and \$20.4 million impact of our divestiture of our international neon business during 2012, consolidated revenue increased \$16.1 million over the prior year.
- Americas revenue for 2013 increased \$11.2 million compared to 2012 primarily due to increases in occupancy, capacity and rates in our traditional and digital product lines.
- International revenue for 2013 decreased \$12.0 million including the impact of favorable foreign exchange movements of \$5.2 million compared to 2012. Excluding foreign exchange impacts and the \$20.4 million impact of our divestiture of our international neon business during 2012, revenue increased \$3.2 million compared to 2012. Continued weakened macro-economic conditions in Europe were partially offset by growth in other markets.
- We spent \$36.4 million on strategic revenue and cost-saving initiatives during 2013 to realign and improve our on-going business operations—a decrease of \$7.6 million compared to 2012.

- We entered into a five-year senior secured revolving credit facility with an aggregate principal amount of \$75.0 million. The revolving credit facility may be used for working capital, to issue letters of credit and for other general corporate purposes. At December 30, 2013, there were no amounts outstanding under the revolving credit facility, and \$34.1 million of letters of credit under the revolving credit facility, which reduce availability under the facility.

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

There are several agreements which govern our relationship with Clear Channel Communications including the Master Agreement, 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 Annual Report on Form 10-K, no notice of termination of any of these agreements has been received from Clear Channel Communications. Our agreements with Clear Channel Communications continue under the same terms and conditions subsequent to Clear Channel Communications' merger.

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. In 2013, we estimated this discounted revenue would have been less than 1% of our Americas revenue.

Under the Corporate Services Agreement, Clear Channel Communications provides management services to us. 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 years ended December 31, 2013, 2012 and 2011, we recorded approximately \$35.4 million, \$35.9 million, and \$26.4 million, respectively, as a component of corporate expenses for these services.

On August 9, 2010, Clear Channel Communications announced that its board of directors approved a stock purchase program under which Clear Channel Communications or its subsidiaries may purchase up to an aggregate of \$100 million of our Class A common stock and/or the Class A common stock of CC Media Holdings. During 2011, a subsidiary of Clear Channel Communications purchased \$16.4 million of our Class A common stock (1,553,971 shares) through open market purchases. During 2012, a subsidiary of Clear Channel Communications purchased \$692,887 of the Class A common stock of CC Media Holdings, leaving an aggregate of \$82.9 million available under the stock purchase program to purchase the Class A common stock of CC Media Holdings and/or our Class A common stock. The stock purchase program does not have a fixed expiration date and may be modified, suspended or terminated at any time at Clear Channel Communications' discretion.





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

The comparison of our historical results of operations for the year ended December 31, 2013 to the year ended December 31, 2012 is as follows:

| <i>(In thousands)</i>   | Years Ended December 31, |              | %      |
|---|--------------------------|--------------|--------|
|   | 2013                     | 2012         | Change |
| Revenue   | \$ 2,946,190             | \$ 2,946,944 | (0%)   |
| Operating expenses:   |                          |              |        |
| Direct operating expenses (excludes depreciation and amortization)                    | 1,594,728                | 1,603,492    | (1%)   |
| Selling, general and administrative expenses (excludes depreciation and amortization) | 543,572                  | 574,662      | (5%)   |
| Corporate expenses (excludes depreciation and amortization)                           | 124,399                  | 115,832      | 7%     |
| Depreciation and amortization   | 403,170                  | 399,264      | 1%     |
| Impairment charges  | 13,150                   | 37,651       | (65%)  |
| Other operating income, net   | 22,979                   | 50,943       | (55%)  |
| Operating income  | 290,150                  | 266,986      | 9%     |
| Interest expense  | 352,783                  | 373,876      |        |
| Interest income on Due from Clear Channel Communications                              | 54,210                   | 63,761       |        |
| Loss on marketable securities   | (18)                     | (2,578)      |        |
| Equity in earnings (loss) of nonconsolidated affiliates                               | (2,092)                  | 843          |        |
| Loss on extinguishment of debt  | -                        | (221,071)    |        |
| Other income (expense), net   | 1,016                    | (364)        |        |
| Loss before income taxes  | (9,517)                  | (266,299)    |        |
| Income tax benefit (expense)  | (14,809)                 | 107,089      |        |
| Consolidated net loss   | (24,326)                 | (159,210)    |        |
| Less amount attributable to noncontrolling interest                                   | 24,134                   | 23,902       |        |
| Net loss attributable to the Company  | \$ (48,460)              | \$ (183,112) |        |

**Consolidated Revenue**

Our consolidated revenue decreased \$0.8 million including the increase of \$3.5 million from the impact of movements in foreign exchange compared to 2012. Excluding the impact of foreign exchange movements and \$20.4 million impact of our divestiture of our international neon business during 2012, revenue increased \$16.1 million. Americas revenue increased \$11.2 million, driven primarily by bulletin revenue growth as a result of increases in occupancy, capacity and rates in our traditional and digital product lines. International revenue decreased \$11.9 million including

the impact of favorable movements in foreign exchange of \$5.2 million compared to 2012. Excluding the impact of foreign exchange movements and the \$20.4 million impact of our divestiture of our international neon business during 2012, International revenue increased \$3.3 million. Declines in certain countries as a result of weakened macroeconomic conditions were partially offset by growth in street furniture and billboard revenue in other countries.

***Consolidated Direct Operating Expenses***

Direct operating expenses decreased \$8.8 million including an increase of \$3.6 million due to the effects of movements in foreign exchange compared to 2012 and the impact of our divestiture of our international neon business of \$13.0 million during 2012. Americas direct operating expenses decreased \$15.7 million, primarily due to decreased site lease expense associated with declining revenues of some of our lower-margin product lines. Direct operating expenses in our International segment increased \$6.9 million, including a \$4.8 million increase due to the effects of movements in foreign exchange. The increase in expense excluding the impact of movements in foreign exchange and \$13.0 million impact of our divestiture of our international neon business during 2012 was primarily driven by higher site lease and other expenses as a result of increased revenues in certain countries due to revenue growth and new contracts. These increases were partially offset by lower variable costs in other countries where revenues have declined.

### ***Consolidated Selling, General and Administrative (“SG&A”) Expenses***

SG&A expenses decreased \$31.1 million including an increase of \$1.7 million due to the effects of movements in foreign exchange compared to 2012. SG&A expenses in our Americas segment increased \$9.5 million including a \$7.8 million decrease in expenses related to a favorable court ruling in 2012, with other 2013 increases being driven by higher compensation expenses including commissions and amounts related to our variable compensation plans and legal costs. Our International SG&A expenses decreased \$40.6 million including a \$1.9 million increase due to the effects of movements in foreign exchange compared to the same period of 2012. Excluding the impact of foreign exchange movements and excluding the \$4.2 million impact of our divestiture of our international neon business during 2012, SG&A expenses decreased \$38.3 million primarily due to certain expenses during the 2012 period related to legal and other costs in Brazil that did not recur during 2013, as well as lower expenses as a result of cost saving initiatives.

### ***Corporate Expenses***

Corporate expenses increased \$8.6 million during 2013 compared to 2012, driven by increases in compensation expenses including amounts related to our variable compensation plans as well as legal costs related to the stockholder litigation discussed further in Item 3 of Part I of this Annual Report on Form 10-K.

### ***Revenue and Efficiency Initiatives***

Included in the amounts for direct operating expenses, SG&A and corporate expenses discussed above are expenses of \$36.4 million incurred in connection with our strategic revenue and efficiency initiatives. The costs were incurred to improve revenue growth, enhance yield, reduce costs, and organize each business to maximize performance and profitability. These costs consist primarily of consulting expenses, consolidation of locations and positions, severance related to workforce initiatives and other costs incurred in connection with streamlining our businesses. These costs are expected to provide benefits in future periods as the initiative results are realized. Of these costs, \$12.5 million are reported within direct operating expenses, \$12.2 million are reported within SG&A and \$11.7 million are reported within corporate expense. In 2012, such costs totaled \$6.4 million, \$27.5 million, and \$10.1 million, respectively.

### ***Depreciation and Amortization***

Depreciation and amortization increased \$3.9 million during 2013 compared to 2012 primarily a result of increased depreciation in our Americas segment related to depreciation of digital bulletins.

### ***Impairment Charges***

We performed our annual impairment tests as of October 1, 2013 and 2012 on our goodwill, billboard permits, and other intangible assets and recorded impairment charges of \$13.2 million and \$37.7 million, respectively. During 2013, we recognized a \$10.7 million goodwill impairment charge in our International segment related to a decline in

the estimated fair value of one market. Please see Note 2 to the consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K for a further description of the impairment charges.

***Other Operating Income, Net***

Other operating income of \$23.0 million in 2013 primarily related to the gain on the sale of certain outdoor assets in our Americas segment.

Other operating income of \$50.9 million in 2012 primarily related to the gain on the sale of our international neon business in the third quarter of 2012.

***Interest Expense***

Interest expense decreased \$21.1 million during 2013 compared to 2012 primarily due lower weighted average cost of debt due to the refinancing of the Clear Channel Worldwide Holdings, Inc. ("CCWH") Series A Senior Notes and Series B Senior Notes due 2017 with an interest rate of 9.25% (the "Existing CCWH Senior Notes") with the CCWH Series A Senior Notes and Series B Senior Notes due 2022 with a stated interest rate of 6.5% (the "CCWH Senior Notes") during the fourth quarter of 2012.

***Interest Income on Due From Clear Channel Communications***

Interest income decreased \$9.6 million during 2013 compared to 2012 due to the change in the interest rate recognized on amounts outstanding in the balance of the Due from Clear Channel Communications account during 2013, partially offset by the higher balance.

***Loss on Marketable Securities***

The loss on marketable securities of \$2.6 million during 2012, primarily related to the impairment of our investment in Independent News & Media PLC (“INM”) and the impairment of a cost-basis investment during 2012. The fair value of INM was below cost for an extended period of time. 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, the financial condition and the near-term prospects of the issuer. After this assessment, we concluded that the impairment at each date was other than temporary and recorded non-cash impairment charges to our investment in INM, as noted above. We obtained the financial information for our cost-basis investment and noted continued doubt of the investment’s ability to continue as a going concern. After evaluating the financial condition of the investment, we concluded that the investment was other than temporarily impaired and recorded a non-cash impairment charge to that investment.

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

Equity in loss of nonconsolidated affiliates of \$2.1 million for 2013 and the equity in earnings of nonconsolidated affiliates of \$0.8 million for 2012 included the earnings or loss from our equity investments in our International segment.

***Loss on Extinguishment of Debt***

In connection with the refinancing of Existing CCWH Senior Notes with the CCWH Senior Notes, CCWH paid existing note holders a tender premium of 7.4% of face value on the \$1,724.7 million of Existing CCWH Senior Notes that were tendered in the tender offer and a call premium of 6.9% on the \$775.3 million of Existing CCWH Senior Notes that were redeemed following the tender offer. The tender premium of \$128.3 million and the call premium of \$53.8 million are included in the loss on extinguishment of debt. In addition, we recognized a loss of \$39.0 million due to the write-off of deferred loan costs in connection with the call of the Existing CCWH Senior Notes.

***Other Income (Expense), Net***

Other income of \$1.0 million for 2013 primarily related to \$1.7 million in foreign exchange gains on short-term intercompany accounts partially offset by miscellaneous expenses of \$0.7 million.

Other expense of \$0.4 million for 2012 primarily related to \$0.9 million in foreign exchange losses on short-term intercompany accounts partially offset by miscellaneous dividend and other income of \$0.5 million.

***Income Tax Benefit***

Our operations are included in a consolidated income tax return filed by Clear Channel Communications for pre-merger periods and CC Media Holdings for post-merger periods. However, for our financial statements, our provision for income taxes was computed as if we file separate consolidated Federal income tax returns with our subsidiaries.

The effective tax rate for 2013 was (155.6%), primarily impacted by our benefits and charges from tax amounts associated with our foreign earnings that are taxed at rates different from the federal statutory rate and an inability to benefit from losses in certain foreign jurisdictions. In addition, we recorded additional foreign deferred tax expense of \$3.4 million on certain foreign earnings that are expected to be distributed in future periods from our Asia subsidiaries on which foreign withholding and other taxes have not previously been provided.

The effective tax rate for 2012 was 40.2%, primarily impacted by the disposition of certain foreign subsidiaries that resulted in financial reporting gains that were not taxed in the foreign jurisdictions. In addition, we recorded tax benefits in certain foreign jurisdictions for net operating losses that we expect to utilize in future periods.



**Americas Results of Operations**

Our Americas operating results were as follows:

| <i>(In thousands)</i>         | Years Ended December 31, |              | %<br>Change |
|-------------------------------|--------------------------|--------------|-------------|
|                               | 2013                     | 2012         |             |
| Revenue                       | \$ 1,290,452             | \$ 1,279,257 | 1%          |
| Direct operating expenses     | 566,669                  | 582,340      | (3%)        |
| SG&A expenses                 | 220,732                  | 211,245      | 4%          |
| Depreciation and amortization | 196,597                  | 192,023      | 2%          |
| Operating income              | \$ 306,454               | \$ 293,649   | 4%          |

Our Americas revenue increased \$11.2 million during 2013 compared to 2012, driven primarily by increases in revenues from bulletins and posters. Traditional bulletins and posters had increases in occupancy and rates in connection with new contracts, while the increase for digital displays was driven by higher occupancy and capacity. The increase for digital displays was negatively impacted by lower revenues in our Los Angeles market as a result of the impact of litigation as discussed further in Item 3 of Part I of this Annual Report on Form 10-K. Partially offsetting these increases were declines in specialty business revenues due primarily to a significant contract during 2012 that did not recur during 2013, and declines in our airport business driven primarily by the loss of certain of our U.S. airport contracts and other airport revenue.

Direct operating expenses decreased \$15.7 million, primarily due to the benefits resulting from our previous strategic cost initiatives as well as reduced variable costs associated with site lease expenses due to reduced revenues on lower margin products. SG&A expenses increased \$9.5 million primarily due to the 2012 period being impacted by a favorable court ruling that resulted in a \$7.8 million decrease in expenses, with other 2013 increases being driven by legal costs related to the Los Angeles litigation discussed further in Item 3 of Part I of this Annual Report on Form 10-K, as well as compensation expenses including commissions and amounts related to our variable compensation plans, which were higher for the 2013 period in connection with increasing our revenues, partially offset by a decrease in costs during 2013 associated with our strategic revenue and cost initiatives compared to 2012.

Depreciation and amortization increased \$4.6 million, primarily due to our continued deployment of digital billboards partially offset by assets becoming fully depreciated during 2013.

**International Results of Operations**

Our International operating results were as follows:

| <i>(In thousands)</i> | Years Ended December 31, |              | %<br>Change |
|-----------------------|--------------------------|--------------|-------------|
|                       | 2013                     | 2012         |             |
| Revenue               | \$ 1,655,738             | \$ 1,667,687 | (1%)        |



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|                               |            |           |       |
|-------------------------------|------------|-----------|-------|
| Direct operating expenses     | 1,028,059  | 1,021,152 | 1%    |
| SG&A expenses                 | 322,840    | 363,417   | (11%) |
| Depreciation and amortization | 203,927    | 205,258   | (1%)  |
| Operating income              | \$ 100,912 | \$ 77,860 | 30%   |

International revenue decreased \$11.9 million during 2013 compared to 2012, including an increase of \$5.2 million from movements in foreign exchange, and the divestiture of our international neon business which had \$20.4 million in revenues during 2012. Excluding the impact of foreign exchange and the divestiture, revenues increased \$3.3 million. Revenue growth in certain markets including China, Latin America, and the UK primarily in street furniture advertising revenue, as well as higher transit advertising sales resulting from new contracts in Norway, was partially offset by lower revenues in other countries in Europe as a result of weakened macroeconomic conditions.

Direct operating expenses increased \$6.9 million including an increase of \$4.8 million from movements in foreign exchange, and the divestiture of our international neon business during 2012 which had \$13.0 million in direct operating expenses during 2012. Excluding the impact of movements in foreign exchange and the divestiture, direct operating expenses increased \$15.1 million driven primarily by increases in variable costs in certain markets such as China, Norway and Latin America resulting from increased

revenues partially offset by declines in expenses in response to declining revenues in other countries in Europe. SG&A expenses decreased \$40.6 million including an increase of \$1.9 million from movements in foreign exchange and the divestiture of our international neon business during 2012, which had \$4.2 million in SG&A expenses during 2012. Excluding the impact of movements in foreign exchange and the divestiture, SG&A expenses decreased \$38.3 million primarily due to the absence in 2013 of \$22.7 million in expenses incurred during 2012 in connection with legal and other costs in Brazil as well as decreases in 2013 in strategic revenue and cost initiative expenses.

### Consolidated Results of Operations

The comparison of our historical results of operations for the year ended December 31, 2012 to the year ended December 31, 2011 is as follows:

| <i>(In thousands)</i>   | Years Ended December 31, |              | %      |
|---|--------------------------|--------------|--------|
|   | 2012                     | 2011         | Change |
| Revenue   | \$ 2,946,944             | \$ 3,003,874 | (2%)   |
| Operating expenses:   |                          |              |        |
| Direct operating expenses (excludes depreciation and amortization)                    | 1,603,492                | 1,630,875    | (2%)   |
| Selling, general and administrative expenses (excludes depreciation and amortization) | 574,662                  | 538,032      | 7%     |
| Corporate expenses (excludes depreciation and amortization)                           | 115,832                  | 100,971      | 15%    |
| Depreciation and amortization   | 399,264                  | 432,035      | (8%)   |
| Impairment charges  | 37,651                   | 7,614        | 394%   |
| Other operating income, net   | 50,943                   | 8,591        | 493%   |
| Operating income  | 266,986                  | 302,938      | (12%)  |
| Interest expense  | 373,876                  | 242,435      |        |
| Interest income on Due from Clear Channel Communications                              | 63,761                   | 45,459       |        |
| Loss on marketable securities   | (2,578)                  | (4,827)      |        |
| Equity in earnings of nonconsolidated affiliates                                      | 843                      | 6,029        |        |
| Loss on extinguishment of debt  | (221,071)                | -            |        |
| Other expense, net  | (364)                    | (649)        |        |
| Income (loss) before income taxes   | (266,299)                | 106,515      |        |
| Income tax benefit (expense)  | 107,089                  | (43,296)     |        |
| Consolidated net income (loss)  | (159,210)                | 63,219       |        |
| Less amount attributable to noncontrolling interest                                   | 23,902                   | 20,273       |        |
| Net income (loss) attributable to the Company   | \$ (183,112)             | \$ 42,946    |        |

### Consolidated Revenue

Our consolidated revenue decreased \$56.9 million including the impact of negative movements in foreign exchange of \$79.3 million compared to 2011. Excluding the impact of foreign exchange movements, revenue increased \$22.4 million. Americas revenue increased \$26.5 million, driven primarily by bulletin revenue growth as a result of our continued deployment of new digital displays during 2012 and 2011 and revenue growth from our airports business. International revenue decreased \$83.5 million including the impact of negative movements in foreign exchange of \$78.9 million compared to 2011. Excluding the impact of foreign exchange movements, International revenue decreased \$4.6 million. Declines in certain countries as a result of weakened macroeconomic conditions and our divestiture of our international neon business during the third quarter of 2012 were partially offset by growth in street furniture and billboard revenue in other countries.

***Consolidated Direct Operating Expenses***

Direct operating expenses decreased \$27.4 million including a \$49.7 million decline due to the effects of movements in foreign exchange compared to 2011. Americas direct operating expenses increased \$16.0 million, primarily due to increased site lease expense associated with our continued development of digital displays and growth from our airports business. Direct operating expenses in our International segment decreased \$43.4 million including a \$49.4 million decline due to the effects of movements in foreign exchange. The increase in expense excluding the impact of movements in foreign exchange was primarily driven by higher

site lease and other expenses as a result of new contracts. These increases were partially offset by lower variable costs in countries where revenues have declined and the impact of the divestiture of our international neon business.

### ***Consolidated SG&A Expenses***

SG&A expenses increased \$36.6 million including a decline of \$21.7 million due to the effects of movements in foreign exchange compared to 2011. SG&A expenses in our Americas segment increased \$12.3 million primarily due to increased personnel costs resulting from increased revenue in addition to increases in costs associated with strategic revenue and cost initiatives. International SG&A expenses increased \$24.4 million including a \$21.6 million decline due to the effects of movements in foreign exchange. The increase was primarily due to \$22.7 million of expense related to the negative impact of litigation in Brazil.

### ***Corporate Expenses***

Corporate expenses increased \$14.9 million during 2012 compared to 2011. This increase was primarily driven by \$10.1 million more in corporate strategic revenue and cost initiatives compared to the prior year as well as \$5.3 million in expenses related to the stockholder litigation discussed further in Item 3 of Part I of this Annual Report on Form 10-K.

### ***Revenue and Efficiency Initiatives***

Included in the amounts for direct operating expenses, SG&A and corporate expenses discussed above are expenses of \$44.0 million incurred in connection with our strategic revenue and efficiency initiatives. The costs were incurred to improve revenue growth, enhance yield, reduce costs, and organize each business to maximize performance and profitability. These costs consist primarily of consulting expenses, consolidation of locations and positions, severance related to workforce initiatives and other costs incurred in connection with streamlining our businesses. These costs are expected to provide benefits in future periods as the initiative results are realized. Of these costs, \$6.4 million are reported within direct operating expenses, \$27.5 million are reported within SG&A and \$10.1 million are reported within corporate expenses. In 2011, such costs totaled \$16.9 million for SG&A expenses. There were no such expenses reported in direct operating expenses or corporate expenses in 2011.

### ***Depreciation and Amortization***

Depreciation and amortization decreased \$32.8 million during 2012 compared to 2011, primarily due to various assets becoming fully depreciated in 2011. In addition, movements in foreign exchange contributed a decrease of \$9.3 million during 2012.

### ***Impairment Charges***

We performed our annual impairment test on October 1, 2012 on our goodwill, billboard permits and other intangible assets and recorded impairment charges of \$37.7 million. We also performed our annual impairment test on October 1, 2011 and recorded impairment charges of \$7.6 million. During 2012, we recognized a \$35.9 million impairment charge in our Americas segment related to declines in estimated fair values of certain markets' billboard permits. Please see Note 2 to the consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K for a further description of the impairment charges.

***Other Operating Income, Net***

Other operating income of \$50.9 million in 2012 primarily related to the gain on the sale of our international neon business in the third quarter of 2012.

Other operating income of \$8.6 million in 2011 primarily related to proceeds received from condemnations of bulletins.

***Interest Expense***

Interest expense increased \$131.4 million during 2012 compared to 2011 primarily as a result of the issuance of the CCWH Subordinated Notes during the first quarter of 2012.

***Interest Income on Due From Clear Channel Communications***

Interest income increased \$18.3 million during 2012 compared to 2011 due to the increase in the Due from Clear Channel Communications during 2012. In connection with the issuance of the CCWH Senior Notes during 2012 described elsewhere in this MD&A, the interest rate on the revolving promissory notes with Clear Channel Communications (recorded as Due from/to Clear Channel Communications account on the consolidated balance sheets) changed automatically to equal the interest rate on the CCWH Senior Notes, which bear interest at a fixed rate of 6.5% per annum.

### ***Loss on Marketable Securities***

The loss on marketable securities of \$2.6 million and \$4.8 million during 2012 and 2011, respectively, primarily related to the impairment of our investment in INM during 2012 and 2011. The fair value of INM was below cost for an extended period of time. 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, the financial condition and the near-term prospects of the issuer. After this assessment, we concluded that the impairment at each date was other than temporary and recorded non-cash impairment charges to our investment in INM, as noted above. We obtained the financial information for our cost-basis investment and noted continued doubt of the investment's ability to continue as a going concern. After evaluating the financial condition of the investment, we concluded that the investment was other than temporarily impaired and recorded a non-cash impairment charge to that investment.

### ***Equity in Earnings of Nonconsolidated Affiliates***

Equity in earnings of nonconsolidated affiliates of \$0.8 million and \$6.0 million for 2012 and 2011, respectively, included earnings from our equity investments in our International segment.

### ***Loss on Extinguishment of Debt***

In connection with the refinancing of the Existing CCWH Senior Notes with an interest rate of 9.25% for the CCWH Senior Notes with a stated interest rate of 6.5% during the fourth quarter of 2012, CCWH paid existing note holders a tender premium of 107.4% of face value on the \$1,724.7 million of Existing CCWH Senior Notes that were tendered in the tender offer and a call premium of 106.9% on the \$775.3 million of Existing CCWH Senior Notes that were redeemed following the tender offer. The tender premium of \$128.3 million and the call premium of \$53.8 million are included in the loss on extinguishment of debt. In addition, we recognized a loss of \$39.0 million due to the write-off of deferred loan costs in connection with the call of the Existing CCWH Senior Notes.

### ***Other Expense, Net***

Other expense recorded for 2012 and 2011 primarily related to foreign exchange transaction gains/losses on short-term intercompany accounts.

### ***Income Tax (Expense) Benefit***

Our operations are included in a consolidated income tax return filed by Clear Channel Communications for pre-merger periods and CC Media Holdings for post-merger periods. However, for our financial statements, our provision for income taxes was computed as if we file separate consolidated Federal income tax returns with our subsidiaries.

The effective tax rate for 2012 was 40.2%, primarily impacted by the disposition of certain foreign subsidiaries that resulted in financial reporting gains that were not taxed in the foreign jurisdictions. In addition, we recorded tax benefits in certain foreign jurisdictions for net operating losses that we expect to utilize in future periods.

Our effective tax rate for 2011 was 40.6%, primarily impacted by our inability to benefit losses in certain foreign jurisdictions as well as additional tax expense recorded for interest on uncertain tax positions. The effects of the items mentioned above were partially offset by a reduction in tax expense recorded during 2011 related to the settlement of U.S. Federal and state tax examinations during the year.

### Americas Results of Operations

Our Americas operating results were as follows:

| <i>(In thousands)</i>         | Years Ended December 31, |              | %      |
|-------------------------------|--------------------------|--------------|--------|
|                               | 2012                     | 2011         | Change |
| Revenue                       | \$ 1,279,257             | \$ 1,252,725 | 2%     |
| Direct operating expenses     | 582,340                  | 566,313      | 3%     |
| SG&A expenses                 | 211,245                  | 198,989      | 6%     |
| Depreciation and amortization | 192,023                  | 211,009      | (9%)   |
| Operating income              | \$ 293,649               | \$ 276,414   | 6%     |

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Americas revenue increased \$26.5 million during 2012 compared to 2011, primarily driven by revenue growth from our digital bulletins and from our airports business. We deployed an additional 178 digital bulletins during 2012 bringing our total to more than 1,000 digital bulletins in service. The revenue growth resulting from our increased digital bulletin capacity was partially offset by declines in our traditional bulletin and poster revenues. Our airport revenues grew primarily as a result of higher average rates and increased occupancy by customers of our largest U.S. airports.

Direct operating expenses increased \$16.0 million due to increased site lease expense as a result of our continued deployment of digital displays and growth of our airport revenue. SG&A expenses increased \$12.3 million, primarily as a result of higher personnel costs associated with the increase in revenue generating headcount and commissions and bonuses related to increased revenue, as well as legal and other expenses related to billboard permitting issues. In addition, included in our 2012 SG&A expenses are revenue and cost initiatives. These increases were partially offset by a favorable court ruling resulting in a \$7.8 million decrease in expenses.

Depreciation and amortization decreased \$19.0 million, primarily due to increases in 2011 for accelerated depreciation and amortization related to the removal of various structures, including the removal of traditional billboards in connection with the continued deployment of digital billboards.

### International Advertising Results of Operations

Our International operating results were as follows:

| <i>(In thousands)</i>         | Years Ended December 31, |              | %     |
|-------------------------------|--------------------------|--------------|-------|
|                               | 2012                     | 2011         |       |
| Revenue                       | \$ 1,667,687             | \$ 1,751,149 | (5%)  |
| Direct operating expenses     | 1,021,152                | 1,064,562    | (4%)  |
| SG&A expenses                 | 363,417                  | 339,043      | 7%    |
| Depreciation and amortization | 205,258                  | 219,955      | (7%)  |
| Operating income              | \$ 77,860                | \$ 127,589   | (39%) |

International revenue decreased \$83.5 million during 2012 compared to 2011, including \$78.9 million of negative movements in foreign exchange. Excluding the impact of movements in foreign exchange, revenues declined in certain geographies as a result of weakened macroeconomic conditions, particularly in France, southern Europe and the Nordic countries, as well as the impact of \$15.1 million due to the divestiture of our international neon business during the third quarter of 2012. These decreases were partially offset by countries including Australia, China and Mexico where economic conditions were stronger, and in the United Kingdom which benefited from the 2012 Summer Olympics in London. These and other countries experienced increased revenues, primarily related to our



shelters, street furniture, equipment sales and billboard businesses. New contracts won during 2011 helped drive revenue growth.

Direct operating expenses decreased \$43.4 million, attributable to a \$49.4 million decrease from movements in foreign exchange. The increase in expenses excluding the impact of foreign exchange was primarily due to higher site lease expense associated with new contracts, partially offset by lower site lease expenses in those markets where revenue declined as a result of weakened macroeconomic conditions. The divestiture of our international neon business resulted in a \$9.0 million decline in direct operating expenses. SG&A expenses increased \$24.4 million including a \$21.6 million decrease from movements in foreign exchange. The increase was primarily due to \$22.7 million of expense related to the negative impact of litigation in Latin America. Also contributing to the increase were revenue and cost initiatives and increased shelter maintenance in Latin America, partially offset by a \$3.2 million impact from the divestiture of our international neon business.

Depreciation and amortization declined \$14.7 million, including \$9.3 million of negative movements in foreign exchange, primarily as a result of assets that became fully depreciated or amortized during 2011.

**Reconciliation of Segment Operating Income to Consolidated Operating Income**

| <i>(In thousands)</i>            | Years Ended December 31, |            |            |
|----------------------------------|--------------------------|------------|------------|
|                                  | 2013                     | 2012       | 2011       |
| Americas                         | \$ 306,454               | 293,649    | 276,414    |
| International                    | 100,912                  | 77,860     | 127,589    |
| Impairment charges               | (13,150)                 | (37,651)   | (7,614)    |
| Corporate expense <sup>(1)</sup> | (127,045)                | (117,815)  | (102,042)  |
| Other operating income, net      | 22,979                   | 50,943     | 8,591      |
| Consolidated operating income    | \$ 290,150               | \$ 266,986 | \$ 302,938 |

<sup>(1)</sup> Corporate expense includes expenses related to Americas and International and as well as overall executive, administrative and support functions.

**Share-Based Compensation Expense**

As of December 31, 2013, there was \$17.5 million of unrecognized compensation cost related to unvested share-based compensation arrangements that will vest based on service conditions. This cost is expected to be recognized over a weighted average period of approximately three years. In addition, as of December 31, 2013, there was \$0.6 million of unrecognized compensation cost related to unvested share-based compensation arrangements that will vest based on market, performance and service conditions. This cost will be recognized when it becomes probable that the performance condition will be satisfied.

Share-based compensation payments are recorded in corporate expenses and were \$7.7 million, \$10.6 million, and \$10.9 million for the years ended December 31, 2013, 2012, and 2011, respectively.

**Liquidity and Capital Resources****Cash Flows**

The following discussion highlights cash flow activities during the years ended December 31, 2013, 2012 and 2011.

| <i>(In thousands)</i>        | Years Ended December 31, |              |              |
|------------------------------|--------------------------|--------------|--------------|
|                              | 2013                     | 2012         | 2011         |
| Cash provided by (used for): |                          |              |              |
| Operating activities         | \$ 414,640               | \$ 355,138   | \$ 517,218   |
| Investing activities         | \$ (177,679)             | \$ (233,748) | \$ (298,934) |

|                      |              |              |              |
|----------------------|--------------|--------------|--------------|
| Financing activities | \$ (484,393) | \$ (105,549) | \$ (298,744) |
|----------------------|--------------|--------------|--------------|

***Operating Activities****2013*

Our consolidated net loss, adjusted for \$385.7 million of non-cash items, provided positive cash flows of \$361.4 million during 2013. Our consolidated net loss, adjusted for \$481.0 million of non-cash items, provided positive cash flows of \$321.8 million during 2012. Cash provided by operating activities during 2013 was \$414.6 million compared to \$355.1 million during 2012. Cash paid for interest was \$34.5 million lower during 2013 compared to 2012 primarily due to the repurchase of the \$2,500.0 million aggregate principal amount of Existing CCWH Senior Notes using the proceeds from the issuance of the \$2,725.0 million aggregate principal amount of CCWH Senior Notes during December 2012 that reduced the weighted average cost of debt.

Non-cash items affecting our net loss include depreciation and amortization, deferred taxes, provision for doubtful accounts, share-based compensation, gain on disposal of operating assets, amortization of deferred financing charges and note discounts, net and other reconciling items, net as presented on the face of the consolidated statement of cash flows.

## *2012*

The \$162.1 million decrease in cash flows from operations to \$355.1 million in 2012 compared to \$517.2 million in 2011 was primarily driven by higher interest expense. Our consolidated net loss, adjusted for \$481.0 million of non-cash items, provided positive cash flows of \$321.8 million in 2012. Cash paid for interest was \$147.4 million higher during 2012 compared to the prior year.

Non-cash items affecting our net loss include impairment charges, depreciation and amortization, deferred taxes, provision for doubtful accounts, share-based compensation, gain on disposal of operating and fixed assets, loss on marketable securities, amortization of deferred financing charges and note discounts, net, loss on extinguishment of debt, equity in earnings of nonconsolidated affiliates and other reconciling items, net as presented on the face of the statement of cash flows.

## *2011*

The decrease in cash flows from operations in 2011 compared to 2010 was primarily driven by changes in working capital and was partially offset by improved profitability, including a 7% increase in revenue. Our net income, adjusted for \$453.7 million of non-cash items, provided positive cash flows of \$516.9 million in 2011. Cash generated by higher operating income in 2011 compared to 2010 was offset by the decrease in accrued expenses in 2011 as a result of higher variable compensation payments in 2011 associated with our employee incentive programs based on 2010 operating performance. In addition, in 2010 we received \$51.0 million in U.S. Federal income tax refunds that increased cash flow from operations in 2010.

Non-cash items affecting our net income include depreciation and amortization, deferred taxes, gain or loss on disposal of operating assets, provision for doubtful accounts, share-based compensation, equity in earnings of nonconsolidated affiliates, amortization of deferred financing charges, net and other reconciling items, net as presented on the face of the statement of cash flows.

## ***Investing Activities***

### *2013*

Cash used for investing activities of \$177.7 million during 2013 reflected our capital expenditures of \$206.2 million. We spent \$89.0 million in our Americas segment primarily related to the construction of new advertising structures such as digital displays, \$108.6 million in our International segment primarily related to new advertising structures such as billboards and street furniture and renewals of existing contracts, and \$8.6 million by Corporate primarily related to equipment and software. Other cash provided by investing activities were \$42.1 million of proceeds from sales of other operating and fixed assets.

2012

Cash used for investing activities of \$233.7 million during 2012 reflected capital expenditures of \$275.6 million. We spent \$117.6 million in our Americas segment primarily related to the installation of new digital displays, \$150.1 million in our International segment primarily related to new billboard, street furniture and mall contracts and renewals of existing contracts, and \$7.8 million by Corporate. Partially offsetting cash used for investing activities were \$56.4 million of proceeds from the divestiture of our international neon business and the sales of other operating assets.

2011

Cash used for investing activities during 2011 primarily reflected capital expenditures of \$291.1 million. We spent \$120.8 million in our Americas segment primarily related to the construction of new digital displays, \$166.0 million in our International segment primarily related to new billboard and street furniture contracts and renewals of existing contracts and \$4.3 million by Corporate.

### ***Financing Activities***

2013

Cash used for financing activities of \$484.4 million during 2013 primarily reflected the \$200.0 million dividend declared as discussed in Item 3 of Part I of this Annual Report on Form 10-K as well as net transfers of \$150.0 million in cash to Clear Channel Communications, which represents the activity in the "Due from/to Clear Channel Communications" account. Other cash used for financing activities included net payments to noncontrolling interests of \$68.4 million and payments to repurchase noncontrolling interests of \$61.1 million.

2012

Cash used for financing activities of \$105.5 million during 2012 reflected (i) the issuance of \$2.2 billion of aggregate principal amount of indebtedness, which consist of \$275.0 million aggregate principal amount of 7.625% Series A Senior Subordinated Notes due 2020 (the “Series A CCWH Subordinated Notes”) and \$1,925.0 million aggregate principal amount of 7.625% Series B Senior Subordinated Notes due 2020 (the “Series B CCWH Subordinated Notes”) and, together with the Series A CCWH Subordinated Notes, the “CCWH Subordinated Notes”) by CCWH using the proceeds to pay the CCOH Dividend (discussed below) and (ii) the issuance by CCWH of \$2.7 billion aggregate principal amount of the CCWH Senior Notes due 2022 using the proceeds used to fund the tender offer for and redemption of the Existing CCWH Senior Notes due 2017.

2011

Cash used for financing activities of \$298.7 million for 2011 primarily reflected payments on credit facilities and long-term debt of \$4.2 million and \$20.1 million, respectively, and net transfers to Clear Channel Communications of \$272.3 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.

### **Anticipated Cash Requirements**

Our primary source of liquidity is cash on hand, cash flow from operations and the revolving promissory note with Clear Channel Communications. Based on our current and anticipated levels of operations and conditions in our markets, we believe that cash on hand, cash flows from operations, any available borrowing capacity under the senior revolving credit facility and borrowing capacity under or repayment of amounts outstanding under the revolving promissory note with Clear Channel Communications will enable us to meet our working capital, capital expenditure, debt service and other funding requirements, including the debt service on the CCWH Senior Notes and the CCWH Subordinated Notes and dividends, for at least the next 12 months. In addition, we were in compliance with the covenants contained in our material financing agreements as of December 31, 2013. We believe our long-term plans, which include promoting outdoor media spending and capitalizing on our diverse geographic and product opportunities, including the continued deployment of digital displays, will enable us to continue generating cash flows from operations sufficient to meet our liquidity and funding requirements long term. However, our anticipated results are subject to significant uncertainty and there can be no assurance that we will be able to maintain compliance with these covenants. In addition, our ability to comply with these covenants may be affected by events beyond our control, including prevailing economic, financial and industry conditions. At December 31, 2013, we had \$314.5 million of cash on our balance sheet, with \$225.5 million in consolidated cash balances held outside the U.S. by our subsidiaries, all of which is readily convertible into other foreign currencies including the U.S. dollar. We disclose in Item 8 of our Form 10-K within Note 1, Summary of Significant Accounting Policies, that our policy is to permanently reinvest the earnings of our non-U.S. subsidiaries as these earnings are generally redeployed in those jurisdictions for operating needs and continued functioning of their businesses. We have the ability and intent to indefinitely reinvest the undistributed earnings of consolidated subsidiaries based outside of the United States. If any excess cash held by our foreign subsidiaries were needed to fund operations in the United States, we could presently repatriate available funds without a requirement to accrue or pay U.S. taxes. This is a result of significant current and historic deficits in our foreign earnings and profits, which gives us flexibility to make future cash distributions as non-taxable returns of capital.

Furthermore, in its Annual Report on Form 10-K filed with the SEC on February 20, 2014, Clear Channel Communications stated that it was in compliance with the covenants contained in its material financing agreements as of December 31, 2013. Clear Channel Communications similarly stated in such Annual 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, Clear Channel Communications stated in such Annual Report that its ability to comply with the covenants in its material financing agreements may be affected by events beyond its 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 agreement to declare all indebtedness thereunder to be due and payable prior to maturity. Moreover, as discussed therein, the lenders under the receivables-based credit facility under Clear Channel Communications' senior secured credit facilities would have the option to terminate their commitments to make further extensions of credit thereunder. In addition, Clear Channel Communications stated in such Annual Report that if Clear Channel Communications is unable to repay its obligations under any secured credit facility, the lenders could proceed against any assets that were pledged to secure such facility. Finally, Clear Channel Communications stated in such Annual Report that a default or acceleration under any of its material financing agreements could cause a default under other obligations that are subject to cross-default and cross-acceleration provisions. If Clear Channel Communications were to become insolvent, we would be an unsecured creditor of Clear Channel Communications. In such event, we would be treated the same as other unsecured creditors of Clear Channel Communications and, if we were not entitled to the cash previously transferred to Clear Channel Communications, or could not obtain such cash on a timely basis, we could experience a liquidity shortfall.

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. As of December 31, 2013, Clear Channel Communications had \$708.2 million recorded as “Cash and cash equivalents” on its condensed consolidated balance sheets, of which \$314.5 million was held by us and our subsidiaries.

Our ability to fund our working capital, capital expenditures, debt service and other obligations depends on our future operating performance and cash from operations and other liquidity-generating transactions. If our future operating performance does not meet our expectations or our plans materially change in an adverse manner or prove to be materially inaccurate, we may need additional financing. We may not be able to secure any such additional financing on terms favorable to us or at all.

We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to pursue additional acquisitions and may decide to dispose of certain businesses. These acquisitions or dispositions could be material.

### Sources of Capital

As of December 31, 2013 and 2012, we had the following debt outstanding, cash and cash equivalents and amounts due from Clear Channel Communications:

| <i>(In millions)</i>  | December 31, |            |
|---|--------------|------------|
|   | 2013         | 2012       |
| Clear Channel Worldwide Holdings Senior Notes due 2022              | \$ 2,725.0   | \$ 2,725.0 |
| Clear Channel Worldwide Holdings Senior Subordinated Notes due 2020 | 2,200.0      | 2,200.0    |
| Senior revolving credit facility due 2018                           | -            | -          |
| Other debt  | 17.1         | 27.1       |
| Original issue discount   | (6.7)        | (7.3)      |
| Total debt  | 4,935.4      | 4,944.8    |
| Less: Cash and cash equivalents                                     | 314.5        | 562.0      |
| Less: Due from Clear Channel Communications                         | 879.1        | 729.2      |
|   | \$ 3,741.8   | \$ 3,653.6 |

We may from time to time repay our outstanding debt or seek to purchase our outstanding equity securities. Such transactions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.



***Promissory Notes with 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 our consolidated balance sheets. The accounts represent our revolving promissory note issued by us to Clear Channel Communications and the revolving promissory note issued by Clear Channel Communications to us (the “Due from CCU Note”), in each case in the face amount of \$1.0 billion, or if more or less than such amount, the aggregate unpaid principal amount of all advances. The accounts accrue interest pursuant to the terms of the promissory notes and are generally payable on demand or when they mature on December 15, 2017. Included in the accounts are the net activities resulting from day-to-day cash management services provided by Clear Channel Communications. Such day-to-day cash management services relate only to our cash activities and balances in the U.S. and exclude any cash activities and balances of our non-U.S. subsidiaries. At December 31, 2013 and 2012, the asset recorded in “Due from Clear Channel Communications” on our condensed consolidated balance sheet was \$879.1 million and \$729.2 million, respectively. At December 31, 2013, we had no borrowings under the cash management note to Clear Channel Communications.

The Due from CCU Note was the subject of derivative litigation filed by our stockholders in the Delaware Court of Chancery. On March 28, 2013, legal counsel for the defendants in that matter entered into a binding memorandum of understanding (the “MOU”) with legal counsel for a special litigation committee consisting of certain of our independent directors and the plaintiffs to settle the derivative litigation. On July 8, 2013, the parties executed a Stipulation of Settlement, on terms consistent with the MOU, and presented the Stipulation of Settlement to the Delaware Chancery Court for approval. On September 9, 2013, the Delaware Chancery Court approved the settlement and, on October 9, 2013, the right to appeal expired. Please refer to “Legal Proceedings” within Item 3 of Part II of this Annual Report on Form 10-K for additional information about the settlement.

On October 19, 2013, in accordance with the terms of the settlement, we notified Clear Channel Communications of our intent to make a demand for repayment of \$200 million outstanding under the Due from CCU Note on November 8, 2013 and declared a dividend of \$200 million, which was conditioned upon Clear Channel Communications having satisfied such demand. We paid the dividend on November 8, 2013. The repayment and dividend reduced the amount of the “Due from Clear Channel Communications” asset available to us as a source of liquidity by \$200 million.

On October 19, 2013, in accordance with the terms of the settlement, we also established a committee of our board of directors, consisting of our independent and disinterested directors, for the specific purpose of monitoring the Due from CCU Note. If such a demand is made in accordance with the terms of the committee charter in the future, we would declare a simultaneous dividend equal to the amount so demanded, which would further reduce the amount of the “Due from Clear Channel Communications” asset that is available to us as a source of liquidity for ongoing working capital, capital expenditure, debt service and other funding requirements.

The net interest income for the years ended December 31, 2013, 2012 and 2011 was \$54.2 million, \$63.8 million and \$45.5 million, respectively. At December 31, 2013, the fixed interest rate on the “Due from Clear Channel Communications” account was 6.5%, which is equal to the fixed interest rate on the CCWH senior notes. On October 23, 2013, in accordance with the terms of the settlement, the interest rate on the Due from CCU Note was amended such that if the outstanding balance on the Due from CCU Note exceeds \$1.0 billion and under certain other circumstances tied to Clear Channel Communications’ liquidity, the rate will be variable but will in no event be less than 6.5% nor greater than 20%.

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 revolving promissory note issued by us to Clear Channel Communications or pursuant to repayment of the Due from CCU Note. If we are unable to obtain financing from Clear Channel Communications, we may need to obtain additional financing from banks or other lenders, or through public offerings or private placements of debt or equity, 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, among other limitations, which could adversely affect our ability to meet our liquidity needs. Under the Master Agreement with Clear Channel Communications, we are limited in our borrowings from third parties to no more than \$400.0 million at any one time outstanding, without the prior written consent of Clear Channel Communications.

*CCWH Senior Notes*

As of December 31, 2013, CCWH senior notes represented \$2.7 billion aggregate principal amount of indebtedness outstanding, which consisted of \$735.75 million aggregate principal amount of Series A Senior Notes due 2022 (the “Series A CCWH Senior Notes”) and \$1,989.25 million aggregate principal amount of Series B CCWH Senior Notes due 2022 (the “Series B CCWH Senior Notes”). The CCWH Senior Notes are guaranteed by us, Clear Channel Outdoor, Inc. (“CCOI”) and certain of our direct and indirect subsidiaries. The proceeds from the issuance of the CCWH Senior Notes were used to fund the repurchase of the Existing CCWH Senior Notes.

We capitalized \$30.0 million in fees and expenses associated with the CCWH Senior Notes offering and an original issue discount of \$7.4 million. We are amortizing the capitalized fees and discount through interest expense over the life of the CCWH Senior Notes.

The CCWH Senior Notes are senior obligations that rank pari passu in right of payment to all unsubordinated indebtedness of CCWH and the guarantees of the CCWH Senior Notes rank pari passu in right of payment to all unsubordinated indebtedness of the guarantors. Interest on the CCWH Senior Notes is payable to the trustee weekly in arrears and to the noteholders on May 15 and November 15 of each year, which began on May 15, 2013.

At any time prior to November 15, 2017, CCWH may redeem the CCWH Senior Notes, in whole or in part, at a price equal to 100% of the principal amount of the CCWH Senior Notes plus a “make-whole” premium, together with accrued and unpaid interest, if any, to the redemption date. CCWH may redeem the CCWH Senior Notes, in whole or in part, on or after November 15, 2017, at the redemption prices set forth in the applicable indenture governing the CCWH Senior Notes plus accrued and unpaid interest to the redemption date. At any time on or before November 15, 2015, CCWH may elect to redeem up to 40% of the then

outstanding aggregate principal amount of the CCWH Senior Notes at a redemption price equal to 106.500% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings, subject to certain restrictions. Notwithstanding the foregoing, neither CCOH nor any of its subsidiaries is permitted to make any purchase of, or otherwise effectively cancel or retire any Series A CCWH Senior Notes or Series B CCWH Senior Notes if, after giving effect thereto and, if applicable, any concurrent purchase of or other addition with respect to any Series B CCWH Senior Notes or Series A CCWH Senior Notes, as applicable, the ratio of (a) the outstanding aggregate principal amount of the Series A CCWH Senior Notes to (b) the outstanding aggregate principal amount of the Series B CCWH Senior Notes shall be greater than 0.25, subject to certain exceptions.

The indenture governing the Series A CCWH Senior Notes contains covenants that limit us and our restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt to persons other than Clear Channel and its subsidiaries (other than us) or issue certain preferred stock;
- create liens on its restricted subsidiaries' assets to secure such debt;
- create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets; and
- sell certain assets, including capital stock of its subsidiaries, to persons other than Clear Channel and its subsidiaries (other than us).

In addition, the indenture governing the Series A CCWH Senior Notes provides that if CCWH (i) makes an optional redemption of the Series B CCWH Senior Notes or purchases or makes an offer to purchase the Series B CCWH Senior Notes at or above 100% of the principal amount thereof, then CCWH shall apply a pro rata amount to make an optional redemption or purchase a pro rata amount of the Series A CCWH Senior Notes or (ii) makes an asset sale offer under the indenture governing the Series B CCWH Senior Notes, then CCWH shall apply a pro rata amount to make an offer to purchase a pro rata amount of Series A CCWH Senior Notes.

The indenture governing the Series A CCWH Senior Notes does not include limitations on dividends, distributions, investments or asset sales.

The indenture governing the Series B CCWH Senior Notes contains covenants that limit us and our restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- redeem, repurchase or retire our subordinated debt;
- make certain investments;
- create liens on its or its restricted subsidiaries' assets to secure debt;
- create restrictions on the payment of dividends or other amounts to it from its restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets;
- sell certain assets, including capital stock of its subsidiaries;
- designate its subsidiaries as unrestricted subsidiaries; and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

The Series A CCWH Senior Notes indenture and Series B CCWH Senior Notes indenture restrict our ability to incur additional indebtedness but permit us to incur additional indebtedness based on an incurrence test. In order to incur (i) additional indebtedness under this test, our debt to adjusted EBITDA ratios (as defined by the indentures) must be lower than 7.0:1 and 5.0:1 for total debt and senior debt, respectively, and (ii) additional indebtedness that is subordinated to the CCWH Senior Notes under this test, our debt to adjusted EBITDA ratios (as defined by the indentures) must not be lower than 7.0:1 for total debt. The indentures contain certain other exceptions that allow us to incur additional indebtedness. The Series B CCWH Senior Notes indenture also permits us to pay dividends from the proceeds of indebtedness or the proceeds from asset sales if our debt to adjusted EBITDA ratios (as defined by the indentures) are lower than 7.0:1 and 5.0:1 for total debt and senior debt, respectively. The Series A CCWH Senior Notes indenture does not limit our ability to pay dividends. The Series B CCWH Senior Notes indenture contains certain exceptions that allow us to pay dividends, including (i) \$525.0 million of dividends made pursuant to general restricted payment baskets and (ii) dividends made

using proceeds received upon a demand by us of amounts outstanding under the revolving promissory note issued by Clear Channel Communications to us.

Consolidated leverage ratio, defined as total debt divided by EBITDA (as defined by the CCWH Senior Notes indentures) for the preceding four quarters was 6.3:1 at December 31, 2013, and senior leverage ratio, defined as senior debt divided by EBITDA (as defined by the CCWH Senior Notes indentures) for the preceding four quarters was 3.5:1 at December 31, 2013. As required by the definition of EBITDA in the CCWH Senior Notes indentures, our EBITDA for the preceding four quarters of \$779.5 million is calculated as operating income (loss) before depreciation, amortization, impairment charges and other operating income (expense), net, plus share-based compensation, and is further adjusted for the following: (i) costs incurred in connection with severance, the closure and/or consolidation of facilities, retention charges, consulting fees and other permitted activities; (ii) extraordinary, non-recurring or unusual gains or losses or expenses; (iii) non-cash charges; and (iv) various other items.

The following table reflects a reconciliation of EBITDA (as defined by the CCWH Senior Notes indentures) to operating income and net cash provided by operating activities for the year ended December 31, 2013:

| <i>(In Millions)</i>   | Year Ended<br>December 31, 2013 |
|--|---------------------------------|
| <b>EBITDA</b> (as defined by the CCWH Senior Notes indentures)   | \$ 779.5                        |
| Less adjustments to EBITDA (as defined by the CCWH Senior Notes indentures):                                   |                                 |
| Cost incurred in connection with severance, the closure and/or consolidation of facilities, retention charges, |                                 |
| consulting fees, and other permitted activities  | (38.8)                          |
| Extraordinary, non-recurring or unusual gains or losses or expenses (as referenced in the definition of        |                                 |
| EBITDA in the CCWH Senior Notes indentures)  | (19.3)                          |
| Non-cash charges   | (22.3)                          |
| Other items  | (7.8)                           |
| Less: Depreciation and amortization, Impairment charges, Other operating income, net, and Share-based          |                                 |
| compensation expense   | (401.1)                         |
| <b>Operating income</b>  | 290.2                           |
| Plus: Depreciation and amortization, Impairment charges, Other operating income, net, and Share-based          |                                 |
| compensation expense   | 401.1                           |
| Less: Interest expense   | (352.8)                         |
| Plus: Interest income on Due from Clear Channel Communications   | 54.2                            |
| Less: Current income tax benefit   | (46.0)                          |

|   |    |       |
|---|----|-------|
| Plus: Other income, net   |    | 1.0   |
| Adjustments to reconcile consolidated net loss to net cash provided by operating activities<br>(including Provision |    |       |
| for doubtful accounts, Amortization of deferred financing charges and note discounts, net and<br>Other              |    |       |
| reconciling items, net)   |    | 13.7  |
| Change in assets and liabilities, net of assets acquired and liabilities assumed                                    |    | 53.2  |
| <b>Net cash provided by operating activities</b>  | \$ | 414.6 |

### *CCWH Senior Subordinated Notes*

As of December 31, 2013, CCWH Subordinated Notes represented \$2.2 billion of aggregate principal amount of indebtedness outstanding, which consist of \$275.0 million aggregate principal amount of 7.625% Series A Senior Subordinated Notes due 2020 (the "Series A CCWH Subordinated Notes") and \$1,925.0 million aggregate principal amount of 7.625% Series B Senior Subordinated Notes due 2020 (the "Series B CCWH Subordinated Notes"). Interest on the CCWH Subordinated Notes is payable to the trustee weekly in arrears and to the noteholders on March 15 and September 15 of each year, which began on September 15, 2012.

The CCWH Subordinated Notes are CCWH's senior subordinated obligations and are fully and unconditionally guaranteed, jointly and severally, on a senior subordinated basis by us, CCOI and certain of our other domestic subsidiaries. The CCWH Subordinated Notes are unsecured senior subordinated obligations that rank junior to all of CCWH's existing and future senior debt, including the CCWH Senior Notes, equally with any of CCWH's existing and future senior subordinated debt and ahead of all of CCWH's existing and future debt that expressly provides that it is subordinated to the CCWH Subordinated Notes. The guarantees of the CCWH Subordinated Notes rank junior to each guarantor's existing and future senior debt, including the CCWH Senior Notes,

equally with each guarantor's existing and future senior subordinated debt and ahead of each guarantor's existing and future debt that expressly provides that it is subordinated to the guarantees of the CCWH Subordinated Notes.

At any time prior to March 15, 2015, CCWH may redeem the CCWH Subordinated Notes, in whole or in part, at a price equal to 100% of the principal amount of the CCWH Subordinated Notes plus a "make-whole" premium, together with accrued and unpaid interest, if any, to the redemption date. CCWH may redeem the CCWH Subordinated Notes, in whole or in part, on or after March 15, 2015, at the redemption prices set forth in the applicable indenture governing the CCWH Subordinated Notes plus accrued and unpaid interest to the redemption date. At any time on or before March 15, 2015, CCWH may elect to redeem up to 40% of the then outstanding aggregate principal amount of the CCWH Subordinated Notes at a redemption price equal to 107.625% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings, subject to certain restrictions. Notwithstanding the foregoing, neither us nor any of our subsidiaries is permitted to make any purchase of, or otherwise effectively cancel or retire any Series A CCWH Subordinated Notes or Series B CCWH Subordinated Notes if, after giving effect thereto and, if applicable, any concurrent purchase of or other addition with respect to any Series B CCWH Subordinated Notes or Series A CCWH Subordinated Notes, as applicable, the ratio of (a) the outstanding aggregate principal amount of the Series A CCWH Subordinated Notes to (b) the outstanding aggregate principal amount of the Series B CCWH Subordinated Notes shall be greater than 0.25, subject to certain exceptions.

We capitalized \$40.0 million in fees and expenses associated with the CCWH Subordinated Notes offering and are amortizing them through interest expense over the life of the CCWH Subordinated Notes.

The indenture governing the Series A CCWH Subordinated Notes contains covenants that limit us and our restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt to persons other than Clear Channel and its subsidiaries (other than us) or issue certain preferred stock;
- create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries that are not guarantors of the notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of CCOH's assets; and
- sell certain assets, including capital stock of our subsidiaries, to persons other than Clear Channel and its subsidiaries (other than us).



In addition, the indenture governing the Series A CCWH Subordinated Notes provides that if CCWH (i) makes an optional redemption of the Series B CCWH Subordinated Notes or purchases or makes an offer to purchase the Series B CCWH Subordinated Notes at or above 100% of the principal amount thereof, then CCWH shall apply a pro rata amount to make an optional redemption or purchase a pro rata amount of the Series A CCWH Subordinated Notes or (ii) makes an asset sale offer under the indenture governing the Series B CCWH Subordinated Notes, then CCWH shall apply a pro rata amount to make an offer to purchase a pro rata amount of Series A CCWH Subordinated Notes.

The indenture governing the Series A CCWH Subordinated Notes does not include limitations on dividends, distributions, investments or asset sales.

The indenture governing the Series B CCWH Subordinated Notes contains covenants that limit us and our restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- make certain investments;
- create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries that are not guarantors of the notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of our assets;
- sell certain assets, including capital stock of our subsidiaries;
- designate our subsidiaries as unrestricted subsidiaries; and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

The Series A CCWH Subordinated Notes indenture and Series B CCWH Subordinated Notes indenture restrict CCOH's ability to incur additional indebtedness but permit us to incur additional indebtedness based on an incurrence test. In order to incur additional indebtedness under this test, our debt to adjusted EBITDA ratios (as defined by the indentures) must be lower than 7.0:1.

The indentures contain certain other exceptions that allow us to incur additional indebtedness. The Series B CCWH Subordinated Notes indenture also permits us to pay dividends from the proceeds of indebtedness or the proceeds from asset sales if its debt to adjusted EBITDA ratios (as defined by the indentures) is lower than 7.0:1. The Series A CCWH Senior Subordinated Notes indenture does not limit our ability to pay dividends. The Series B CCWH Subordinated Notes indenture contains certain exceptions that allow us to pay dividends, including (i) \$525.0 million of dividends made pursuant to general restricted payment baskets and (ii) dividends made using proceeds received upon a demand by us of amounts outstanding under the revolving promissory note issued by Clear Channel Communications to us.

With the proceeds of the CCWH Subordinated Notes (net of the initial purchasers' discount of \$33.0 million), CCWH loaned an aggregate amount equal to \$2,167.0 million to CCOI. CCOI paid all other fees and expenses of the offering using cash on hand and, with the proceeds of the loans, made a special cash dividend to us, which in turn made a special cash dividend on March 15, 2012 in an amount equal to \$6.0832 per share to our Class A and Class B stockholders of record at the close of business on March 12, 2012, including Clear Channel Holdings, Inc. ("CC Holdings") and CC Finco, LLC ("CC Finco"), both wholly-owned subsidiaries of ours.

### ***Senior Revolving Credit Facility Due 2018***

During the third quarter of 2013, we entered into a five-year senior secured revolving credit facility with an aggregate principal amount of \$75.0 million. The revolving credit facility may be used for working capital, to issue letters of credit and for other general corporate purposes. At December 31, 2013, there were no amounts outstanding under the revolving credit facility, and \$34.1 million of letters of credit under the revolving credit facility, which reduce availability under the facility.

### ***Other Debt***

Other debt consists primarily of loans with international banks. At December 31, 2013, approximately \$17.1 million was outstanding as other debt.

### ***Clear Channel Communications' Debt Covenants***

The Clear Channel Communications' senior secured credit facility contains a significant financial covenant which requires Clear Channel Communications to comply on a quarterly basis with a financial covenant limiting the ratio of its consolidated secured debt, net of cash and cash equivalents, to consolidated EBITDA for the preceding four quarters (maximum of 9.0:1). In its Annual Report on Form 10-K filed with the SEC on February 20, 2014, Clear Channel Communications stated that it was in compliance with this covenant as of December 31, 2013.

***Dispositions and Other***

2013

During 2013, our Americas segment divested certain outdoor advertising assets in Times Square for approximately \$18.7 million resulting in a gain of \$12.2 million included in “Other operating income, net.”

2012

During 2012, our International segment sold its international neon business and its outdoor advertising business in Romania, resulting in an aggregate gain of \$39.7 million included in “Other operating income, net.”

**Uses of Capital**

***Debt Repurchases***

During November 2012, CCWH repurchased \$1,724.7 million aggregate principal amount of the Existing CCWH Senior Notes in a tender offer for the Existing CCWH Senior Notes. Simultaneously with the early settlement of the tender offer, CCWH called for redemption all of the remaining \$775.3 million aggregate principal amount of Existing CCWH Senior Notes that were not purchased on the early settlement date of the tender offer. In connection with the redemption, CCWH satisfied and discharged its obligations under the Existing CCWH Senior Notes indentures by depositing with the trustee sufficient funds to pay the redemption price, plus accrued and unpaid interest on the remaining outstanding Existing CCWH Senior Notes to, but not including, the December 19, 2012 redemption date.

**Capital Expenditures**

Our capital expenditures for the years ended December 31, 2013, 2012, and 2011 were as follows:

| (In millions)              | Years Ended December 31, |          |          |
|----------------------------|--------------------------|----------|----------|
|                            | 2013                     | 2012     | 2011     |
| Americas advertising       | \$ 89.0                  | \$ 117.7 | \$ 122.5 |
| International advertising  | 108.5                    | 150.1    | 166.0    |
| Corporate                  | 8.7                      | 7.8      | 4.2      |
| Total capital expenditures | \$ 206.2                 | \$ 275.6 | \$ 292.7 |

Our capital expenditures are not of significant size individually and primarily relate to the ongoing deployment of digital displays and recurring maintenance in our Americas segment as well as new billboard and street furniture contracts and renewals of existing contracts in our International segment.

Part of our long-term strategy is to pursue the technology of digital displays, including flat screens, LCDs and LEDs, as alternatives to traditional methods of displaying our clients' advertisements. We are currently installing these technologies in certain markets. We believe cash flow from operations will be sufficient to fund these expenditures because we expect enhanced margins through: (i) lower cost of production as the advertisements will be digital and controlled by a central computer network, (ii) decreased down time on displays because the advertisements will be digitally changed rather than manually posted paper or vinyl on the face of the display, and (iii) incremental revenue through more targeted and time specific advertisements.

**Acquisitions**

During 2011, our International segment acquired Brouwer & Partners, a street furniture business in Holland, for \$12.5 million.

**Commitments, Contingencies and Guarantees**

We are currently involved in certain legal proceedings arising in the ordinary course of business and, as required, have accrued our estimate of the probable costs for resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings. Please see Item 3. Legal Proceedings within Part I of this Annual Report on Form 10-K.

Our short and long term cash requirements include minimum annual guarantees for our street furniture contracts and operating leases. Noncancelable contracts and operating lease requirements are included in our direct operating expenses, which historically have been satisfied by cash flows from operations. For 2014, we are committed to \$368.1 million and \$302.0 million for minimum annual guarantees and operating leases, respectively. Our long-term commitments for minimum annual guarantees, operating leases and capital expenditure requirements are included in the table below.

Certain agreements relating to acquisitions provide for purchase price adjustments and other future contingent payments based on the financial performance of the acquired companies generally over a one to five year period. The aggregate of these contingent payments, if performance targets are met, would not significantly impact our financial position or results of operations.

In addition to the scheduled maturities on debt issued by CCWH, we have future cash obligations under various types of contracts. We lease office space, certain equipment and the majority of the land occupied by our advertising structures under long-term operating leases. Some of our lease agreements contain renewal options and annual rental escalation clauses (generally tied to the consumer price index), as well as provisions for our payment of utilities and maintenance.

We have minimum franchise payments associated with non-cancelable contracts that enable us to display advertising on such media as buses, trains, bus shelters and terminals. The majority of these contracts contain rent provisions that are calculated as the greater of a percentage of the relevant advertising revenue or a specified guaranteed minimum annual payment.

The scheduled maturities of the CCWH Senior Notes, CCWH Subordinated Notes and other debt outstanding, and our future minimum rental commitments under non-cancelable lease agreements, minimum payments under other non-cancelable contracts, capital expenditure commitments and other long-term obligations as of December 31, 2013, are as follows:

| <i>(In thousands)</i> | <u>Contractual Obligations</u>                     | Total        | Payments due by Period |           |           |              |
|-----------------------|--|--------------|------------------------|-----------|-----------|--------------|
|                       |  |              | 2014                   | 2015-2016 | 2017-2018 | Thereafter   |
| Long-term Debt:       |  |              |                        |           |           |              |
|                       | CCWH Senior Notes                                  | \$ 2,200,000 | \$ -                   | \$ -      | \$ -      | \$ 2,200,000 |
|                       | CCWH Senior Subordinated Notes                     | 2,725,000    | -                      | -         | -         | 2,725,000    |
|                       | Other Long-term Debt                               | 17,133       | 15,999                 | 121       | 158       | 855          |
|                       | Interest payments on long-term debt <sup>(1)</sup> | 2,614,819    | 345,725                | 689,912   | 689,891   | 889,291      |
|                       | Non-cancelable operating leases                    | 2,170,762    | 301,974                | 511,765   | 354,923   | 1,002,100    |
|                       | Non-cancelable contracts                           | 1,603,772    | 368,095                | 502,594   | 193,884   | 539,199      |
|                       | Employment contracts                               | 11,102       | 6,644                  | 4,375     | 83        | -            |
|                       | Capital expenditures                               | 111,751      | 44,224                 | 41,389    | 2,605     | 23,533       |
|                       | Unrecognized tax benefits <sup>(2)</sup>           | 46,126       | 4,056                  | -         | -         | 42,070       |
|                       | Other long-term obligations <sup>(3)</sup>         | 200,084      | 5,028                  | 6,258     | 5,388     | 183,410      |
|                       |  | 11,700,549   | 1,091,745              | 1,756,414 | 1,246,932 | 7,605,458    |
| Total                 |  | \$           | \$                     | \$        | \$        | \$           |

(1) Interest payments on long-term debt consist primarily of interest on the CCWH Senior Notes and the CCWH Senior Subordinated Notes.

(2) The non-current portion of the unrecognized tax benefits is included in the "Thereafter" column as we cannot reasonably estimate the timing or amounts of additional cash payments, if any, at this time. For additional information, see Note 9 included in Item 8 of Part II of this Annual Report on Form 10-K.

(3) Other long-term obligations consist of \$54.8 million related to asset retirement obligations recorded pursuant to ASC 410-20, which assumes the underlying assets will be removed at some period over the next 50 years. Also included in the table is \$23.8 million related to retirement plans and \$121.5 million related to other long-term obligations with a specific maturity.

### Seasonality

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

## **MARKET RISK**

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

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

We have operations in countries throughout the world. Foreign operations are measured in their local currencies. 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 have operations. 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 net income of \$13.5 million for the year ended December 31, 2013. We estimate a 10% increase in the value of the U.S. dollar relative to foreign currencies would have decreased our net loss for the year ended December 31, 2013 by \$1.3 million. A 10% decrease in the value of the U.S. dollar relative to foreign currencies during year ended December 31, 2013 would have increased our net loss by a corresponding amount.

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

## **Inflation**

Inflation is a factor in the economies in which we do business and we continue to seek ways to mitigate its effect. Inflation has affected our performance in terms of higher costs for wages, salaries and equipment. Although the exact impact of inflation is indeterminable, we believe we have offset these higher costs by increasing the effective advertising rates of most of our outdoor display faces.

## **New Accounting Pronouncements**

In July 2013, the FASB issued Accounting Standards Update (“ASU”) No. 2013-10, *Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes*. Under the revised guidance, entities are permitted to designate the Fed Funds effective Swap Rate, also referred to as the overnight index swap rate, as a benchmark interest rate. In addition, the ASU removes the restriction on using different benchmark interest rates for similar hedges. The amendments became effective for any qualifying new or designated hedging relationships entered into on or after July 17, 2013. We do not expect the provisions of ASU 2013-10 to have a material effect on our financial position or results of operations.

In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. Under the revised guidance, public and non-public companies are required to present information about reclassification adjustments from accumulated other comprehensive income in their financial statements in a single note or on the face of the financial statements. Public companies are also required to provide this information in their interim statements. The standard is effective prospectively for public entities for fiscal years, and interim periods with those years, beginning after December 15, 2012. The provisions of ASU 2013-02 did not have a material effect on our financial statement disclosures.

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. Under the revised guidance, new balance sheet offsetting disclosures are limited to the following financial instruments, to the extent they are offset in the financial statements or subject to an enforceable master netting arrangement or similar agreement, recognized derivative instruments accounted for under ASC 815, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions. Entities are required to apply the ASU for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The provisions of ASU 2013-01 did not have a material effect on our financial statement disclosures.

In October 2012, the FASB issued ASU No. 2012-04, *Technical Corrections and Improvements*. Under the revised guidance, changes were made to clarify the FASB Accounting Standards Codification (the “Codification”), correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Additionally, the amendments will make the Codification easier to understand and the fair value measurement guidance easier to apply by eliminating inconsistencies and providing needed clarifications. The guidance is effective



for annual and interim reporting periods beginning after December 15, 2012. The provisions of ASU 2012-04 did not have a material effect on our financial statement disclosures.

### **Critical Accounting Estimates**

The preparation of our financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. On an ongoing basis, we evaluate our estimates that are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of expenses that are not readily apparent from other sources. Because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such difference could be material. Our significant accounting policies are discussed in the notes to our consolidated financial statements included in Item 8 of Part II of this Annual Report on Form 10-K. Management believes that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. The following narrative describes these critical accounting estimates, the judgments and assumptions and the effect if actual results differ from these assumptions.

### **Allowance for Doubtful Accounts**

We evaluate the collectability of our accounts receivable based on a combination of factors. In circumstances where we are aware of a specific customer's inability to meet its financial obligations, we record a specific reserve to reduce the amounts recorded to what we believe will be collected. For all other customers, we recognize reserves for bad debt based on historical experience for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions.

If our agings were to improve or deteriorate resulting in a 10% change in our allowance, we estimated that our bad debt expense for the year ended December 31, 2013 would have changed by approximately \$3.3 million and our net income for the same period would have changed by approximately \$2.0 million.

### **Long-lived Assets**

Long-lived assets, including structures and other property, plant and equipment and definite-lived intangibles, are reported at historical cost less accumulated depreciation. We estimate the useful lives for various types of advertising structures and other long-lived assets based on our historical experience and our plans regarding how we intend to use those assets. Advertising structures have different lives depending on their nature, with large format bulletins generally having longer depreciable lives and posters and other displays having shorter depreciable lives. Street furniture and transit displays are depreciated over their estimated useful lives or appropriate contractual periods, whichever is shorter. Our experience indicates that the estimated useful lives applied to our portfolio of assets have been reasonable, and we do not expect significant changes to the estimated useful lives of our long-lived assets in the future. When we determine that structures or other long-lived assets will be disposed of prior to the end of their useful lives, we estimate the revised useful lives and depreciate the assets over the revised period. We also review long-lived assets for impairment when events and circumstances indicate that depreciable and amortizable long-lived assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts 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 remaining useful lives of assets to be disposed of prior to the end of their useful lives and in determining the current fair market value of long-lived assets that are determined to be unrecoverable. Estimated useful lives and fair values are sensitive to factors including contractual commitments, regulatory requirements, future expected cash flows, industry growth rates and discount rates, as well as future salvage values. Our 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.

If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be exposed to future impairment losses that could be material to our results of operations.

### **Indefinite-lived Intangible Assets**

Indefinite-lived intangible assets, such as our billboard permits, are reviewed annually for possible impairment using the direct valuation method as prescribed in ASC 805-20-S99. Under the direct valuation method, the estimated fair value of the indefinite-lived intangible assets was calculated at the market level as prescribed by ASC 350-30-35. Under the direct valuation method, it is assumed that rather than acquiring indefinite-lived intangible assets as a part of a going concern business, the buyer hypothetically obtains indefinite-lived intangible assets and builds a new operation with similar attributes from scratch. Thus, the buyer incurs start-up costs during the build-up phase which are normally associated with going concern value. Initial capital costs are deducted from the discounted cash flows model which results in value that is directly attributable to the indefinite-lived intangible assets.

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 asset within a market.

On October 1, 2013, we performed our annual impairment test in accordance with ASC 350-30-35 and recognized aggregate impairment charges of \$2.5 million related to permits in certain markets in our Americas business.

In determining the fair value of our billboard permits, the following key assumptions were used:

- § Industry revenue growth forecast at 3.6% was used for the initial four-year period;
- § 3% revenue growth was assumed beyond the initial four-year period;
- § Revenue was grown over a build-up period, reaching maturity by year 2;

§ Operating margins gradually climb to the industry average margin of up to 55%, depending on market size, by year 3; and

§ Assumed discount rate of 9.0%.

While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the fair value of our indefinite-lived intangible assets, 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 decline in the fair value of our indefinite-lived intangible assets that would result from 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:

*(In thousands)*

| Description       | Revenue growth rate | Profit margin | Discount rates |
|-------------------|---------------------|---------------|----------------|
| Billboard permits | \$ 720,800          | \$ 140,100    | \$ 724,900     |

The estimated fair value of our billboard permits at October 1, 2013 was \$2.3 billion while the carrying value was \$1.1 billion.

## Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. We test goodwill at interim dates if events or changes in circumstances indicate that goodwill might be impaired. The fair value of our reporting units is used to apply value to the net assets of each reporting unit. To the extent that the carrying amount of net assets would exceed the fair value, an impairment charge may be required to be recorded.

The discounted cash flow approach we use for valuing goodwill as part of the two-step impairment testing approach 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.

On October 1, 2013, we performed our annual impairment test in accordance with ASC 350-30-35, resulting in a impairment charge of \$10.7 million related to one market in our International segment. In determining the fair value of our reporting units, we used the following assumptions:

§ Expected cash flows underlying our business plans for the periods 2014 through 2017. Our cash flow assumptions are based on detailed, multi-year forecasts performed by each of our operating segments, and reflect the advertising

outlook across our businesses.

§ Cash flows beyond 2017 are projected to grow at a perpetual growth rate, which we estimated at 3%.

§ In order to risk adjust the cash flow projections in determining fair value, we utilized a discount rate of approximately 9.0% to 11.5% for each of our reporting units.

Based on our annual assessment using the assumptions described above, a hypothetical 25% reduction in the estimated fair value in each of our reporting units would not result in a material impairment condition.

While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the estimated 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 decline in the fair value of each of our reportable segments that would result from 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:

*(In thousands)*

| Description   | Revenue growth rate | Profit margin | Discount rates |
|---------------|---------------------|---------------|----------------|
| Americas      | \$ 610,000          | \$ 150,000    | \$ 580,000     |
| International | \$ 350,000          | \$ 200,000    | \$ 330,000     |

### **Tax Accruals**

Our estimates of income taxes and the significant items giving rise to the deferred tax assets and liabilities are shown in the notes to our consolidated financial statements and reflect our assessment of actual future taxes to be paid on items reflected in the financial statements, giving consideration to both timing and probability of these estimates. Actual income taxes could vary from these

estimates due to future changes in income tax law or results from the final review of our tax returns by Federal, state or foreign tax authorities.

We use our judgment to determine whether it is more likely than not that we will sustain positions that we have taken on tax returns and, if so, the amount of benefit to initially recognize within our financial statements. We regularly review our uncertain tax positions and adjust our unrecognized tax benefits (UTBs) in light of changes in facts and circumstances, such as changes in tax law, interactions with taxing authorities and developments in case law. These adjustments to our UTBs may affect our income tax expense. Settlement of uncertain tax positions may require use of our cash.

### **Litigation Accruals**

We are currently involved in certain legal proceedings. Based on current assumptions, we have accrued an estimate of the probable costs for the resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. Future results of operations could be materially affected by changes in these assumptions or the effectiveness of our strategies related to these proceedings.

Management's estimates used have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies.

### **Asset Retirement Obligations**

ASC 410-20 requires us to estimate our obligation upon the termination or nonrenewal of a lease, to dismantle and remove our billboard structures from the leased land and to reclaim the site to its original condition.

Due to the high rate of lease renewals over a long period of time, our calculation assumes all related assets will be removed at some period over the next 50 years. An estimate of third-party cost information is used with respect to the dismantling of the structures and the reclamation of the site. The interest rate used to calculate the present value of such costs over the retirement period is based on an estimated risk-adjusted credit rate for the same period. If our assumption of the risk-adjusted credit rate used to discount current year additions to the asset retirement obligation decreased approximately 1%, our liability as of December 31, 2013 would not be materially impacted. Similarly, if our assumption of the risk-adjusted credit rate increased approximately 1%, our liability would not be materially impacted.

### **Share-Based Compensation**

Under the fair value recognition provisions of ASC 718-10, share-based compensation cost is measured at the grant date based on the fair value of the award. Determining the fair value of share-based awards at the grant date requires assumptions and judgments about expected volatility and forfeiture rates, among other factors. If actual results differ significantly from these estimates, our results of operations could be materially impacted.

**ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk**

Required information is located within Item 7 of Part II of this Annual Report on Form 10-K.

## **ITEM 8. Financial Statements and Supplementary Data**

### MANAGEMENT'S REPORT ON FINANCIAL STATEMENTS

The consolidated financial statements and notes related thereto were prepared by and are the responsibility of management. The financial statements and related notes were prepared in conformity with U.S. generally accepted accounting principles and include amounts based upon management's best estimates and judgments.

It is management's objective to ensure the integrity and objectivity of its financial data through systems of internal controls designed to provide reasonable assurance that all transactions are properly recorded in our books and records, that assets are safeguarded from unauthorized use and that financial records are reliable to serve as a basis for preparation of financial statements.

The financial statements have been audited by our independent registered public accounting firm, Ernst & Young LLP, to the extent required by auditing standards of the Public Company Accounting Oversight Board (United States) and, accordingly, they have expressed their professional opinion on the financial statements in their report included herein.

The Board of Directors meets with the independent registered public accounting firm and management periodically to satisfy itself that they are properly discharging their responsibilities. The independent registered public accounting firm has unrestricted access to the Board, without management present, to discuss the results of their audit and the quality of financial reporting and internal accounting controls.

/s/ C. William Eccleshare

Chief Executive Officer



/s/ Richard J. Bressler

Chief Financial Officer

/s/ Scott D. Hamilton

Senior Vice President and Chief Accounting Officer

Report of Independent Registered Public Accounting Firm  
The Board of Directors and Shareholders

Clear Channel Outdoor Holdings, Inc.

We have audited the accompanying consolidated balance sheets of Clear Channel Outdoor Holdings, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(a)2. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Clear Channel Outdoor Holdings, Inc. and subsidiaries at December 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 20, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
San Antonio, Texas  
February 20, 2014



**CONSOLIDATED BALANCE SHEETS  
CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND  
SUBSIDIARIES**



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| <i>(In thousands)</i>  | December 31,<br>2013 | December 31,<br>2012 |
|--|----------------------|----------------------|
| <b>CURRENT ASSETS</b>  |                      |                      |
| Cash and cash equivalents  | \$ 314,545           | \$ 561,979           |
| Accounts receivable, net of allowance of \$33,127 in 2013 and \$36,669 in 2012   | 712,135              | 754,658              |
| Prepaid expenses   | 143,415              | 151,597              |
| Other current assets   | 68,333               | 41,112               |
| <b>Total Current Assets</b>  | <b>1,238,428</b>     | <b>1,509,346</b>     |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>   |                      |                      |
| Structures, net  | 1,765,510            | 1,890,693            |
| Other property, plant and equipment, net   | 315,588              | 317,051              |
| <b>INTANGIBLE ASSETS AND GOODWILL</b>  |                      |                      |
| Indefinite-lived intangibles   | 1,067,783            | 1,070,720            |
| Other intangibles, net   | 487,926              | 557,478              |
| Goodwill   | 850,134              | 862,248              |
| <b>OTHER ASSETS</b>  |                      |                      |
| Due from Clear Channel Communications  | 879,108              | 729,157              |
| Other assets   | 154,915              | 169,089              |
| <b>Total Assets</b>  | <b>\$ 6,759,392</b>  | <b>\$ 7,105,782</b>  |
| <b>CURRENT LIABILITIES</b>   |                      |                      |
| Accounts payable   | \$ 85,882            | \$ 95,515            |
| Accrued expenses   | 563,766              | 538,499              |
| Deferred income  | 107,943              | 107,034              |
| Other current liabilities  | -                    | 60,950               |
| Current portion of long-term debt  | 15,999               | 9,407                |
| <b>Total Current Liabilities</b>   | <b>773,590</b>       | <b>811,405</b>       |
| Long-term debt   | 4,919,377            | 4,935,388            |
| Deferred tax liability   | 656,150              | 673,068              |
| Other long-term liabilities  | 250,167              | 239,832              |
| Commitments and contingent liabilities (Note 7)  |                      |                      |
| <b>SHAREHOLDERS' EQUITY</b>  |                      |                      |
| Noncontrolling interest  | 202,046              | 247,934              |
| Preferred stock, \$.01 par value, 150,000,000 shares authorized, no shares issued and outstanding  |                      |                      |
| Class A common stock, \$.01 par value, 750,000,000 shares authorized, 44,117,843 and 42,357,863 shares issued in 2013 and 2012, respectively | 441                  | 424                  |
| Class B common stock, \$.01 par value, 600,000,000 shares authorized, 315,000,000 shares issued and outstanding                              | 3,150                | 3,150                |
| Additional paid-in capital   | 4,332,045            | 4,522,668            |
| Accumulated deficit  | (4,162,975)          | (4,114,515)          |
| Accumulated other comprehensive loss   | (213,572)            | (212,599)            |
| Cost of shares (116,264 in 2013 and 110,005 in 2012) held in treasury  | (1,027)              | (973)                |
| <b>Total Shareholders' Equity</b>  | <b>160,108</b>       | <b>446,089</b>       |
| <b>Total Liabilities and Shareholders' Equity</b>  | <b>\$ 6,759,392</b>  | <b>\$ 7,105,782</b>  |

See Notes to Consolidated Financial Statements





**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES**

*(In thousands, except per share data)*

|   | Years Ended December 31, |              |              |
|---|--------------------------|--------------|--------------|
|   | 2013                     | 2012         | 2011         |
| Revenue   | \$ 2,946,190             | \$ 2,946,944 | \$ 3,003,874 |
| Operating expenses:   |                          |              |              |
| Direct operating expenses<br>(excludes depreciation and<br>amortization)                    | 1,594,728                | 1,603,492    | 1,630,875    |
| Selling, general and administrative<br>expenses (excludes depreciation<br>and amortization) | 543,572                  | 574,662      | 538,032      |
| Corporate expenses (excludes<br>depreciation and amortization)                              | 124,399                  | 115,832      | 100,971      |
| Depreciation and amortization   | 403,170                  | 399,264      | 432,035      |
| Impairment charges  | 13,150                   | 37,651       | 7,614        |
| Other operating income, net   | 22,979                   | 50,943       | 8,591        |
| Operating income  | 290,150                  | 266,986      | 302,938      |
| Interest expense  | 352,783                  | 373,876      | 242,435      |
| Interest income on Due from Clear Channel<br>Communications                                 | 54,210                   | 63,761       | 45,459       |
| Loss on marketable securities   | (18)                     | (2,578)      | (4,827)      |
| Equity in earnings (loss) of nonconsolidated affiliates                                     | (2,092)                  | 843          | 6,029        |
| Loss on extinguishment of debt  | -                        | (221,071)    | -            |
| Other income (expense), net   | 1,016                    | (364)        | (649)        |
| Income (loss) before income taxes   | (9,517)                  | (266,299)    | 106,515      |
| Income tax benefit (expense)  | (14,809)                 | 107,089      | (43,296)     |
| Consolidated net income (loss)  | (24,326)                 | (159,210)    | 63,219       |
| Less amount attributable to noncontrolling<br>interest                                      | 24,134                   | 23,902       | 20,273       |
| Net income (loss) attributable to the Company   | \$ (48,460)              | \$ (183,112) | \$ 42,946    |
| Other comprehensive income (loss), net of tax:  |                          |              |              |
| Foreign currency translation adjustments  | (9,654)                  | 35,485       | (29,801)     |
| Unrealized holding gain (loss) on marketable<br>securities                                  | 1,187                    | (2,573)      | (4,834)      |
| Other adjustments to comprehensive income<br>(loss)   | 6,732                    | 1,135        | (1,361)      |
| Reclassification adjustment for realized loss on<br>securities included                     |                          |              |              |
| in net income (loss)  | (1,432)                  | 2,045        | 5,148        |
| Other comprehensive income (loss)   | (3,167)                  | 36,092       | (30,848)     |
| Comprehensive income (loss)   | (51,627)                 | (147,020)    | 12,098       |
| Less amount attributable to noncontrolling<br>interest                                      | (2,194)                  | 1,703        | 8,918        |

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|   |    |          |    |           |    |         |
|---|----|----------|----|-----------|----|---------|
| Comprehensive income (loss) attributable to the Company         | \$ | (49,433) | \$ | (148,723) | \$ | 3,180   |
| Net income (loss) attributable to the Company per common share: |    |          |    |           |    |         |
| Basic   | \$ | (0.14)   | \$ | (0.54)    | \$ | 0.11    |
| Weighted average common shares outstanding –                    |    |          |    |           |    |         |
| Basic   |    | 357,662  |    | 356,915   |    | 355,907 |
| Diluted   | \$ | (0.14)   | \$ | (0.54)    | \$ | 0.11    |
| Weighted average common shares outstanding –                    |    |          |    |           |    |         |
| Diluted   |    | 357,662  |    | 356,915   |    | 356,528 |

See Notes to Consolidated Financial Statements

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY OF  
CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES**

| <i>(In thousands,<br/>except share<br/>data)</i> | Class A                    |                                       | Controlling Interest        |                 |                                  |                            |   |                   |
|--|----------------------------|---------------------------------------|-----------------------------|-----------------|----------------------------------|----------------------------|---|-------------------|
|  | Common<br>Shares<br>Issued | Class B<br>Common<br>Shares<br>Issued | Non-controlling<br>Interest | Common<br>Stock | Additional<br>Paid-in<br>Capital | Accumulated<br>Deficit     | Accumulated<br>Other<br>Comprehensive<br>Loss | Treasury<br>Stock |
| <b>Balances at</b>                               |                            |                                       |                             |                 |                                  |                            |   |                   |
| <b>December 31, 2010</b>                         | 40,886,923                 | 315,000,000                           |                             |                 |                                  |                            |   |                   |
| Net income                                       | -                          | -                                     | \$209,794<br>20,273         | \$3,558<br>-    | \$6,677,146<br>-                 | \$(3,974,349)<br>42,946    | \$(207,439)<br>-                              | \$(655,000)<br>-  |
| Exercise of stock options and other              | 251,812                    | -                                     | -                           | 3               | -                                | -                          | -   | (315,000)         |
| Share-based payments                             | -                          | -                                     | -                           | -               | 10,913                           | -                          | -   | -                 |
| Other comprehensive income (loss)                | -                          | -                                     | (7,455)<br>8,918            | -               | (3,562)<br>-                     | -                          | 217<br>(39,766)                               | -                 |
| <b>Balances at</b>                               |                            |                                       |                             |                 |                                  |                            |   |                   |
| <b>December 31, 2011</b>                         | 41,138,735                 | 315,000,000                           |                             |                 |                                  |                            |   |                   |
| Net income (loss)                                | -                          | -                                     | \$231,530<br>23,902         | \$3,561<br>-    | \$6,684,497<br>-                 | \$(3,931,403)<br>(183,112) | \$(246,988)<br>-                              | \$(970,000)<br>-  |
| Exercise of stock options and other              | 1,219,128                  | -                                     | -                           | 13              | 6,372                            | -                          | -   | (3,000,000)       |
| Share-based payments                             | -                          | -                                     | -                           | -               | 10,589                           | -                          | -   | -                 |
| Dividends declared and paid (\$6.0832/share)     | -                          | -                                     | -                           | -               | (2,170,396)                      | -                          | -   | -                 |
| Other comprehensive income (loss)                | -                          | -                                     | (9,201)<br>1,703            | -               | (8,394)<br>-                     | -                          | -<br>34,389                                   | -                 |

income

**Balances at**

**December 31, 42,357,863 315,000,000**

**2012** \$247,934 \$3,574 \$4,522,668 \$(4,114,515) \$(212,599) \$(973)

Net income

(loss) - - 24,134 - - (48,460) - -

Exercise of  
stock

options and  
other

1,759,980 - - 17 4,228 - - (54)

Share-based  
payments

- - - - 7,725 - - -

Dividends and  
other

payments to

noncontrolling  
interests

Dividends - - (68,441) - - - - -

declared

and paid  
(\$0.5578/share)

- - - - (200,010) - - -

Other

- - 613 - (2,566) - - -

Other

comprehensive

income

- - (2,194) - - - (973) -

**Balances at**

**December 31, 44,117,843 315,000,000**

**2013** \$202,046 \$3,591 \$4,332,045 \$(4,162,975) \$(213,572) \$(1,027)

See Notes to Consolidated Financial Statements

**CONSOLIDATED STATEMENTS OF CASH FLOWS OF  
CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES**

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(In thousands)

|   | Years Ended December 31, |              |           |
|---|--------------------------|--------------|-----------|
|   | 2013                     | 2012         | 2011      |
| <b>Cash flows from operating activities:</b>  |                          |              |           |
| Consolidated net income (loss)  | \$ (24,326)              | \$ (159,210) | \$ 63,219 |
| <b>Reconciling items:</b>   |                          |              |           |
| Impairment charges  | 13,150                   | 37,651       | 7,614     |
| Depreciation and amortization   | 403,170                  | 399,264      | 432,035   |
| Deferred taxes  | (31,216)                 | (157,315)    | (1,393)   |
| Provision for doubtful accounts   | 5,124                    | 7,000        | 5,977     |
| Share-based compensation  | 7,725                    | 10,589       | 10,913    |
| Gain on sale of operating and fixed assets  | (22,979)                 | (50,943)     | (8,591)   |
| Loss on marketable securities   | 18                       | 2,578        | 4,827     |
| Amortization of deferred financing charges and note discounts, net                            | 8,562                    | 10,963       | 7,653     |
| Loss on extinguishment of debt  | -                        | 221,071      | -         |
| Other reconciling items, net  | 2,188                    | 112          | (5,329)   |
| Changes in operating assets and liabilities, net of effects of acquisitions and dispositions: |                          |              |           |
| (Increase) decrease in accounts receivable  | 43,429                   | (46,294)     | 15,829    |
| Increase (decrease) in accrued expenses   | 18,176                   | 25,294       | (35,842)  |
| Increase (decrease) in accounts payable   | (10,407)                 | 2,503        | 23,702    |
| Increase (decrease) in deferred income  | 334                      | 24,069       | (10,212)  |
| Changes in other operating assets and liabilities   | 1,692                    | 27,806       | 6,816     |
| Net cash provided by operating activities   | 414,640                  | 355,138      | 517,218   |
| <b>Cash flows from investing activities:</b>  |                          |              |           |
| Purchases of property, plant and equipment  | (206,187)                | (275,577)    | (291,050) |
| Proceeds from disposal of assets  | 42,134                   | 56,433       | 12,883    |
| Purchases of other operating assets   | (10,483)                 | (5,719)      | (14,794)  |
| Purchases of businesses   | -                        | (4,721)      | (13,179)  |
| Change in other, net  | (3,143)                  | (4,164)      | 7,206     |
| Net cash used for investing activities  | (177,679)                | (233,748)    | (298,934) |
| <b>Cash flows from financing activities:</b>  |                          |              |           |
| Draws on credit facilities  | 2,752                    | 2,063        | -         |
| Payments on credit facilities   | (4,815)                  | (3,368)      | (4,151)   |
| Proceeds from long-term debt  | -                        | 4,917,643    | 5,012     |
| Payments on long-term debt  | (6,626)                  | (2,700,786)  | (20,099)  |
| Net transfers to Clear Channel Communications   | (149,957)                | (73,127)     | (272,262) |
| Deferred financing charges  | (344)                    | (69,988)     | -         |
| Payments to repurchase noncontrolling interests   | (61,143)                 | (7,040)      | (4,682)   |
| Dividends and other payments to noncontrolling interests                                      | (68,442)                 | (6,931)      | (3,571)   |
| Dividends paid  | (200,010)                | (2,170,396)  | -         |
| Change in other, net  | 4,192                    | 6,381        | 1,009     |
| Net cash used for financing activities  | (484,393)                | (105,549)    | (298,744) |

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|  |            |            |            |
|--|------------|------------|------------|
| Effect of exchange rate changes on cash              | (2)        | 3,483      | (903)      |
| Net increase (decrease) in cash and cash equivalents | (247,434)  | 19,324     | (81,363)   |
| Cash and cash equivalents at beginning of year       | 561,979    | 542,655    | 624,018    |
| Cash and cash equivalents at end of year             | \$ 314,545 | \$ 561,979 | \$ 542,655 |

**SUPPLEMENTAL DISCLOSURES:**

|  |            |            |            |
|--|------------|------------|------------|
| Cash paid during the year for interest     | \$ 346,833 | \$ 381,346 | \$ 233,979 |
| Cash paid during the year for income taxes | 46,262     | 48,424     | 37,777     |

See Notes to Consolidated Financial Statements

## CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Nature of Business

Clear Channel Outdoor Holdings, Inc. (the “Company”) is an outdoor advertising company which owns or operates advertising display faces domestically and internationally. On November 11, 2005, the Company became a publicly traded company through an initial public offering (“IPO”), in which 10%, or 35.0 million shares, of the Company’s Class A common stock was sold. Prior to the IPO, the Company was an indirect wholly-owned subsidiary of Clear Channel Communications, Inc. (“Clear Channel Communications”), a diversified media and entertainment company. As of December 31, 2013, Clear Channel Communications indirectly holds all of the 315.0 million shares of Class B common stock outstanding and 1,553,971 shares of Class A common stock, collectively representing approximately 88% of the shares outstanding and approximately 99% of the voting power. The holders of Class A common stock and Class B common stock have identical rights, except holders of Class A common stock are entitled to one vote per share while holders of Class B common stock are entitled to 20 votes per share. The Class B shares of common stock are convertible, at the option of the holder at any time or upon any transfer, into shares of Class A common stock on a one-for-one basis, subject to certain limited exceptions.

The Company operates in the outdoor advertising industry by selling advertising on billboards, street furniture displays, transit displays and other advertising displays. The Company has two reportable business segments: Americas and International. During the first quarter of 2012, and in connection with the appointment of the Company’s new chief executive officer, the Company reevaluated its segment reporting and determined that its Latin American operations were more appropriately aligned with the operations of its International segment. As a result, the operations of Latin America are no longer reflected within the Company’s Americas segment and are currently included in the results of its International segment. Accordingly, the Company has recast the corresponding segment disclosures for prior periods. The Americas segment primarily includes operations in the United States and Canada; the International segment primarily includes operations in Europe, Asia, Latin America and Australia.

##### Clear Channel Communications’ Merger

On July 30, 2008, Clear Channel Communications completed its merger with a subsidiary of CC Media Holdings, Inc. (“CC Media Holdings”), a company formed by a group of private equity funds sponsored by Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. (together, the “Sponsors”). Clear Channel Communications is now owned indirectly by CC Media Holdings. The purchase price was approximately \$23.0 billion, including \$94.0 million in capitalized transaction costs. 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 of the Company reflect the new basis of accounting.



### **Agreements with Clear Channel Communications**

There are several agreements which govern the Company's relationship with Clear Channel Communications including the Master Agreement, 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 report, no notice of termination of any of these agreements has been received from Clear Channel Communications.

### **Use of Estimates**

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates, judgments, and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes including, but not limited to, legal, tax and insurance accruals. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its subsidiaries. Also included in the consolidated financial statements are entities for which the Company has a controlling financial interest or is the primary beneficiary. Investments in companies in which the Company owns 20 percent to 50 percent of the voting common stock or otherwise exercises significant influence over operating and financial policies of the Company are accounted for using the equity method of accounting. All significant intercompany accounts have been eliminated in consolidation.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Certain prior period amounts have been reclassified to conform to the 2013 presentation.

**Cash and Cash Equivalents**

Cash and cash equivalents include all highly liquid investments with an original maturity of three months or less.

**Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company evaluates the collectability of its accounts receivable based on a combination of factors. In circumstances where it is aware of a specific customer's inability to meet its financial obligations, it records a specific reserve to reduce the amounts recorded to what it believes will be collected. For all other customers, it recognizes reserves for bad debt based on historical experience of bad debts as a percent of revenue for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions. The Company believes its concentration of credit risk is limited due to the large number and the geographic diversification of its customers.

**Business Combinations**

The Company accounts for its business combinations under the acquisition method of accounting. The total cost of an acquisition is allocated to the underlying identifiable net assets, based on their respective estimated fair values. The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, asset lives and market multiples, among other items. Various acquisition agreements may include contingent purchase consideration based on performance requirements of the investee. The Company accounts for these payments in conformity with the provisions of ASC 805-20-30, which establish the requirements related to recognition of certain assets and liabilities arising from contingencies.

**Property, Plant and Equipment**

Property, plant and equipment are stated at cost. Depreciation is computed using the straight-line method at rates that, in the opinion of management, are adequate to allocate the cost of such assets over their estimated useful lives, which are as follows:

Buildings and improvements — 10 to 39 years

Structures — 5 to 15 years

Furniture and other equipment — 3 to 20 years

Leasehold improvements — shorter of economic life or lease term assuming renewal periods, if appropriate

For assets associated with a lease or contract, the assets are depreciated at the shorter of the economic life or the lease or contract term, assuming renewal periods, if appropriate. Expenditures for maintenance and repairs are charged to operations as incurred, whereas expenditures for renewal and betterments are capitalized.

The Company tests for possible impairment of property, plant, and equipment whenever events and circumstances indicate that depreciable assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts 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.

#### **Land Leases and Other Structure Licenses**

Most of the Company's advertising structures are located on leased land. Americas land leases are typically paid in advance for periods ranging from one to 12 months. International land leases are paid both in advance and in arrears, for periods ranging from one to 12 months. Most international street furniture display faces are operated through contracts with municipalities for up to 20 years. The leased land and street furniture contracts often include a percent of revenue to be paid along with a base rent payment. Prepaid land leases are recorded as an asset and expensed ratably over the related rental term and license and rent payments in arrears are recorded as an accrued liability.

#### **Intangible Assets**

The Company's indefinite-lived intangible assets include billboard permits in its Americas segment. The Company's indefinite-lived intangible assets are not subject to amortization, but are tested for impairment at least annually. The Company tests for possible impairment of indefinite-lived intangible assets whenever events or changes in circumstances, such as a significant reduction in

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

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

operating cash flow or a dramatic change in the manner for which the asset is intended to be used indicate that the carrying amount of the asset may not be recoverable.

The Company performs its annual impairment test for its permits using a direct valuation technique as prescribed in ASC 805-20-S99. The Company engages Mesirow Financial Consulting, LLC (“Mesirow Financial”), a third party valuation firm, to assist the Company in the development of these assumptions and the Company’s determination of the fair value of its permits.

Other intangible assets include definite-lived intangible assets and permanent easements. The Company’s definite-lived intangible assets include primarily transit and street furniture contracts, site leases and other contractual rights, all of which are amortized over the shorter of either the respective lives of the agreements or over the period of time the assets are expected to contribute directly or indirectly to the Company’s future cash flows. The Company periodically reviews the appropriateness of the amortization periods related to its definite-lived intangible assets. These assets are recorded at cost. Permanent easements are indefinite-lived intangible assets which include certain rights to use real property not owned by the Company.

The Company tests for possible impairment of other intangible assets whenever events and circumstances indicate that they might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts 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.

#### **Goodwill**

At least annually, the Company performs its impairment test for each reporting unit’s goodwill. In 2013 and 2012, the Company used a discounted cash flow model to determine if the carrying value of the reporting unit, including goodwill, is less than the fair value of the reporting unit. The Company identified its reporting units in accordance with ASC 350-20-55. The Company’s U.S. outdoor advertising markets are aggregated into a single reporting unit for purposes of the goodwill impairment test. The Company also determined that within its Americas segment, Canada constitutes a separate reporting unit and each country in its International outdoor segment constitutes a separate reporting unit. The Company recognized a non-cash impairment charge to goodwill of \$10.7 million based on declining future cash flows expected in one country in the International outdoor segment for 2013. The Company had no impairment of goodwill for 2012. The Company recognized a non-cash impairment charge of \$1.1 million to reduce goodwill in one country within its International segment for 2011.

### **Nonconsolidated Affiliates**

In general, investments in which the Company owns 20 percent to 50 percent of the common stock or otherwise exercises significant influence over the investee are accounted for under the equity method. The Company does not recognize gains or losses upon the issuance of securities by any of its equity method investees. The Company reviews the value of equity method investments and records impairment charges in the statement of operations as a component of "Equity in earnings (loss) of nonconsolidated affiliates" for any decline in value that is determined to be other-than-temporary.

### **Other Investments**

Other investments are composed primarily of equity securities. These securities are classified as available-for-sale or trading and are carried at fair value based on quoted market prices. Securities are carried at historical value when quoted market prices are unavailable. The net unrealized gains or losses on the available-for-sale securities, net of tax, are reported in accumulated other comprehensive loss as a component of shareholders' deficit. In addition, the Company holds investments that do not have quoted market prices. The Company periodically assesses the value of available-for-sale and non-marketable securities and records impairment charges in the statement of comprehensive loss for any decline in value that is determined to be other-than-temporary. The average cost method is used to compute the realized gains and losses on sales of equity securities.

The Company periodically assesses the value of its available-for-sale securities. Based on these assessments, no impairments existed at December 31, 2013 and the Company concluded that other-than-temporary impairments existed at December 31, 2012 and 2011 and recorded non-cash impairment charges of \$2.6 million and \$4.8 million, respectively, during each of these years. Such charges are recorded on the statement of operations in "Loss on marketable securities".

### **Financial Instruments**

Due to their short maturity, the carrying amounts of accounts and notes receivable, accounts payable, accrued liabilities and short-term borrowings approximated their fair values at December 31, 2013 and 2012.

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

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

#### **Asset Retirement Obligation**

ASC 410-20 requires the Company to estimate its obligation upon the termination or non-renewal of a lease to dismantle and remove its advertising structures from the leased land and to reclaim the site to its original condition.

The Company's asset retirement obligation is reported in "Other long-term liabilities." The Company records the present value of obligations associated with the retirement of its advertising structures in the period in which the obligation is incurred. When the liability is recorded, the cost is capitalized as part of the related advertising structures carrying amount. Over time, accretion of the liability is recognized as an operating expense and the capitalized cost is depreciated over the expected useful life of the related asset.

#### **Income Taxes**

The Company accounts for income taxes using the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. Deferred tax assets are reduced by valuation allowances if the Company believes it is more likely than not that some portion or the entire asset will not be realized. As generally all earnings from the Company's foreign operations are permanently reinvested and not distributed, the Company's income tax provision does not include additional U.S. taxes on foreign operations. If any excess cash held by our foreign subsidiaries were needed to fund operations in the United States, we could presently repatriate available funds without a requirement to accrue or pay U.S. taxes. This is a result of significant current and historic deficits in our foreign earnings and profits, which gives us flexibility to make future cash distributions as non-taxable returns of capital. We regularly review our tax liabilities on amounts that may be distributed in future periods and provide for foreign withholding and other current and deferred taxes on any such amounts. It is not practical to determine the amount of federal income taxes, if any, that might become due in the event that the earnings of our foreign operations were distributed. During 2013, the Company recorded additional foreign deferred tax expense of \$3.4 million on certain foreign earnings that are expected to be distributed in future periods from the Company's Asia subsidiaries on which foreign withholding and other taxes have not previously been provided.

The operations of the Company are included in a consolidated U.S. Federal income tax return filed by CC Media Holdings. However, for financial reporting purposes, the Company's provision for income taxes has been computed on the basis that the Company files separate consolidated U.S. Federal income tax returns with its subsidiaries.

#### **Revenue Recognition**

The Company's advertising contracts cover periods of a few weeks up to one year, and are generally billed monthly. Revenue for advertising space rental is recognized ratably over the term of the contract. Advertising revenue is reported net of agency commissions. Agency commissions are calculated based on a stated percentage applied to

gross billing revenue for the Company's operations. Payments received in advance of being earned are recorded as deferred income. Revenue arrangements typically contain multiple products and services and revenues are allocated based on the relative fair value of each delivered item and recognized in accordance with the applicable revenue recognition criteria for the specific unit of accounting.

### **Advertising Expense**

The Company records advertising expense as it is incurred. Advertising expenses were \$18.6 million, \$17.2 million and \$14.7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

### **Share-Based Compensation**

Under the fair value recognition provisions of ASC 718-10, share-based compensation cost is measured at the grant date based on the fair value of the award. For awards that vest based on service conditions, this cost is recognized as expense on a straight-line basis over the vesting period. For awards that will vest based on market or performance conditions, this cost will be recognized when it becomes probable that the performance conditions will be satisfied. Determining the fair value of share-based awards at the grant date requires assumptions and judgments about expected volatility and forfeiture rates, among other factors.

### **Foreign Currency**

Results of operations for foreign subsidiaries and foreign equity investees are translated into U.S. dollars using the average exchange rates during the year. The assets and liabilities of those subsidiaries and investees are translated into U.S. dollars using the exchange rates at the balance sheet date. The related translation adjustments are recorded in a separate component of shareholders' equity, "Accumulated other comprehensive income (loss)". Foreign currency transaction gains and losses are included in operations.

## CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### New Accounting Pronouncements

In July 2013, the FASB issued Accounting Standards Update (“ASU”) No. 2013-10, *Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes*. Under the revised guidance, entities are permitted to designate the Fed Funds effective Swap Rate, also referred to as the overnight index swap rate, as a benchmark interest rate. In addition, the ASU removes the restriction on using different benchmark interest rates for similar hedges. The amendments became effective for any qualifying new or designated hedging relationships entered into on or after July 17, 2013. The Company does not expect the provisions of ASU 2013-10 to have a material effect on the Company’s financial position or results of operations.

In February 2013, the FASB issued ASU No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. Under the revised guidance, public and non-public companies are required to present information about reclassification adjustments from accumulated other comprehensive income in their financial statements in a single note or on the face of the financial statements. Public companies are also required to provide this information in their interim statements. The standard is effective prospectively for public entities for fiscal years, and interim periods with those years, beginning after December 15, 2012. The provisions of ASU 2013-02 did not have a material effect on the Company’s financial statement disclosures.

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. Under the revised guidance, new balance sheet offsetting disclosures are limited to the following financial instruments, to the extent they are offset in the financial statements or subject to an enforceable master netting arrangement or similar agreement; recognized derivative instruments accounted for under ASC 815, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions. Entities are required to apply the ASU for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The provisions of ASU 2013-01 did not have a material effect on the Company’s financial statement disclosures.

In October 2012, the FASB issued ASU No. 2012-04, *Technical Corrections and Improvements*. Under the revised guidance, changes were made to clarify the FASB Accounting Standards Codification (the “Codification”), correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. Additionally, the amendments will make the Codification easier to understand and the fair value measurement guidance easier to apply by eliminating inconsistencies and providing needed clarifications. The guidance is effective for annual and interim reporting periods beginning after December 15, 2012. The provisions of ASU 2012-04 did not have a material effect on the Company’s financial statement disclosures.





**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 2 – PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS AND GOODWILL****Property, Plant and Equipment**

The Company's property, plant and equipment consisted of the following classes of assets at December 31, 2013 and 2012, respectively.

| <i>(In thousands)</i>              | December 31,<br>2013 | December 31,<br>2012 |
|------------------------------------|----------------------|----------------------|
| Land, buildings and improvements   | \$ 213,670           | \$ 210,382           |
| Structures                         | 3,021,152            | 2,949,458            |
| Furniture and other equipment      | 147,768              | 134,389              |
| Construction in progress           | 83,891               | 76,299               |
|                                    | 3,466,481            | 3,370,528            |
| Less: accumulated depreciation     | 1,385,383            | 1,162,784            |
| Property, plant and equipment, net | \$ 2,081,098         | \$ 2,207,744         |

The Company impaired outdoor advertising structures in its Americas outdoor segment by \$1.7 million during 2012.

**Indefinite-lived Intangible Assets**

The Company's indefinite-lived intangible assets consist primarily of billboard permits. The Company's billboard permits are granted for the right to operate an advertising structure at the specified location as long as the structure is in compliance with the laws and regulations of each jurisdiction. The Company's permits are located on owned land, leased land or land for which we have acquired permanent easements. In cases where the Company's permits are located on leased land, the leases typically have initial terms of between 10 and 20 years and renew indefinitely, with rental payments generally escalating at an inflation-based index. If the Company loses its lease, the Company will typically obtain permission to relocate the permit or bank it with the municipality for future use. Due to significant differences in both business practices and regulations, billboards in the International segment are subject to long-term, finite contracts unlike the Company's permits in the United States and Canada. Accordingly, there are no indefinite-lived intangible assets in the International segment.

The impairment tests for indefinite-lived intangible assets consist of a comparison between the fair value of the indefinite-lived intangible asset at the market level with its carrying amount. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized equal to that excess. After an impairment loss is recognized, the adjusted carrying amount of the indefinite-lived asset is its new accounting basis. The fair value of the indefinite-lived asset is determined using the direct valuation method as prescribed in

ASC 805-20-S99. Under the direct valuation method, the fair value of the indefinite-lived assets is calculated at the market level as prescribed by ASC 350-30-35. The Company engaged Mesirow Financial, a third-party valuation firm, to assist it in the development of the assumptions and the Company's determination of the fair value of its indefinite-lived intangible assets.

The application of the direct valuation method attempts to isolate the income that is properly attributable to the indefinite-lived intangible asset 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. The Company forecasts revenue, expenses, and cash flows over a ten-year period for each of its markets in its application of the direct valuation method. The Company also calculates 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.

Under the direct valuation method, it is assumed that rather than acquiring indefinite-lived intangible assets as part of a going concern business, the buyer hypothetically develops indefinite-lived intangible assets and builds a new operation with similar attributes from scratch. Thus, the buyer incurs start-up costs during the build-up phase which are normally associated with going concern value. Initial capital costs are deducted from the discounted cash flow model which results in value that is directly attributable to the indefinite-lived intangible assets.

The 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

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

rate and terminal values. This data is populated using industry normalized information representing an average billboard permit within a market.

***Annual Impairment Test to Billboard Permits***

The Company performs its annual impairment test on October 1 of each year.

During 2013, the Company recognized a \$2.5 million impairment charge related to billboard permits in a certain market due to increased start-up costs for that market exceeding market value. During 2012, the Company recognized a \$35.9 million impairment charge related to billboard permits in certain markets due to a change in the Company's forecast of revenue growth within the markets. During 2011, the Company recognized a \$6.5 million impairment charge related to billboard permits in one market due to significant declines in permit value resulting from flat revenues, a slight decline in margin and increased capital expenditures within the market.

**Other Intangible Assets**

Other intangible assets include definite-lived intangible assets and permanent easements. The Company's definite-lived intangible assets include primarily transit and street furniture contracts, site-leases and other contractual rights, all of which are amortized over the respective lives of the agreements, or over the period of time the assets are expected to contribute directly or indirectly to the Company's future cash flows. Permanent easements are indefinite-lived intangible assets which include certain rights to use real property not owned by the Company. No impairments of other intangible assets were recognized during 2013 or 2012.

The following table presents the gross carrying amount and accumulated amortization for each major class of other intangible assets at December 31, 2013 and 2012, respectively:

| <i>(In thousands)</i>                       | December 31, 2013     |                          | December 31, 2012     |                          |
|---|-----------------------|--------------------------|-----------------------|--------------------------|
|   | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Transit, street furniture and other outdoor |                       |                          |                       |                          |
| contractual rights                          | \$ 777,521            | \$ (464,548)             | \$ 785,303            | \$ (403,955)             |
| Permanent easements                         | 173,753               | -                        | 173,374               | -                        |

|       |    |         |              |            |              |
|-------|----|---------|--------------|------------|--------------|
| Other |    | 2,832   | (1,632)      | 4,283      | (1,527)      |
| Total | \$ | 954,106 | \$ (466,180) | \$ 962,960 | \$ (405,482) |

Total amortization expense related to definite-lived intangible assets was \$70.9 million, \$75.2 million and \$101.7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

As acquisitions and dispositions occur in the future, amortization expense may vary. The following table presents the Company's estimate of amortization expense for each of the five succeeding fiscal years for definite-lived intangible assets:

*(In thousands)*

|      |           |
|------|-----------|
| 2014 | \$ 65,291 |
| 2015 | 55,110    |
| 2016 | 42,875    |
| 2017 | 31,461    |
| 2018 | 22,991    |

#### ***Annual Impairment Test to Goodwill***

The Company performs its annual impairment test on October 1 of each year. Each of the Company's advertising markets are components. The U.S. advertising markets are aggregated into a single reporting unit for purposes of the goodwill impairment test using the guidance in ASC 350-20-55. The Company also determined that within its Americas segment, Canada constitutes a separate reporting unit and each country in its International segment constitutes a separate reporting unit.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The 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. If applicable, 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.

Each of the Company's reporting units is valued using a discounted cash flow model which requires estimating future cash flows expected to be generated from the reporting unit, discounted to their present value using a risk-adjusted discount rate. Terminal values were also estimated and discounted to their present value. Assessing the recoverability of goodwill requires the Company to make estimates and assumptions about sales, operating margins, growth rates and discount rates based on its budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management's judgment in applying these factors. In 2013, based on declining future cash flows expected in one country in the International segment, the Company recognized a non-cash impairment charge to goodwill of \$10.7 million and recognized no goodwill impairment for its Americas segment for the year ended December 31, 2013. The Company recognized no goodwill impairment for the year ended December 31, 2012.

In 2011, the Company utilized the option to assess qualitative factors under ASC 350-20-35 to determine whether it was more likely than not that the fair value of its reporting units was less than their carrying amounts, including goodwill. Based on a qualitative assessment, the Company concluded that no further testing of goodwill for impairment was required for all of the reporting units within its Americas segment. Further testing was required for four of the countries within its International segment.

If further testing of goodwill for impairment is required after assessing qualitative factors, the Company follows the two-step impairment testing approach in accordance with ASC 350-20-35. The first step, used to screen for potential impairment, compares the fair value of the reporting unit with its carrying amount, including goodwill. If applicable, 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. For the year ended December 31, 2011, the Company recognized a non-cash impairment charge to goodwill of \$1.1 million due to a decline in the fair value of one country within the Company's International segment.

The following table presents the changes in the carrying amount of goodwill in each of the Company's reportable segments. The provisions of ASC 350-20-50-1 require the disclosure of cumulative impairment. As a result of the merger, a new basis in goodwill was recorded in accordance with ASC 805-10. All impairments shown in the table below have been recorded subsequent to the merger and, therefore, do not include any pre-merger impairment.

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| <i>(In thousands)</i>           | Americas   | International | Consolidated |
|---------------------------------|------------|---------------|--------------|
| Balance as of December 31, 2011 | \$ 571,932 | \$ 285,261    | \$ 857,193   |
| Foreign currency                | -          | 7,784         | 7,784        |
| Dispositions                    | -          | (2,729)       | (2,729)      |
| Balance as of December 31, 2012 | \$ 571,932 | \$ 290,316    | \$ 862,248   |
| Impairment                      | -          | (10,684)      | (10,684)     |
| Foreign currency                | -          | (974)         | (974)        |
| Dispositions                    | -          | (456)         | (456)        |
| Balance as of December 31, 2013 | \$ 571,932 | \$ 278,202    | \$ 850,134   |

The balance at December 31, 2011 is net of cumulative impairments of \$2.6 billion and \$315.9 million in the Company's Americas and International segments, respectively.

**NOTE 3 – INVESTMENTS**

The Company's most significant investments in nonconsolidated affiliates are listed below:

**Alessi**

The Company owns a 49% interest in Alessi, an Italian outdoor advertising company.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****Buspak**

The Company owns a 50% interest in Buspak, an outdoor advertising company in Hong Kong.

**Summarized Financial Information**

The following table summarizes the Company's investments in nonconsolidated affiliates:

| <i>(In thousands)</i>                    |           | All |         |           |
|--|-----------|-----|---------|-----------|
|  | Buspak    |     | Others  | Total     |
| Balance as of December 31, 2011          | \$ 7,911  | \$  | 3,257   | \$ 11,168 |
| Equity in net earnings (loss)            | 1,558     |     | (715)   | 843       |
| Acquisitions of investments, net         | -         |     | 1,082   | 1,082     |
| Other, net                               | 1,209     |     | 1,831   | 3,040     |
| Foreign currency translation adjustments | (35)      |     | 25      | (10)      |
| Balance as of December 31, 2012          | \$ 10,643 | \$  | 5,480   | \$ 16,123 |
| Equity in net loss                       | (144)     |     | (1,948) | (2,092)   |
| Acquisitions of investments, net         | -         |     | 54      | 54        |
| Other, net                               | -         |     | 1,301   | 1,301     |
| Foreign currency translation adjustments | (4)       |     | 9       | 5         |
| Balance as of December 31, 2013          | \$ 10,495 | \$  | 4,896   | \$ 15,391 |

The investments in the table above are not consolidated, but are accounted for under the equity method of accounting, whereby the Company records its investments in these entities in the balance sheet as "Other assets." The Company's interests in their operations are recorded in the statement of comprehensive loss as "Equity in earnings of nonconsolidated affiliates."

**NOTE 4 – ASSET RETIREMENT OBLIGATION**

The Company's asset retirement obligation is reported in "Other long-term liabilities" with the current portion recorded in "Accrued liabilities" and relates to its obligation to dismantle and remove outdoor advertising displays from leased land and to reclaim the site to its original condition upon the termination or non-renewal of a lease or contract. When the liability is recorded, the cost is capitalized as part of the related long-lived assets' carrying value. Due to the high rate of lease renewals over a long period of time, the calculation assumes that all related assets will be removed at some period over the next 50 years. An estimate of third-party cost information is used with respect to the dismantling of the structures and the reclamation of the site. The interest rate used to calculate the present value of



such costs over the retirement period is based on an estimated risk adjusted credit rate for the same period.

The following table presents the activity related to the Company's asset retirement obligation:

| <i>(In thousands)</i> |   | Years Ended December 31, |           |
|-----------------------|---|--------------------------|-----------|
|                       |   | 2013                     | 2012      |
| Beginning balance     |   | \$ 52,571                | \$ 47,534 |
|                       | Adjustment due to change in estimate of related costs | 808                      | 3,172     |
|                       | Accretion of liability                                | 4,612                    | 4,490     |
|                       | Liabilities settled                                   | (3,159)                  | (2,625)   |
| Ending balance        |   | \$ 54,832                | \$ 52,571 |

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 5 – LONG-TERM DEBT**

Long-term debt at December 31, 2013 and 2012 consisted of the following:

| <i>(In thousands)</i>                                       | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|
| Clear Channel Worldwide Holdings Senior Notes:              |                      |                      |
| 6.5% Series A Senior Notes Due 2022                         | \$ 735,750           | \$ 735,750           |
| 6.5% Series B Senior Notes Due 2022                         | 1,989,250            | 1,989,250            |
| Clear Channel Worldwide Holdings Senior Subordinated Notes: |                      |                      |
| 7.625% Series A Senior Subordinated Notes Due<br>2020       | 275,000              | 275,000              |
| 7.625% Series B Senior Subordinated Notes Due<br>2020       | 1,925,000            | 1,925,000            |
| Senior revolving credit facility due 2018                   | -                    | -                    |
| Other debt  | 17,133               | 27,093               |
| Original issue discount                                     | (6,757)              | (7,298)              |
| Total debt  | 4,935,376            | 4,944,795            |
| Less: current portion                                       | 15,999               | 9,407                |
| Total long-term debt  | \$ 4,919,377         | \$ 4,935,388         |

The aggregate market value of the Company's debt based on market prices for which quotes were available was approximately \$5.1 billion and \$5.1 billion at December 31, 2013 and 2012, respectively. Under the fair value hierarchy established by ASC 820-10-35, the market value of the Company's debt is classified as Level 1.

**CCWH Senior Notes**

At December 31, 2013, the senior notes of the Company's wholly owned subsidiary, Clear Channel Worldwide Holdings, Inc. ("CCWH"), represented \$2.7 billion aggregate principal amount of senior notes, which consisted of \$735.75 million aggregate principal amount of Series A Senior Notes due 2022 (the "Series A CCWH Senior Notes") and \$1,989.25 million aggregate principal amount of Series B CCWH Senior Notes due 2022 (the "Series B CCWH Senior Notes" and, together with the Series A CCWH Senior Notes, the "CCWH Senior Notes"). The CCWH Senior Notes are guaranteed by the Company, Clear Channel Outdoor, Inc. ("CCOI") and certain of the Company's direct and indirect subsidiaries. The proceeds from the issuance of the CCWH Senior Notes were used to fund the repurchase of CCWH's Series A Senior Notes due 2017 and CCWH's Series B Senior Notes due 2017 (collectively, the "Existing CCWH Senior Notes").

The Company capitalized \$30.0 million in fees and expenses associated with the CCWH Senior Notes offering and an original issue discount of \$7.4 million. The Company is amortizing the capitalized fees and discount through interest expense over the life of the CCWH Senior Notes.

The CCWH Senior Notes are senior obligations that rank pari passu in right of payment to all unsubordinated indebtedness of CCWH and the guarantees of the CCWH Senior Notes rank pari passu in right of payment to all unsubordinated indebtedness of the guarantors. Interest on the CCWH Senior Notes is payable to the trustee weekly in arrears and to the noteholders on May 15 and November 15 of each year, which began on May 15, 2013.

At any time prior to November 15, 2017, CCWH may redeem the CCWH Senior Notes, in whole or in part, at a price equal to 100% of the principal amount of the CCWH Senior Notes plus a “make-whole” premium, together with accrued and unpaid interest, if any, to the redemption date. CCWH may redeem the CCWH Senior Notes, in whole or in part, on or after November 15, 2017, at the redemption prices set forth in the applicable indenture governing the CCWH Senior Notes plus accrued and unpaid interest to the redemption date. At any time on or before November 15, 2015, CCWH may elect to redeem up to 40% of the then outstanding aggregate principal amount of the CCWH Senior Notes at a redemption price equal to 106.500% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings, subject to certain restrictions. Notwithstanding the foregoing, neither the Company nor any of its subsidiaries is permitted to make any purchase of, or otherwise effectively cancel or retire any Series A CCWH Senior Notes or Series B CCWH Senior Notes if, after giving effect thereto and, if applicable, any concurrent purchase of or other addition with respect to any Series B CCWH Senior Notes or Series A CCWH

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Senior Notes, as applicable, the ratio of (a) the outstanding aggregate principal amount of the Series A CCWH Senior Notes to (b) the outstanding aggregate principal amount of the Series B CCWH Senior Notes shall be greater than 0.25, subject to certain exceptions.

The indenture governing the Series A CCWH Senior Notes contains covenants that limit the Company and its restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt to persons other than Clear Channel Communications and its subsidiaries (other than the Company) or issue certain preferred stock;
- create liens on its restricted subsidiaries' assets to secure such debt;
- create restrictions on the payment of dividends or other amounts to the Company from its restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets; and
- sell certain assets, including capital stock of its subsidiaries, to persons other than Clear Channel Communications and its subsidiaries (other than Company).

In addition, the indenture governing the Series A CCWH Senior Notes provides that if CCWH (i) makes an optional redemption of the Series B CCWH Senior Notes or purchases or makes an offer to purchase the Series B CCWH Senior Notes at or above 100% of the principal amount thereof, then CCWH shall apply a pro rata amount to make an optional redemption or purchase a pro rata amount of the Series A CCWH Senior Notes or (ii) makes an asset sale offer under the indenture governing the Series B CCWH Senior Notes, then CCWH shall apply a pro rata amount to make an offer to purchase a pro rata amount of Series A CCWH Senior Notes.

The indenture governing the Series A CCWH Senior Notes does not include limitations on dividends, distributions, investments or asset sales.

The indenture governing the Series B CCWH Senior Notes contains covenants that limit the Company and its restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- redeem, repurchase or retire the Company's subordinated debt;
- make certain investments;
- create liens on its or its restricted subsidiaries' assets to secure debt;
- create restrictions on the payment of dividends or other amounts to it from its restricted subsidiaries that are not guarantors of the CCWH Senior Notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of its assets;
- sell certain assets, including capital stock of its subsidiaries;
- designate its subsidiaries as unrestricted subsidiaries; and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

The Series A CCWH Senior Notes indenture and Series B CCWH Senior Notes indenture restrict the Company's ability to incur additional indebtedness but permit the Company to incur additional indebtedness based on an incurrence test. In order to incur (i) additional indebtedness under this test, the Company's debt to adjusted EBITDA ratios (as defined by the indentures) must be lower than 7.0:1 and 5.0:1 for total debt and senior debt, respectively, and (ii) additional indebtedness that is subordinated to the CCWH Senior Notes under this test, the Company's debt to adjusted EBITDA ratios (as defined by the indentures) must not be lower than 7.0:1 for total debt. The indentures contain certain other exceptions that allow the Company to incur additional indebtedness. The Series B CCWH Senior Notes indenture also permits the Company to pay dividends from the proceeds of indebtedness or the proceeds from asset sales if its debt to adjusted EBITDA ratios (as defined by the indentures) are lower than 7.0:1 and 5.0:1 for total debt and senior debt, respectively. The Series A CCWH Senior Notes indenture does not limit the Company's ability to pay dividends. The Series B CCWH Senior Notes indenture contains certain exceptions that allow the Company to pay dividends, including (i) \$525.0 million of dividends made pursuant to general restricted payment baskets and (ii) dividends made using proceeds received upon a demand by the Company of amounts outstanding under the revolving promissory note issued by Clear Channel Communications to the Company.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**CCWH Senior Subordinated Notes**

At December 31, 2013, CCWH had \$275.0 million aggregate principal amount of 7.625% Series A Senior Subordinated Notes due 2020 (the "Series A CCWH Subordinated Notes") and \$1,925.0 million aggregate principal amount of 7.625% Series B Senior Subordinated Notes due 2020 (the Series B CCWH Subordinated Notes" and, together with the Series A CCWH Subordinated Notes, the "CCWH Subordinated Notes"). Interest on the CCWH Subordinated Notes is payable to the trustee weekly in arrears and to the noteholders on March 15 and September 15 of each year, which began on September 15, 2012.

The CCWH Subordinated Notes are CCWH's senior subordinated obligations and are fully and unconditionally guaranteed, jointly and severally, on a senior subordinated basis by the Company, CCOI and certain of the Company's other domestic subsidiaries. The CCWH Subordinated Notes are unsecured senior subordinated obligations that rank junior to all of CCWH's existing and future senior debt, including the CCWH Senior Notes, equally with any of CCWH's existing and future senior subordinated debt and ahead of all of CCWH's existing and future debt that expressly provides that it is subordinated to the CCWH Subordinated Notes. The guarantees of the CCWH Subordinated Notes rank junior to each guarantor's existing and future senior debt, including the CCWH Senior Notes, equally with each guarantor's existing and future senior subordinated debt and ahead of each guarantor's existing and future debt that expressly provides that it is subordinated to the guarantees of the CCWH Subordinated Notes.

At any time prior to March 15, 2015, CCWH may redeem the CCWH Subordinated Notes, in whole or in part, at a price equal to 100% of the principal amount of the CCWH Subordinated Notes plus a "make-whole" premium, together with accrued and unpaid interest, if any, to the redemption date. CCWH may redeem the CCWH Subordinated Notes, in whole or in part, on or after March 15, 2015, at the redemption prices set forth in the applicable indenture governing the CCWH Subordinated Notes plus accrued and unpaid interest to the redemption date. At any time on or before March 15, 2015, CCWH may elect to redeem up to 40% of the then outstanding aggregate principal amount of the CCWH Subordinated Notes at a redemption price equal to 107.625% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net proceeds of one or more equity offerings, subject to certain restrictions. Notwithstanding the foregoing, neither the Company nor any of its subsidiaries is permitted to make any purchase of, or otherwise effectively cancel or retire any Series A CCWH Subordinated Notes or Series B CCWH Subordinated Notes if, after giving effect thereto and, if applicable, any concurrent purchase of or other addition with respect to any Series B CCWH Subordinated Notes or Series A CCWH Subordinated Notes, as applicable, the ratio of (a) the outstanding aggregate principal amount of the Series A CCWH Subordinated Notes to (b) the outstanding aggregate principal amount of the Series B CCWH Subordinated Notes shall be greater than 0.25, subject to certain exceptions.

The Company capitalized \$40.0 million in fees and expenses associated with the CCWH Subordinated Notes offering and are amortizing them through interest expense over the life of the CCWH Subordinated Notes.

The indenture governing the Series A CCWH Subordinated Notes contains covenants that limit the ability of the Company and its restricted subsidiaries to, among other things:

- incur or guarantee additional debt to persons other than Clear Channel and its subsidiaries (other than the Company) or issue certain preferred stock;
- create restrictions on the payment of dividends or other amounts to the Company from its restricted subsidiaries that are not guarantors of the notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of the Company's assets; and
- sell certain assets, including capital stock of the Company's subsidiaries, to persons other than Clear Channel and its subsidiaries (other than the Company).

In addition, the indenture governing the Series A CCWH Subordinated Notes provides that if CCWH (i) makes an optional redemption of the Series B CCWH Subordinated Notes or purchases or makes an offer to purchase the Series B CCWH Subordinated Notes at or above 100% of the principal amount thereof, then CCWH shall apply a pro rata amount to make an optional redemption or purchase a pro rata amount of the Series A CCWH Subordinated Notes or (ii) makes an asset sale offer under the indenture governing the Series B CCWH Subordinated Notes, then CCWH shall apply a pro rata amount to make an offer to purchase a pro rata amount of Series A CCWH Subordinated Notes.

The indenture governing the Series A CCWH Subordinated Notes does not include limitations on dividends, distributions, investments or asset sales.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The indenture governing the Series B CCWH Subordinated Notes contains covenants that limit the ability of the Company and its restricted subsidiaries ability to, among other things:

- incur or guarantee additional debt or issue certain preferred stock;
- make certain investments;
- create restrictions on the payment of dividends or other amounts to the Company from its restricted subsidiaries that are not guarantors of the notes;
- enter into certain transactions with affiliates;
- merge or consolidate with another person, or sell or otherwise dispose of all or substantially all of the Company's assets;
- sell certain assets, including capital stock of the Company's subsidiaries;
- designate the Company's subsidiaries as unrestricted subsidiaries; and
- pay dividends, redeem or repurchase capital stock or make other restricted payments.

The Series A CCWH Subordinated Notes indenture and Series B CCWH Subordinated Notes indenture restrict the Company's ability to incur additional indebtedness but permit the Company to incur additional indebtedness based on an incurrence test. In order to incur additional indebtedness under this test, the Company's debt to adjusted EBITDA ratios (as defined by the indentures) must be lower than 7.0:1. The indentures contain certain other exceptions that allow the Company to incur additional indebtedness. The Series B CCWH Subordinated Notes indenture also permits the Company to pay dividends from the proceeds of indebtedness or the proceeds from asset sales if its debt to adjusted EBITDA ratios (as defined by the indentures) is lower than 7.0:1. The Series A CCWH Senior Subordinated Notes indenture does not limit the Company's ability to pay dividends. The Series B CCWH Subordinated Notes indenture contains certain exceptions that allow the Company to pay dividends, including (i) \$525.0 million of dividends made pursuant to general restricted payment baskets and (ii) dividends made using proceeds received upon a demand by the Company of amounts outstanding under the revolving promissory note issued by Clear Channel Communications to the Company.

With the proceeds of the CCWH Subordinated Notes (net of the initial purchasers' discount of \$33.0 million), CCWH loaned an aggregate amount equal to \$2,167.0 million to CCOI. CCOI paid all other fees and expenses of the offering using cash on hand and, with the proceeds of the loans, made a special cash dividend to the Company, which in turn made a special cash dividend on March 15, 2012 in an amount equal to \$6.0832 per share to its Class A and Class B



stockholders of record at the close of business on March 12, 2012, including Clear Channel Holdings, Inc. (“CC Holdings”) and CC Finco, LLC (“CC Finco”), both wholly-owned subsidiaries of the Company. Of the \$2,170.4 million special cash dividend paid by the Company, an aggregate of \$1,925.7 million was distributed to CC Holdings and CC Finco, with the remaining \$244.7 million distributed to other stockholders. As a result, the Company recorded a reduction of \$244.7 million in “Noncontrolling interest” on the consolidated balance sheet.

### **Senior Revolving Credit Facility Due 2018**

During the third quarter of 2013, the Company entered into a five-year senior secured revolving credit facility with an aggregate principal amount of \$75.0 million. The revolving credit facility may be used for working capital, to issue letters of credit and for other general corporate purposes. At December 31, 2013, there were no amounts outstanding under the revolving credit facility, and \$34.1 million of letters of credit under the revolving credit facility, which reduce availability under the facility.

### **Clear Channel Communications’ Debt Repayments**

On March 15, 2012, using proceeds of a CCOH dividend distributed to CC Holdings and CC Finco, together with cash on hand, Clear Channel Communications repaid indebtedness under its senior secured credit facilities in an aggregate amount equal to \$1,925.7 million. As a result of the prepayment, the revolving credit commitments under Clear Channel Communications’ revolving credit facility were permanently reduced from \$1.9 billion to \$10.0 million and the sub-limit under which certain of the Company’s international subsidiaries may borrow (to the extent that Clear Channel Communications’ has not already borrowed against this capacity) was reduced from \$145.0 million to \$750 thousand. On October 31, 2012, Clear Channel Communications permanently repaid the \$10.0 million revolving credit facility, which included the \$750 thousand sub-limit facility, and all remaining commitments related to the revolving credit facility were cancelled.

In connection with the CCWH Subordinated Notes issuance, Clear Channel Communications used cash on hand to prepay \$170.5 million of additional indebtedness under its senior secured credit facilities in order to remain in compliance with its debt covenants.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

***Other Debt***

Other debt includes various borrowings and capital leases utilized for general operating purposes. Included in the \$17.1 million balance at December 31, 2013 is \$16.0 million that matures in less than one year.

***Debt Covenants***

The Company was in compliance with the covenants contained in the Senior Notes indentures, the Subordinated Notes indentures and the Senior revolving credit facility as of December 31, 2013.

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

Future maturities of long-term debt as of December 31, 2013 are as follows:

|                       |    |           |
|-----------------------|----|-----------|
| <i>(in thousands)</i> |    |           |
| 2014                  | \$ | 15,999    |
| 2015                  |    | 57        |
| 2016                  |    | 64        |
| 2017                  |    | 74        |
| 2018                  |    | 84        |
| Thereafter            |    | 4,925,855 |
| Total <sup>(1)</sup>  | \$ | 4,942,133 |

<sup>(1)</sup> Excludes original issue discount of \$6.8 million, which is amortized through interest expense over the life of the underlying debt obligations.

**NOTE 6 – COMMITMENTS AND CONTINGENCIES**

**Commitments and Contingencies**

The Company accounts for its rentals that include renewal options, annual rent escalation clauses, minimum franchise payments and maintenance related to displays under the guidance in ASC 840.

The Company considers its non-cancelable contracts that enable it to display advertising on buses, bus shelters, trains, etc. to be leases in accordance with the guidance in ASC 840-10. These contracts may contain minimum annual franchise payments which generally escalate each year. The Company accounts for these minimum franchise payments on a straight-line basis. If the rental increases are not scheduled in the lease, such as an increase based on subsequent changes in the index or rate, those rents are considered contingent rentals and are recorded as expense when accruable. Other contracts may contain a variable rent component based on revenue. The Company accounts for these variable components as contingent rentals and records these payments as expense when accruable. No single contract or lease is material to the Company's operations.

The Company accounts for annual rent escalation clauses included in the lease term on a straight-line basis under the guidance in ASC 840-20-25. The Company considers renewal periods in determining its lease terms if at inception of the lease there is reasonable assurance the lease will be renewed. Expenditures for maintenance are charged to operations as incurred, whereas expenditures for renewal and betterments are capitalized.

The Company leases office space, equipment and the majority of the land occupied by its advertising structures under long-term operating leases. The Company accounts for these leases in accordance with the policies described above.

The Company's contracts with municipal bodies or private companies relating to street furniture, billboards, transit and malls generally require the Company to build bus stops, kiosks and other public amenities or advertising structures during the term of the contract. The Company owns these structures and is generally allowed to advertise on them for the remaining term of the contract. Once the Company has built the structure, the cost is capitalized and expensed over the shorter of the economic life of the asset or the remaining life of the contract.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

In addition, the Company has commitments relating to required purchases of property, plant, and equipment under certain street furniture contracts. Certain of the Company's contracts contain penalties for not fulfilling its commitments related to its obligations to build bus stops, kiosks and other public amenities or advertising structures. Historically, any such penalties have not materially impacted the Company's financial position or results of operations.

Certain acquisition agreements include deferred consideration payments based on performance requirements by the seller, typically involving the completion of a development or obtaining appropriate permits that enable the Company to construct additional advertising displays. At December 31, 2013, the Company believes its maximum aggregate contingency, which is subject to performance requirements by the seller, is approximately \$30.0 million. As the contingencies have not been met or resolved as of December 31, 2013, these amounts are not recorded.

As of December 31, 2013, the Company's future minimum rental commitments under non-cancelable operating lease agreements with terms in excess of one year, minimum payments under non-cancelable contracts in excess of one year, capital expenditure commitments and employment contracts consist of the following:

| <i>(In thousands)</i> | Non-Cancelable  |              | Capital     |            |
|-----------------------|-----------------|--------------|-------------|------------|
|                       | Operating Lease | Contracts    | Expenditure | Employment |
|                       |                 |              | Commitments | Contracts  |
| 2014                  | \$ 301,974      | \$ 368,095   | \$ 44,224   | \$ 6,645   |
| 2015                  | 285,230         | 278,113      | 27,007      | 3,434      |
| 2016                  | 226,536         | 224,480      | 14,382      | 940        |
| 2017                  | 193,560         | 193,884      | 2,454       | 83         |
| 2018                  | 161,363         | -            | 152         | -          |
| Thereafter            | 1,002,099       | 539,200      | 23,532      | -          |
| Total                 | \$ 2,170,762    | \$ 1,603,772 | \$ 111,751  | \$ 11,102  |

Rent expense charged to operations for the years ended December 31, 2013, 2012 and 2011 was \$1,017.0 million, \$1,011.2 million and \$1,029.3 million, respectively.

In various areas in which the Company operates, outdoor advertising is the object of restrictive and, in some cases, prohibitive zoning and other regulatory provisions, either enacted or proposed. The impact to the Company of loss of displays due to governmental action has been somewhat mitigated by Federal and state laws mandating compensation for such loss and constitutional restraints.

The Company and its subsidiaries are involved in certain legal proceedings arising in the ordinary course of business and, as required, have accrued an estimate of the probable costs for the resolution of those claims for which the occurrence of loss is probable and the amount can be reasonably estimated. These estimates have been developed in consultation with counsel and are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. It is possible, however, that future results of operations for any particular period could be materially affected by changes in the Company's assumptions or the effectiveness of its strategies related to these proceedings. Additionally, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's financial condition or results of operations.

Although the Company is involved in a variety of legal proceedings in the ordinary course of business, a large portion of its litigation arises in the following contexts: commercial disputes; employment and benefits related claims; governmental fines; and tax disputes.

### **Stockholder Litigation**

Two derivative lawsuits were filed in March 2012 in Delaware Chancery Court by stockholders of ours. The consolidated lawsuits were captioned *In re Clear Channel Outdoor Holdings, Inc. Derivative Litigation, Consolidated Case No. 7315-CS*. The complaints named as defendants certain of Clear Channel Communications' and the Company's current and former directors and Clear Channel Communications, as well as Bain Capital Partners, LLC and Thomas H. Lee Partners, L.P. We also were named as a nominal defendant. The complaints alleged, among other things, that in December 2009 Clear Channel Communications breached fiduciary duties to the Company and its stockholders by allegedly requiring the Company to agree to amend the terms of the Due from CCU Note to extend the maturity date of the Due from CCU Note and to amend the interest rate payable on the Due from CCU Note.

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

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

According to the complaints, the terms of the amended Due from CCU Note were unfair to the Company because, among other things, the interest rate was below market. The complaints further alleged that Clear Channel Communications was unjustly enriched as a result of that transaction. The complaints also alleged that the director defendants breached fiduciary duties to the Company in connection with that transaction and that the transaction constituted corporate waste. On March 28, 2013, to avoid the costs, disruption and distraction of further litigation, and without admitting the validity of any allegations made in the complaint, legal counsel for the defendants entered into a binding memorandum of understanding (the "MOU") with legal counsel for a special litigation committee consisting of the Company's independent directors and the plaintiffs to settle the litigation. On July 8, 2013, the parties executed a Stipulation of Settlement, on terms consistent with the MOU, and presented the Stipulation of Settlement to the Delaware Chancery Court for approval. The Company filed the Stipulation of Settlement with the SEC as an exhibit to its Current Report on Form 8-K filed on July 9, 2013. On September 9, 2013, the Delaware Chancery Court approved the settlement and, on October 9, 2013, the right to appeal expired. On October 19, 2013, in accordance with the terms of the settlement, the Company's board of directors (i) notified Clear Channel Communications of its intent to make a demand for repayment of \$200 million outstanding under the Due from CCU Note on November 8, 2013, (ii) declared a dividend of \$200 million, which was conditioned upon Clear Channel Communications satisfying such demand, and (iii) established a committee of the Company's board of directors for the specific purpose of monitoring the Due from CCU Note. On October 23, 2013, the Company and Clear Channel Communications amended the Due from CCU Note in accordance with the terms of the settlement. The Company announced its intent to make a demand for repayment of \$200 million outstanding under the Due from CCU Note and its declaration of the dividend in its Current Report on Form 8-K filed on October 21, 2013, filed a copy of the amendment to the Due from CCU Note as an exhibit to its Current Report on Form 8-K filed on October 23, 2013 and announced the demand and dividend payment in its Current Report on Form 8-K filed on November 8, 2013.

#### **Los Angeles Litigation**

In 2008, Summit Media, LLC, one of the Company's competitors, sued the City of Los Angeles (the "City"), Clear Channel Outdoor, Inc. and CBS Outdoor in Los Angeles Superior Court (Case No. BS116611) challenging the validity of a settlement agreement that had been entered into in November 2006 among the parties. Pursuant to the settlement agreement, Clear Channel Outdoor, Inc. had taken down existing billboards and converted 83 existing signs from static displays to digital displays pursuant to modernization permits issued through an administrative process of the City. The Los Angeles Superior Court ruled in January 2010 that the settlement agreement constituted an ultra vires act of the City and nullified its existence, but did not invalidate the modernization permits issued to Clear Channel Outdoor, Inc. and CBS. All parties appealed the ruling by the Los Angeles Superior Court to Court of Appeal for the State of California, Second Appellate District, Division 8. On December 10, 2012, the Court of Appeal issued an order upholding the Superior Court's finding that the settlement agreement was ultra vires and remanding the case to the Superior Court for the purpose of invalidating the modernization permits issued to Clear Channel Outdoor, Inc. and CBS for the digital displays that were the subject of the settlement agreement. On January 22, 2013, Clear Channel Outdoor, Inc. filed a petition with the California Supreme Court requesting its review of the matter, and the Supreme Court denied that petition on February 27, 2013. On April 12, 2013, the Los Angeles Superior Court invalidated 82 digital modernization permits issued to Clear Channel Outdoor, Inc. (77 of which displays were operating at the time of the ruling) and 13 issued to CBS and ordered that the companies turn off the electrical power to affected digital displays by the close of business on April 15, 2013. Clear Channel Outdoor, Inc. has complied with

the order. On April 16, 2013, the Court conducted further proceedings during which it held that it was not invalidating two additional digital modernization permits that Clear Channel Outdoor, Inc. had secured through a special zoning plan and confirmed that its April 12 order invalidated only digital modernization permits – no other types of permits the companies may have secured for the signs at issue. Summit Media, LLC filed a further motion requesting that the Court order the demolition of the 82 sign structures on which the now-invalidated digital signs operated, as well as the invalidation of several other permits for traditional signs allegedly issued under the settlement agreement. At a hearing held on November 22, 2013, the Court denied Summit Media, LLC's demolition motion by allowing the 82 sign structures and their LED faces to remain intact, thus allowing Clear Channel Outdoor, Inc. to seek permits under the existing City sign code to either wrap the LED faces with vinyl or convert the LED faces to traditional static signs. The Court further confirmed the invalidation of all permits issued under the settlement agreement. In anticipation of this order, Clear Channel Outdoor, Inc. had removed six static billboard facings solely permitted under the settlement agreement. At a hearing held on January 21, 2014, the Court denied Summit Media, LLC's motion for attorney's fees on the basis that Summit Media, LLC had a substantial financial interest in the outcome of the litigation and, therefore, was not entitled to fees under California's private attorney general statute.

#### **NOTE 7 – GUARANTEES**

As of December 31, 2013, the Company had \$69.4 million in letters of credit outstanding, of which \$33.0 million of letters of credit were cash secured. Additionally, as of December 31, 2013, Clear Channel Communications had outstanding commercial standby letters of credit and surety bonds of \$3.0 million and \$44.2 million, respectively, held on behalf of the Company. These letters of credit and surety bonds relate to various operational matters, including insurance, bid and performance bonds, as well as other items.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Letters of credit in the amount of \$2.0 million are collateral in support of surety bonds and these amounts would only be drawn under the letter of credit in the event the associated surety bonds were funded and the Company did not honor its reimbursement obligation to the issuers.

In addition, as of December 31, 2013, the Company had outstanding bank guarantees of \$57.4 million related to international subsidiaries, of which \$13.3 million were backed by cash collateral.

**NOTE 8 — RELATED PARTY TRANSACTIONS**

The Company records net amounts due to or from Clear Channel Communications as “Due from/to Clear Channel Communications” on the consolidated balance sheets. The accounts represent the revolving promissory note issued by the Company to Clear Channel Communications and the revolving promissory note issued by Clear Channel Communications to the Company in the face amount of \$1.0 billion, or if more or less than such amount, the aggregate unpaid principal amount of all advances. The accounts accrue interest pursuant to the terms of the promissory notes and are generally payable on demand or when they mature on December 15, 2017.

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, the Company maintains collection bank accounts swept daily into accounts of Clear Channel Communications (after satisfying the funding requirements of the Trustee Accounts under the CCWH senior notes and the CCWH Subordinated Notes). In return, Clear Channel Communications funds the Company’s controlled disbursement accounts as checks or electronic payments are presented for payment. The Company’s claim in relation to cash transferred from its concentration account is on an unsecured basis and is limited to the balance of the “Due from Clear Channel Communications” account.

At December 31, 2013 and 2012, the asset recorded in “Due from Clear Channel Communications” on the consolidated balance sheet was \$879.1 million and \$729.2 million, respectively. At December 31, 2013, the fixed interest rate on the “Due from Clear Channel Communications” account was 6.5%, which is equal to the fixed interest rate on the CCWH Senior Notes. The net interest income for the years ended December 31, 2013, 2012 and 2011 was \$54.2 million, \$63.8 million and \$45.5 million, respectively. For so long as Clear Channel Communications maintains significant control over the Company, a deterioration in the financial condition of Clear Channel Communications could have the effect of increasing the Company’s borrowing costs or impairing the Company’s access to capital markets. As of December 31, 2013, Clear Channel Communications had \$708.2 million recorded as “Cash and cash equivalents” on its consolidated balance sheets.



The Company provides advertising space on its billboards for radio stations owned by Clear Channel Communications. For the years ended December 31, 2013, 2012 and 2011, the Company recorded \$2.5 million, \$1.2 million and \$4.1 million in revenue for these advertisements, respectively.

Under the Corporate Services Agreement between Clear Channel Communications and the Company, Clear Channel Communications provides management services to the Company, which include, among other things: (i) treasury, payroll and other financial related services; (ii) certain 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 the Company 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 years ended December 31, 2013, 2012, and 2011, the Company recorded \$35.4 million, \$35.9 million and \$26.4 million as a component of corporate expense for these services, respectively.

Pursuant to the Tax Matters Agreement between Clear Channel Communications and the Company, the operations of the Company are included in a consolidated federal income tax return filed by Clear Channel Communications. The Company's provision for income taxes has been computed on the basis that the Company files separate consolidated federal income tax returns with its subsidiaries. Tax payments are made to Clear Channel Communications on the basis of the Company's separate taxable income. Tax benefits recognized on the Company's employee stock option exercises are retained by the Company.

The Company computes its deferred income tax provision using the liability method in accordance with the provisions of ASC 740-10, as if the Company was a separate taxpayer. Deferred tax assets and liabilities are determined based on differences between financial reporting bases and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. Deferred tax assets are reduced by valuation allowances if the Company believes it is more likely than not some portion or all of the asset will not be realized. The Company's provision for income taxes is further disclosed in Note 9.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Pursuant to the Employee Matters Agreement, the Company's employees participate in Clear Channel Communications' employee benefit plans, including employee medical insurance and a 401(k) retirement benefit plan. These costs are recorded as a component of selling, general and administrative expenses and were approximately \$10.5 million, \$11.5 million and \$12.1 million for the years ended December 31, 2013, 2012 and 2011, respectively.

**Stock Purchases**

On August 9, 2010, Clear Channel Communications announced that its board of directors approved a stock purchase program under which Clear Channel Communications or its subsidiaries may purchase up to an aggregate of \$100 million of the Company's Class A common stock. The stock purchase program does not have a fixed expiration date and may be modified, suspended or terminated at any time at Clear Channel Communications' discretion. During 2011, CC Finco, a subsidiary of Clear Channel Communications, purchased 1,553,971 shares of the Company's Class A common stock through open market purchases for approximately \$16.4 million.

**NOTE 9 — INCOME TAXES**

The operations of the Company are included in a consolidated U.S. federal income tax return filed by Clear Channel Communications for pre-merger periods and CC Media Holdings for the post-merger periods. However, for financial reporting purposes, the Company's provision for income taxes has been computed on the basis that the Company files separate consolidated U.S. federal income tax returns with its subsidiaries.

Significant components of the provision for income tax benefit (expense) are as follows:

| <i>(In thousands)</i>        | Years Ended December 31, |            |             |
|------------------------------|--------------------------|------------|-------------|
|                              | 2013                     | 2012       | 2011        |
| Current - Federal            | \$ (1,470)               | \$ (465)   | \$ (340)    |
| Current - foreign            | (45,327)                 | (47,632)   | (50,285)    |
| Current - state              | 772                      | (2,129)    | 5,936       |
| Total current expense        | (46,025)                 | (50,226)   | (44,689)    |
| Deferred - Federal           | 21,369                   | 119,195    | (8,986)     |
| Deferred - foreign           | 8,278                    | 28,502     | 13,708      |
| Deferred - state             | 1,569                    | 9,618      | (3,329)     |
| Total deferred benefit       | 31,216                   | 157,315    | 1,393       |
| Income tax benefit (expense) | \$ (14,809)              | \$ 107,089 | \$ (43,296) |

For the year ended December 31, 2013 the Company recorded current tax expense of \$46.0 million as compared to \$50.2 million for the 2012 year. The change in current tax was due primarily to reductions in state current tax expense due to the settlement of various examinations during 2013.

For the year ended December 31, 2012 the Company recorded current tax expense of \$50.2 million as compared to \$44.7 million for the 2011 year. The change in current tax was due primarily to reductions in state current tax in 2011 as a result of the settlement of various examinations during the period.

Deferred tax benefits decreased \$126.1 million for the year ended December 31, 2013 compared to 2012, primarily due to a decrease in federal and state losses in 2013.

Deferred tax benefits increased \$155.9 million for the year ended December 31, 2012 compared to 2011, primarily due to an increase in U.S. federal and state tax losses in 2012. In addition, in 2012 the Company recorded tax benefits in certain foreign jurisdictions for net operating losses that it expects to utilize in future periods.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Significant components of the Company's deferred tax liabilities and assets as of December 31, 2013 and 2012 are as follows <sup>(1)</sup>:

| <i>(In thousands)</i>                                   | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|
| Deferred tax liabilities:                               |                      |                      |
| Intangibles and fixed assets                            | \$ 951,405           | \$ 949,507           |
| Equity in earnings                                      | 1,062                | 482                  |
| Other investments                                       | 6,486                | 3,009                |
| Total deferred tax liabilities                          | 958,953              | 952,998              |
| Deferred tax assets:                                    |                      |                      |
| Accrued expenses  | 17,791               | 11,181               |
| Net operating loss carryforwards                        | 458,670              | 422,472              |
| Bad debt reserves                                       | 3,962                | 5,331                |
| Other   | 18,967               | 21,211               |
| Total deferred tax assets                               | 499,390              | 460,195              |
| Less: Valuation allowance                               | 180,284              | 179,807              |
| Net deferred tax assets                                 | 319,106              | 280,388              |
| Net deferred tax liabilities                            | 639,847              | 672,610              |
| Less: current portion of deferred tax asset (liability) | 16,303               | 458                  |
| Long-term net deferred tax liabilities                  | \$ 656,150           | \$ 673,068           |

<sup>(1)</sup> For comparability, the presentation of the balances at December 31, 2012 were adjusted to align to current year presentation of gross foreign deferred taxes and associated valuation allowances on our foreign subsidiaries.

The Company's net foreign deferred tax liabilities were \$16.9 million and \$27.4 million for the periods ended December 31, 2013 and 2012, respectively.

The deferred tax liabilities associated with intangibles and fixed assets primarily relates to the difference in book and tax basis of acquired billboard permits and tax deductible goodwill created from the Company's various stock acquisitions. In accordance with ASC 350-10, Intangibles—Goodwill and Other, the Company does not amortize its book basis in permits. As a result, this deferred tax liability will not reverse over time unless the Company recognizes future impairment charges related to its permits and tax deductible goodwill or sells its permits. As the Company continues to amortize its tax basis in its permits and tax deductible goodwill, the deferred tax liability will increase over time.

At December 31, 2013, the Company had recorded deferred tax assets for net operating loss carryforwards (tax effected) for federal and state income tax purposes of \$287.8 million, expiring in various amounts through 2033. The Company had recorded deferred tax assets for foreign net operating loss carryforwards (tax effected) of approximately \$170.8 million as offset in part by an associated valuation allowance of \$156.8 million. The remaining deferred tax valuation allowance of \$23.5 million offsets other foreign deferred tax assets that are not expected to be realized. Realization of these foreign deferred tax assets is dependent upon the Company's ability to generate future taxable income in appropriate tax jurisdictions to obtain benefits. Due to the Company's evaluation of negative factors including particular negative evidence of cumulative losses in these jurisdictions, the Company continues to record valuation allowances on the foreign deferred tax assets that are not expected to be realized. For its remaining gross deferred tax assets, the Company is relying on its assessment of deferred tax liabilities that will reverse in the same carryforward period and jurisdiction and are of the same character as the net operating loss carryforwards and temporary differences that give rise to the deferred tax assets. Any deferred tax liabilities associated with billboard permits and tax deductible goodwill intangible assets are not relied upon as these intangible assets have an indefinite life.

At December 31, 2013 and 2012, net deferred tax assets include a deferred tax asset of \$15.3 million and \$17.0 million, respectively, relating to stock-based compensation expense under ASC 718-10, *Compensation—Stock Compensation*. Full realization of this deferred tax asset requires stock options to be exercised at a price equaling or exceeding the sum of the grant price plus the fair value of the option at the grant date and restricted stock to vest at a price equaling or exceeding the fair market value at the grant date.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Accordingly, there can be no assurance that the stock price of the Company's Common Stock will rise to levels sufficient to realize the entire deferred tax benefit currently reflected in our balance sheet. See Note 10 for additional discussion of ASC 718-10.

The reconciliation of income tax computed at the U.S. federal statutory tax rates to income tax benefit is:

| <i>(Amounts in thousands)</i>                   | 2013        |         | Years Ended December 31,<br>2012 |         | 2011        |         |
|---|-------------|---------|----------------------------------|---------|-------------|---------|
|   | Amount      | Percent | Amount                           | Percent | Amount      | Percent |
| Income tax benefit (expense) at statutory rates | \$ 3,331    | 35%     | \$ 93,205                        | 35%     | \$ (37,280) | 35%     |
| State income taxes, net of federal tax effect   | 2,342       | 25%     | 7,489                            | 3%      | 2,607       | (2%)    |
| Foreign income taxes                            | (19,777)    | (208%)  | 9,938                            | 3%      | (3,617)     | 3%      |
| Nondeductible items                             | (613)       | (7%)    | (679)                            | 0%      | (550)       | 1%      |
| Tax contingencies                               | (2,488)     | (26%)   | 522                              | 0%      | (2,360)     | 2%      |
| Other, net                                      | 2,396       | 25%     | (3,386)                          | (1%)    | (2,096)     | 2%      |
| Income tax benefit (expense)                    | \$ (14,809) | (156%)  | \$ 107,089                       | 40%     | \$ (43,296) | 41%     |

During 2013, the Company recorded tax expense of approximately \$14.8 million. The 2013 income tax expense and (155.6)% effective tax rate were impacted primarily by the Company's benefits and charges from tax amounts associated with its foreign earnings that are taxed at rates different from the federal statutory rate and an inability to benefit from losses in certain foreign jurisdictions. In addition the Company recorded additional foreign deferred tax expense of \$3.4 million on certain foreign earnings that are expected to be distributed in future periods from its Asia subsidiaries on which foreign withholding and other taxes have not previously been provided. Foreign income before income taxes was approximately \$47.5 million for 2013.

During 2012, the Company recorded tax benefit of approximately \$107.1 million. The 2012 income tax benefit and 40.2% effective tax rate were impacted primarily by the disposition of certain foreign subsidiaries that resulted in financial reporting gains that were not subject to tax in the foreign jurisdictions. In addition, the Company recorded tax benefits in certain foreign jurisdictions for net operating losses that it expects to utilize in future periods. Foreign income before income taxes was approximately \$84.6 million for 2012.

During 2011, the Company recorded tax expense of approximately \$43.3 million. The 2011 income tax expense and 40.6% effective tax rate were impacted primarily by the Company's inability to benefit losses in certain foreign

jurisdictions as well as additional tax expense recorded for interest on uncertain tax positions. The effects of the items mentioned above were partially offset by a reduction in tax expense recorded during 2011 related to the settlement of U.S. Federal and state tax examinations during the year. Foreign income before income taxes was approximately \$94.2 million for 2011.

All tax liabilities owed by the Company are paid by the Company or on behalf of the Company by Clear Channel Communications through an operating account that represents net amounts due to or from Clear Channel Communications.

The Company continues to record interest and penalties related to unrecognized tax benefits in current income tax expense. The total amount of interest accrued at December 31, 2013 and 2012, was \$9.6 million and \$8.0 million, respectively. The total amount of unrecognized tax benefits and accrued interest and penalties at December 31, 2013 and 2012, was \$62.2 million and \$53.8 million, respectively, of which \$42.1 million and \$45.8 million is included in "Other long-term liabilities." Additionally, \$4.1 million is included in "Accrued expenses" on the Company's consolidated balance sheet at December 31, 2013. In addition, \$16.1 million and \$8.1 million of unrecognized tax benefits are recorded net with the Company's deferred tax assets for its net operating losses as opposed to being recorded in "Other long-term liabilities" at December 31, 2013 and 2012, respectively. The total amount of unrecognized tax benefits at December 31, 2013 and 2012 that, if recognized, would impact the effective income tax rate is \$45.4 million and \$38.4 million, respectively.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

| <i>(In thousands)</i>                                | Years Ended December 31, |           |
|--|--------------------------|-----------|
|  | 2013                     | 2012      |
| Unrecognized Tax Benefits                            |                          |           |
| Balance at beginning of period                       | \$ 45,839                | \$ 40,078 |
| Increases for tax position taken in the current year | 9,454                    | 8,349     |
| Increases for tax positions taken in previous years  | 6,124                    | 8,051     |
| Decreases for tax position taken in previous years   | (638)                    | (4,368)   |
| Decreases due to settlements with tax authorities    | (678)                    | (6,271)   |
| Decreases due to lapse of statute of limitations     | (7,482)                  | -         |
| Balance at end of period                             | \$ 52,619                | \$ 45,839 |

Pursuant to the Tax Matters Agreement between Clear Channel Communications and the Company, the operations of the Company are included in a consolidated U.S. federal income tax return filed by Clear Channel Communications. In addition, the Company and its subsidiaries file income tax returns in various state and foreign jurisdictions. During 2013, the Company reversed \$7.9 million in liabilities, inclusive of interest, as a result of the statute of limitations expiring in certain state and foreign jurisdictions. During 2012, the Company settled an examination in the United Kingdom and as a result of the settlement paid approximately \$7.2 million in tax and interest. All federal income tax matters through 2008 are closed and the IRS is currently auditing the Company's 2009 and 2010 periods. Substantially all material state, local, and foreign income tax matters have been concluded for years through 2005.

**NOTE 10 – SHAREHOLDERS' EQUITY**

The Company reports its noncontrolling interests in consolidated subsidiaries as a component of equity separate from the Company's equity. The following table shows the changes in shareholders' equity attributable to the Company and the noncontrolling interests of subsidiaries in which the Company has a majority, but not total ownership interest:

| <i>(In thousands)</i>                                    | Noncontrolling |            |              |
|--|----------------|------------|--------------|
|  | The Company    | Interests  | Consolidated |
| Balances at January 1, 2013                              | \$ 198,155     | \$ 247,934 | \$ 446,089   |
| Net income (loss)  | (48,460)       | 24,134     | (24,326)     |
| Dividends paid   | (200,010)      | -          | (200,010)    |
| Dividends and other payments to noncontrolling interests | -              | (68,441)   | (68,441)     |



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|   |              |            |              |
|---|--------------|------------|--------------|
| Foreign currency translation adjustments                | (7,460)      | (2,194)    | (9,654)      |
| Unrealized holding gain on marketable securities        | 1,187        | -          | 1,187        |
| Other adjustments to comprehensive loss                 | 6,732        | -          | 6,732        |
| Other, net  | 9,350        | 613        | 9,963        |
| Reclassifications                                       | (1,432)      | -          | (1,432)      |
| Balances at December 31, 2013                           | \$ (41,938)  | \$ 202,046 | \$ 160,108   |
| Balances at January 1, 2012                             | \$ 2,508,697 | \$ 231,530 | \$ 2,740,227 |
| Net income (loss)                                       | (183,112)    | 23,902     | (159,210)    |
| Dividends paid  | (2,170,396)  | -          | (2,170,396)  |
| Foreign currency translation adjustments                | 33,782       | 1,703      | 35,485       |
| Unrealized holding gain (loss) on marketable securities | (2,573)      | -          | (2,573)      |
| Other adjustments to comprehensive loss                 | 1,135        | -          | 1,135        |
| Other, net  | 8,577        | (9,201)    | (624)        |
| Reclassifications                                       | 2,045        | -          | 2,045        |
| Balances at December 31, 2012                           | \$ 198,155   | \$ 247,934 | \$ 446,089   |

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****Share-Based Awards***Stock Options*

The Company has granted options to purchase shares of its Class A common stock to employees and directors of the Company and its affiliates under its equity incentive plan at no less than the fair value of the underlying stock on the date of grant. These options are granted for a term not exceeding ten years and are forfeited, except in certain circumstances, in the event the employee or director terminates his or her employment or relationship with the Company or one of its affiliates. These options vest solely on continued service over a period of up to five years. The equity incentive plan contains anti-dilutive provisions that permit an adjustment of the number of shares of the Company's common stock represented by each option for any change in capitalization. The Company determined that the CCOH Dividend discussed in Note 5 was considered a change in capitalization and therefore adjusted outstanding options as of March 15, 2012. No incremental compensation cost was recognized in connection with the adjustment.

The Company accounts for its share-based payments using the fair value recognition provisions of ASC 718-10. The fair value of the options is estimated using a Black-Scholes option-pricing model and amortized straight-line to expense over the vesting period. ASC 718-10 requires the cash flows from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows. The excess tax benefit that is required to be classified as a financing cash inflow after application of ASC 718-10 is not material.

The fair value of each option awarded is estimated on the date of grant using a Black-Scholes option-pricing model. Expected volatilities are based on historical volatility of the Company's stock over the expected life of the options. The expected life of options granted represents the period of time that options granted are expected to be outstanding. The Company uses historical data to estimate option exercise and employee terminations within the valuation model. The Company includes estimated forfeitures in its compensation cost and updates the estimated forfeiture rate through the final vesting date of awards. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods equal to the expected life of the option. The following assumptions were used to calculate the fair value of the Company's options on the date of grant:

|                         | Years Ended December 31, |               |               |
|-------------------------|--------------------------|---------------|---------------|
|                         | 2013                     | 2012          | 2011          |
| Expected volatility     | 55% – 56%                | 54% – 56%     | 57%           |
| Expected life in years  | 6.3                      | 6.3           | 6.3           |
| Risk-free interest rate | 1.05% – 2.19%            | 0.92% – 1.48% | 1.26% – 2.75% |
| Dividend yield          | 0%                       | 0%            | 0%            |

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The following table presents a summary of the Company's stock options outstanding at and stock option activity during the year ended December 31, 2013 ("Price" reflects the weighted average exercise price per share):

*(In thousands, except per share data)*

|                                |                  |                  | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value |
|--------------------------------|------------------|------------------|---|---------------------------------|
| Outstanding, January 1, 2013   | Options<br>8,381 | Price<br>\$ 9.22 |   |                                 |
| Granted <sup>(1)</sup>         | 517              | 7.78             |   |                                 |
| Exercised <sup>(2)</sup>       | (1,088)          | 3.89             |   |                                 |
| Forfeited                      | (226)            | 7.11             |   |                                 |
| Expired                        | (675)            | 13.58            |   |                                 |
| Outstanding, December 31, 2013 | 6,909            | 9.60             | 5.9 years   | \$15,545                        |
| Exercisable                    | 4,264            | 10.90            | 4.7 years   | \$8,581                         |
| Expected to vest               | 2,514            | 7.49             | 7.9 years   | \$6,660                         |

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

(1) The weighted average grant date fair value of the Company's options granted during the years ended December 31, 2013, 2012 and 2011 was \$4.10, \$4.43 and \$8.30 per share, respectively.

(2) Cash received from option exercises during the years ended December 31, 2013, 2012 and 2011 was \$4.2 million, \$6.4 million and \$1.4 million, respectively. The total intrinsic value of the options exercised during the years ended December 31, 2013, 2012 and 2011 was \$5.0 million, \$7.9 million and \$1.5 million, respectively.

A summary of the Company's unvested options at and changes during the year ended December 31, 2013 is presented below:

*(In thousands, except per share data)*

|                             | Options | Weighted Average Grant<br>Date Fair Value |
|-----------------------------|---------|---|
| Unvested, January 1, 2013   | 3,833   | \$ 5.19                                   |
| Granted                     | 517     | 4.10                                      |
| Vested <sup>(1)</sup>       | (1,479) | 4.80                                      |
| Forfeited                   | (226)   | 5.21                                      |
| Unvested, December 31, 2013 | 2,645   | 5.21                                      |

(1) The total fair value of the Company's options vested during the years ended December 31, 2013, 2012 and 2011 was \$7.1 million, \$11.5 million and \$8.2 million, respectively.

***Restricted Stock Awards***

The Company has also granted both restricted stock and restricted stock unit awards to its employees and affiliates under its equity incentive plan. The restricted stock awards represent shares of Class A common stock that hold a legend which restricts their transferability for a term of up to five years. The restricted stock units represent the right to receive shares upon vesting, which is generally over a period of up to five years. Both restricted stock awards and restricted stock units are forfeited, except in certain circumstances, in the event the employee terminates his or her employment or relationship with the Company prior to the lapse of the restriction.

The following table presents a summary of the Company's restricted stock and restricted stock units outstanding at and activity during the year ended December 31, 2013 ("Price" reflects the weighted average share price at the date of grant):

*(In thousands, except per share data)*

Awards                      Price

|                                |       |    |      |
|--------------------------------|-------|----|------|
| Outstanding, January 1, 2013   | 1,085 | \$ | 6.26 |
| Granted                        | 1,105 |    | 7.51 |
| Vested (restriction lapsed)    | (15)  |    | 6.61 |
| Forfeited                      | (283) |    | 7.15 |
| Outstanding, December 31, 2013 | 1,892 |    | 6.83 |

### Share-Based Compensation Cost

The share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the vesting period. Share-based compensation payments are recorded in corporate expenses and were \$7.7 million, \$10.6 million and \$10.9 million, during the years ended December 31, 2013, 2012 and 2011, respectively.

The tax benefit related to the share-based compensation expense for the years ended December 31, 2013, 2012 and 2011 was \$3.0 million, \$4.1 million and \$4.3 million, respectively.

As of December 31, 2013, there was \$17.5 million of unrecognized compensation cost related to unvested share-based compensation arrangements that will vest based on service conditions. This cost is expected to be recognized over a weighted average period of approximately three years. In addition, as of December 31, 2013, there was \$0.6 million of unrecognized compensation cost related to unvested share-based compensation arrangements that will vest based on market, performance and service conditions. This cost will be recognized when it becomes probable that the performance condition will be satisfied.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)***(In thousands, except per share data)*

|  | Years Ended December 31, |              |           |
|--|--------------------------|--------------|-----------|
|  | 2013                     | 2012         | 2011      |
| <b>NUMERATOR:</b>  |                          |              |           |
| Net income (loss) attributable to the Company – common shares                      | \$ (48,460)              | \$ (183,112) | \$ 42,946 |
| Less: Participating securities dividends   | 2,566                    | 8,456        | 2,972     |
| Net income (loss) attributable to the Company per common share – basic and diluted | \$ (51,026)              | \$ (191,568) | \$ 39,974 |
| <b>DENOMINATOR:</b>  |                          |              |           |
| Weighted average common shares outstanding – basic                                 | 357,662                  | 356,915      | 355,907   |
| Effect of dilutive securities:   |                          |              |           |
| Stock options and restricted stock awards <sup>(1)</sup>                           | -                        | -            | 621       |
| Weighted average common shares outstanding – diluted                               | 357,662                  | 356,915      | 356,528   |
| Net income (loss) attributable to the Company per common share:                    |                          |              |           |
| Basic  | \$ (0.14)                | \$ (0.54)    | \$ 0.11   |
| Diluted  | \$ (0.14)                | \$ (0.54)    | \$ 0.11   |

<sup>(1)</sup> 8.8 million, 9.5 million and 6.0 million stock options were outstanding at December 31, 2013, 2012 and 2011, respectively, that were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive.

**NOTE 11 – EMPLOYEE STOCK AND SAVINGS PLANS**

The Company's U.S. employees are eligible to participate in various 401(k) savings and other plans provided by Clear Channel Communications for the purpose of providing retirement benefits for substantially all employees. Under these plans, a Company employee can make pre-tax contributions and the Company will match 50% of the employee's first 5% of pay contributed to the plan. Employees vest in these Company matching contributions based upon their years of service to the Company. Contributions to these plans of \$2.4 million, \$2.4 million and \$2.3 million for the years ended December 31, 2013, 2012 and 2011, respectively, were recorded as a component of operating expenses. The Company suspended the matching contribution as of April 30, 2009 and reinstated the matching contribution effective April 1, 2010 retroactive to January 1, 2010.

In addition, employees in the Company's International segment participate in retirement plans administered by the Company which are not part of the 401(k) savings and other plans sponsored by Clear Channel Communications. Contributions to these plans of \$10.6 million, \$13.8 million and \$12.1 million for the years ended December 31, 2013,

2012 and 2011, respectively, were recorded as a component of operating expenses.

Certain highly compensated executives of the Company are eligible to participate in a non-qualified deferred compensation plan sponsored by Clear Channel Communications, under which such executives were able to make an annual election to defer up to 50% of their annual salary and up to 80% of their bonus before taxes. The Company suspended all salary and bonus deferral and company matching contributions to the deferred compensation plan on January 1, 2010. Matching credits on amounts deferred may be made in the sole discretion of Clear Channel Communications and Clear Channel Communications retains ownership of all assets until distributed. Participants in the plan have the opportunity to allocate their deferrals and any matching credits among different investment options, the performance of which is used to determine the amounts paid to participants under the plan. There is no liability recorded by the Company under this deferred compensation plan as the liability of this plan is that of Clear Channel Communications.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 12 — OTHER INFORMATION**

The following table discloses the components of “Other income (expense)” for the years ended December 31, 2013, 2012 and 2011, respectively:

| <i>(In thousands)</i>              | Years Ended December 31, |          |          |
|------------------------------------|--------------------------|----------|----------|
|                                    | 2013                     | 2012     | 2011     |
| Foreign exchange loss              | \$ 1,674                 | \$ (869) | \$ 796   |
| Other                              | (658)                    | 505      | (1,445)  |
| Total other income (expense) — net | \$ 1,016                 | \$ (364) | \$ (649) |

The following table discloses the components of “Other current assets” as of December 31, 2013 and 2012, respectively:

| <i>(In thousands)</i>      | As of December 31, |           |
|----------------------------|--------------------|-----------|
|                            | 2013               | 2012      |
| Deferred loan costs        | \$ 7,982           | \$ 8,000  |
| Inventory                  | 24,857             | 20,094    |
| Deferred tax asset         | 16,303             | 458       |
| Deposits                   | 3,862              | 4,108     |
| Other receivables          | 5,388              | 4,264     |
| Other                      | 9,941              | 4,188     |
| Total other current assets | \$ 68,333          | \$ 41,112 |

The following table discloses the components of “Other assets” as of December 31, 2013 and 2012, respectively:

| <i>(In thousands)</i> | As of December 31, |            |
|-----------------------|--------------------|------------|
|                       | 2013               | 2012       |
| Prepaid expenses      | \$ 60,667          | \$ 70,586  |
| Deferred loan costs   | 50,038             | 57,696     |
| Deposits              | 24,308             | 22,401     |
| Investments           | 17,420             | 16,886     |
| Other                 | 2,482              | 1,520      |
| Total other assets    | \$ 154,915         | \$ 169,089 |



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The following table discloses the components of “Other current liabilities” as of December 31, 2013 and 2012, respectively:

| <i>(In thousands)</i>              | As of December 31, |           |
|------------------------------------|--------------------|-----------|
|                                    | 2013               | 2012      |
| Redeemable noncontrolling interest | \$ -               | \$ 60,950 |
| Total other current liabilities    | \$ -               | \$ 60,950 |

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The following table discloses the components of “Other long-term liabilities” as of December 31, 2013 and 2012, respectively:

| <i>(In thousands)</i>             | As of December 31, |            |
|-----------------------------------|--------------------|------------|
|                                   | 2013               | 2012       |
| Unrecognized tax benefits         | \$ 42,070          | \$ 45,769  |
| Asset retirement obligation       | 54,832             | 52,571     |
| Employee related liabilities      | 31,617             | 24,265     |
| Deferred rent                     | 92,512             | 86,611     |
| Other                             | 29,136             | 30,616     |
| Total other long-term liabilities | \$ 250,167         | \$ 239,832 |

The following table discloses the components of “Accumulated other comprehensive loss,” net of tax, as of December 31, 2013 and 2012, respectively:

| <i>(In thousands)</i>                                 | As of December 31, |              |
|---|--------------------|--------------|
|   | 2013               | 2012         |
| Cumulative currency translation adjustments and other | \$ (214,801)       | \$ (212,641) |
| Cumulative unrealized gain on securities              | 1,229              | 42           |
| Total accumulated other comprehensive loss            | \$ (213,572)       | \$ (212,599) |

**NOTE 13 – SEGMENT DATA**

The Company has two reportable segments, which it believes best reflect how the Company is currently managed – Americas and International. The Americas segment consists of operations primarily in the United States and Canada, and the International segment primarily includes operations in Europe, Asia, Australia and Latin America. The Americas and International display inventory consists primarily of billboards, street furniture displays and transit displays. Corporate includes infrastructure and support including information technology, human resources, legal, finance and administrative functions of each of the Company’s reportable segments, as well as overall executive, administrative and support functions. Share-based payments are recorded in corporate expenses.

During the first quarter of 2012, the Company recast its segment reporting, as discussed in Note 1. The following table presents the Company’s reportable segment results for the years ended December 31, 2013, 2012 and 2011.

**NOTE 6 – COMMITMENTS AND CONTINGENCIES**



## CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

| Americas<br>(In thousands)                   | International<br>Outdoor Advertising | Corporate<br>and other<br>reconciling<br>items | Consolidated |
|--|--------------------------------------|--|--------------|
| <b>Year Ended December 31, 2013</b>          |                                      |  |              |
| Revenue                                      | \$ 2,045,200                         | \$ -   | \$ 2,946,190 |
| Direct operating expenses                    | 566,669                              | 1,028,059                                      | 1,594,728    |
| Selling, general and administrative expenses | 230,732                              | 322,840  | 543,572      |
| Depreciation and amortization                | 196,597                              | 203,927  | 400,524      |
| Impairment charges                           | -                                    | -  | 13,150       |
| Corporate expenses                           | -                                    | -  | 124,399      |
| Other operating income, net                  | -                                    | -  | 22,979       |
| Operating income (loss)                      | \$ 306,454                           | \$ 100,912                                     | \$ (117,216) |
| Segment assets                               | \$ 6,693,308                         | \$ 2,029,687                                   | \$ 1,036,397 |
| Capital expenditures                         | \$ 188,091                           | \$ 108,548                                     | \$ 8,648     |
| Share-based compensation expense             | -                                    | \$ -   | \$ 7,725     |
| <b>Year Ended December 31, 2012</b>          |                                      |  |              |
| Revenue                                      | \$ 2,929,257                         | \$ -   | \$ 2,946,944 |
| Direct operating expenses                    | 582,340                              | 1,021,152                                      | 1,603,492    |
|  | 211,245                              | 363,417  | 574,662      |

|  |         |           |              |            |
|--|---------|-----------|--------------|------------|
| Selling,<br>general<br>and<br>administrative<br>expenses | 2011    | 2010      | 2009         | 2008       |
| Depreciation<br>and<br>amortization                      | 205,258 | 1,983     | 399,264      |            |
| Impairment<br>charges                                    | -       | -         | 37,651       | 37,651     |
| Corporate<br>expenses                                    | -       | -         | 115,832      | 115,832    |
| Other<br>operating<br>income,<br>net                     | -       | -         | 50,943       | 50,943     |
| Operating<br>income<br>(loss)                            | 293,649 | \$ 77,860 | \$ (104,523) | \$ 266,986 |

|  |           |            |           |            |
|--|-----------|------------|-----------|------------|
| Segment<br>assets                      | 2011      | 2010       | 2009      | 2008       |
| Capital<br>expenditures                | \$ 17,647 | \$ 150,129 | \$ 7,801  | \$ 275,577 |
| Share-based<br>compensation<br>expense | -         | \$ -       | \$ 10,589 | \$ 10,589  |

**Year Ended December 31, 2011**

|  |         |            |              |            |
|--|---------|------------|--------------|------------|
| Revenue  | 2011    | 2010       | 2009         | 2008       |
| Direct<br>operating<br>expenses                          | 566,313 | 1,064,562  | -            | 1,630,875  |
| Selling,<br>general<br>and<br>administrative<br>expenses | 48,989  | 339,043    | -            | 538,032    |
| Depreciation<br>and<br>amortization                      | 211,009 | 219,955    | 1,071        | 432,035    |
| Impairment<br>charges                                    | -       | -          | 7,614        | 7,614      |
| Corporate<br>expenses                                    | -       | -          | 100,971      | 100,971    |
| Other<br>operating<br>income,<br>net                     | -       | -          | 8,591        | 8,591      |
| Operating<br>income<br>(loss)                            | 276,414 | \$ 127,589 | \$ (101,065) | \$ 302,938 |

|              |            |              |              |              |
|--------------|------------|--------------|--------------|--------------|
| Segment      |            |              |              |              |
| assets       | \$ 886,098 | \$ 2,166,173 | \$ 1,035,914 | \$ 7,088,185 |
| Capital      |            |              |              |              |
| expenditures | \$ 12,565  | \$ 166,044   | \$ 4,194     | \$ 292,743   |
| Share-based  |            |              |              |              |
| compensation |            |              |              |              |
| expense      | -          | \$ -         | \$ 10,913    | \$ 10,913    |

Revenue of \$1.7 billion, \$1.7 billion and \$1.8 billion derived from the Company's foreign operations are included in the data above for the years ended December 31, 2013, 2012 and 2011, respectively. Revenue of \$1.2 billion, derived from the Company's U.S. operations are included in the data above for each of the years ended December 31, 2013, 2012 and 2011.

Identifiable long-lived assets of \$759.3 million, \$803.7 million and \$796.3 million derived from the Company's foreign operations are included in the data above for the years ended December 31, 2013, 2012 and 2011, respectively. Identifiable long-lived assets of \$1.3 billion, \$1.4 billion and \$1.5 billion derived from the Company's U.S. operations are included in the data above for the years ended December 31, 2013, 2012 and 2011, respectively.

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 14 — QUARTERLY RESULTS OF OPERATIONS (Unaudited)***(In thousands, except per share data)*

|  | Three Months Ended |            | Three Months Ended |            | Three Months Ended |            | Three Months Ended |            |
|--|--------------------|------------|--------------------|------------|--------------------|------------|--------------------|------------|
|  | March 31,          |            | June 30,           |            | September 30,      |            | December 31,       |            |
|  | 2013               | 2012       | 2013               | 2012       | 2013               | 2012       | 2013               | 2012       |
| Revenue  | \$ 650,210         | \$ 651,283 | \$ 766,871         | \$ 761,326 | \$ 723,013         | \$ 731,141 | \$ 806,096         | \$ 803,194 |
| Operating expenses:                                      |                    |            |                    |            |                    |            |                    |            |
| Direct operating expenses                                | 386,191            | 391,718    | 399,558            | 405,314    | 396,094            | 390,639    | 412,885            | 415,821    |
| Selling, general and administrative expenses             | 139,561            | 152,343    | 133,020            | 131,752    | 131,437            | 136,582    | 139,554            | 153,985    |
| Corporate expenses                                       | 27,824             | 27,451     | 33,892             | 29,952     | 29,719             | 28,820     | 32,964             | 29,609     |
| Depreciation and amortization                            | 100,327            | 92,337     | 97,566             | 99,668     | 98,344             | 100,352    | 106,933            | 106,907    |
| Impairment charges                                       | -                  | -          | -                  | -          | -                  | -          | 13,150             | 37,651     |
| Other operating income, net                              | 2,103              | 4,003      | 3,697              | 2,746      | 6,604              | 42,397     | 10,575             | 1,797      |
| Operating income (loss)                                  | (1,590)            | (8,563)    | 106,532            | 97,386     | 74,023             | 117,145    | 111,185            | 61,018     |
| Interest expense   | 88,093             | 67,831     | 88,063             | 102,953    | 87,969             | 102,612    | 88,658             | 100,480    |
| Interest income on Due from Clear Channel Communications | 11,920             | 15,980     | 12,496             | 16,089     | 14,940             | 16,913     | 14,854             | 14,779     |
| Loss on marketable                                       | -                  | -          | -                  | -          | (18)               | -          | -                  | (2,578)    |

|                    |             |             |          |            |          |           |           |              |  |
|--------------------|-------------|-------------|----------|------------|----------|-----------|-----------|--------------|--|
| securities         |             |             |          |            |          |           |           |              |  |
| Equity in earnings |             |             |          |            |          |           |           |              |  |
| (loss) of          |             |             |          |            |          |           |           |              |  |
| nonconsolidated    |             |             |          |            |          |           |           |              |  |
| affiliates         | (485)       | 421         | 169      | (157)      | (645)    | (234)     | (1,131)   | 813          |  |
| Loss on            |             |             |          |            |          |           |           |              |  |
| extinguishment of  |             |             |          |            |          |           |           |              |  |
| debt               | -           | -           | -        | -          | -        | -         | -         | (221,071)    |  |
| Other income       |             |             |          |            |          |           |           |              |  |
| (expense), net     | (907)       | (494)       | (310)    | (1,631)    | 1,445    | 1,825     | 788       | (64)         |  |
| Income (loss)      |             |             |          |            |          |           |           |              |  |
| before income      |             |             |          |            |          |           |           |              |  |
| taxes              | (79,155)    | (60,487)    | 30,824   | 8,734      | 1,776    | 33,037    | 37,038    | (247,583)    |  |
| Income tax         |             |             |          |            | 10,214   |           |           |              |  |
| benefit (expense)  | 5,006       | 15,294      | (12,094) | (8,082)    |          | (8,212)   | (17,935)  | 108,089      |  |
| Consolidated net   |             |             |          |            | 11,990   |           |           |              |  |
| income (loss)      | (74,149)    | (45,193)    | 18,730   | 652        |          | 24,825    | 19,103    | (139,494)    |  |
| Less amount        |             |             |          |            |          |           |           |              |  |
| attributable to    |             |             |          |            |          |           |           |              |  |
| noncontrolling     |             |             |          |            |          |           |           |              |  |
| interest           | 129         | (1,323)     | 9,822    | 8,768      | 7,772    | 7,541     | 6,411     | 8,916        |  |
| Net income (loss)  |             |             |          |            |          |           |           |              |  |
| attributable       |             |             |          |            |          |           |           |              |  |
| to the Company     | \$ (74,278) | \$ (43,870) | \$ 8,908 | \$ (8,116) | \$ 4,218 | \$ 17,284 | \$ 12,692 | \$ (148,410) |  |
| Net income (loss)  |             |             |          |            |          |           |           |              |  |
| per common         |             |             |          |            |          |           |           |              |  |
| share:             |             |             |          |            |          |           |           |              |  |
| Basic              | \$ (0.22)   | \$ (0.14)   | \$ 0.02  | \$ (0.02)  | \$ 0.01  | \$ 0.05   | \$ 0.04   | \$ (0.42)    |  |
| Diluted            | \$ (0.22)   | \$ (0.14)   | \$ 0.02  | \$ (0.02)  | \$ 0.01  | \$ 0.05   | \$ 0.04   | \$ (0.42)    |  |



**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 15 – GUARANTOR SUBSIDIARIES**

The Company and certain of the Company's direct and indirect wholly-owned domestic subsidiaries (the "Guarantor Subsidiaries") fully and unconditionally guarantee on a joint and several basis certain of the outstanding indebtedness of CCWH (the "Subsidiary Issuer"). The following consolidating schedules present financial information on a combined basis in conformity with the SEC's Regulation S-X Rule 3-10(d):

| <i>(In thousands)</i>                    | December 31, 2013   |                      |                           |                               |                       |                     |
|--|---------------------|----------------------|---------------------------|-------------------------------|-----------------------|---------------------|
|  | Parent<br>Company   | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations          | Consolidated        |
| Cash and cash equivalents                | \$ 83,185           | \$ -                 | \$ 5,885                  | \$ 225,475                    | \$ -                  | \$ 314,545          |
| Accounts receivable, net of allowance    | -                   | -                    | 208,029                   | 504,106                       | -                     | 712,135             |
| Intercompany receivables                 | -                   | 186,659              | 1,592,228                 | -                             | (1,778,887)           | -                   |
| Prepaid expenses                         | 1,390               | -                    | 71,730                    | 70,295                        | -                     | 143,415             |
| Other current assets                     | 3                   | 6,850                | 20,333                    | 41,147                        | -                     | 68,333              |
| <b>Total Current Assets</b>              | <b>84,578</b>       | <b>193,509</b>       | <b>1,898,205</b>          | <b>841,023</b>                | <b>(1,778,887)</b>    | <b>1,238,428</b>    |
| Structures, net                          | -                   | -                    | 1,142,094                 | 623,416                       | -                     | 1,765,510           |
| Other property, plant and equipment, net | -                   | -                    | 178,149                   | 137,439                       | -                     | 315,588             |
| Indefinite-lived intangibles             | -                   | -                    | 1,055,728                 | 12,055                        | -                     | 1,067,783           |
| Other intangibles, net                   | -                   | -                    | 344,178                   | 143,748                       | -                     | 487,926             |
| Goodwill                                 | -                   | -                    | 571,932                   | 278,202                       | -                     | 850,134             |
| Due from Clear Channel Communications    | 879,108             | -                    | -                         | -                             | -                     | 879,108             |
| Intercompany notes receivable            | 182,026             | 5,002,517            | -                         | -                             | (5,184,543)           | -                   |
| Other assets                             | 408,083             | 871,363              | 1,373,504                 | 61,626                        | (2,559,661)           | 154,915             |
| <b>Total Assets</b>                      | <b>\$ 1,553,795</b> | <b>\$ 6,067,389</b>  | <b>\$ 6,563,790</b>       | <b>\$ 2,097,509</b>           | <b>\$ (9,523,091)</b> | <b>\$ 6,759,392</b> |
| Accounts payable                         | \$ -                | \$ -                 | \$ 11,742                 | \$ 74,140                     | \$ -                  | \$ 85,882           |
| Intercompany payable                     | 1,586,370           | -                    | 186,659                   | 5,858                         | (1,778,887)           | -                   |
| Accrued expenses                         | 725                 | 1,342                | 105,909                   | 455,790                       | -                     | 563,766             |
| Deferred income                          | -                   | -                    | 42,591                    | 65,352                        | -                     | 107,943             |

**NOTE 6 – COMMITMENTS AND CONTINGENCIES**

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|   |           |           |           |           |             |           |
|---|-----------|-----------|-----------|-----------|-------------|-----------|
| Current portion of long-term debt                 | -         | -         | 47        | 15,952    | -           | 15,999    |
| <b>Total Current Liabilities</b>                  | 1,587,095 | 1,342     | 346,948   | 617,092   | (1,778,887) | 773,590   |
| Long-term debt                                    | -         | 4,918,243 | 1,134     | -         | -           | 4,919,377 |
| Intercompany notes payable                        | -         | -         | 5,025,497 | 159,046   | (5,184,543) | -         |
| Deferred tax liability                            | 175       | 85        | 638,141   | 17,749    | -           | 656,150   |
| Other long-term liabilities                       | -         | -         | 143,925   | 106,242   | -           | 250,167   |
| Total shareholders' equity                        | (33,475)  | 1,147,719 | 408,145   | 1,197,380 | (2,559,661) | 160,108   |
| <b>Total Liabilities and Shareholders' Equity</b> | 1,553,795 | 6,067,389 | 6,563,790 | 2,097,509 | (9,523,091) | 6,759,392 |
|   | \$        | \$        | \$        | \$        | \$          | \$        |
|   |           |           | 88        |           |             |           |

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)***(In thousands)*

|  | December 31, 2012 |                      |                           |                               |                |              |
|--|-------------------|----------------------|---------------------------|-------------------------------|----------------|--------------|
|  | Parent<br>Company | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations   | Consolidated |
| Cash and cash equivalents                | \$ 207,411        | \$ -                 | \$ -                      | \$ 359,361                    | \$ (4,793)     | \$ 561,979   |
| Accounts receivable, net of allowance    | -                 | -                    | 258,727                   | 495,931                       | -              | 754,658      |
| Intercompany receivables                 | -                 | -                    | 1,407,392                 | -                             | (1,407,392)    | -            |
| Prepaid expenses                         | 2,109             | -                    | 70,822                    | 78,666                        | -              | 151,597      |
| Other current assets                     | 9                 | 6,850                | 4,231                     | 30,022                        | -              | 41,112       |
| <b>Total Current Assets</b>              | 209,529           | 6,850                | 1,741,172                 | 963,980                       | (1,412,185)    | 1,509,346    |
| Structures, net                          | -                 | -                    | 1,231,465                 | 659,228                       | -              | 1,890,693    |
| Other property, plant and equipment, net | -                 | -                    | 170,741                   | 146,310                       | -              | 317,051      |
| Indefinite-lived intangibles             | -                 | -                    | 1,055,168                 | 15,552                        | -              | 1,070,720    |
| Other intangibles, net                   | -                 | -                    | 359,460                   | 198,018                       | -              | 557,478      |
| Goodwill                                 | -                 | -                    | 571,933                   | 290,315                       | -              | 862,248      |
| Due from Clear Channel Communications    | 729,157           | -                    | -                         | -                             | -              | 729,157      |
| Intercompany notes receivable            | 182,026           | 5,129,823            | -                         | -                             | (5,311,849)    | -            |
| Other assets                             | 457,872           | 883,895              | 1,389,289                 | 62,271                        | (2,624,238)    | 169,089      |
| <b>Total Assets</b>                      | \$ 1,578,584      | \$ 6,020,568         | \$ 6,519,228              | \$ 2,335,674                  | \$ (9,348,272) | \$ 7,105,782 |
| Accounts payable                         | \$ -              | \$ -                 | \$ 13,891                 | \$ 86,417                     | \$ (4,793)     | \$ 95,515    |
| Intercompany payable                     | 1,373,828         | 15,730               | -                         | 17,834                        | (1,407,392)    | -            |
| Accrued expenses                         | 394               | (73,766)             | 173,024                   | 438,847                       | -              | 538,499      |
| Deferred income                          | -                 | -                    | 50,153                    | 56,881                        | -              | 107,034      |
| Other current liabilities                | -                 | -                    | -                         | 60,950                        | -              | 60,950       |
| Current portion of long-term debt        | -                 | -                    | 41                        | 9,366                         | -              | 9,407        |
| <b>Total Current Liabilities</b>         | 1,374,222         | (58,036)             | 237,109                   | 670,295                       | (1,412,185)    | 811,405      |
| Long-term debt                           | -                 | 4,917,702            | 1,182                     | 16,504                        | -              | 4,935,388    |

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|  |              |              |              |              |                |              |
|--|--------------|--------------|--------------|--------------|----------------|--------------|
| Intercompany notes payable                 | 6,042        | -            | 5,036,422    | 269,385      | (5,311,849)    | -            |
| Deferred tax liability                     | 226          | 85           | 644,521      | 28,236       | -              | 673,068      |
| Other long-term liabilities                | -            | -            | 142,061      | 97,771       | -              | 239,832      |
| Total shareholders' equity                 | 198,094      | 1,160,817    | 457,933      | 1,253,483    | (2,624,238)    | 446,089      |
| <b>Total Liabilities and Shareholders'</b> |              |              |              |              |                |              |
| <b>Equity</b>                              | \$ 1,578,584 | \$ 6,020,568 | \$ 6,519,228 | \$ 2,335,674 | \$ (9,348,272) | \$ 7,105,782 |
|  |              |              | 89           |              |                |              |

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

| <i>(In thousands)</i>                        | Year Ended December 31, 2013 |                      |  |  |              |                           |
|--|------------------------------|----------------------|--|--|--------------|---------------------------|
|  | Parent<br>Company            | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries<br>1,197,261 | Non-Guarantor<br>Subsidiaries<br>1,748,929 | Eliminations | Consolidated<br>2,946,190 |
| Revenue                                      | \$ -                         | \$ -                 | \$ -                                   | \$ -                                       | \$ -         | \$ -                      |
| Operating expenses:                          |                              |                      |  |  |              |                           |
| Direct operating expenses                    | -                            | -                    | 506,200                                | 1,088,528                                  | -            | 1,594,728                 |
| Selling, general and administrative expenses | -                            | -                    | 205,240                                | 338,332                                    | -            | 543,572                   |
| Corporate expenses                           | 13,057                       | 3                    | 64,987                                 | 46,352                                     | -            | 124,399                   |
| Depreciation and amortization                | -                            | -                    | 194,793                                | 208,377                                    | -            | 403,170                   |
| Impairment charge                            | -                            | -                    | -                                      | 13,150                                     | -            | 13,150                    |
| Other operating income (expense), net        | (494)                        | -                    | 28,129                                 | (4,656)                                    | -            | 22,979                    |
| Operating income (loss)                      | (13,551)                     | (3)                  | 254,170                                | 49,534                                     | -            | 290,150                   |
| Interest (income) expense, net               | (143)                        | 353,189              | 993                                    | (1,256)                                    | -            | 352,783                   |
| Interest income on Due from Clear Channel    |                              |                      |  |  |              |                           |
| Communications                               | 54,210                       | -                    | -                                      | -  | -            | 54,210                    |
| Intercompany interest income                 | 15,112                       | 341,612              | 54,857                                 | -  | (411,581)    | -                         |
| Intercompany interest expense                | 54,436                       | -                    | 356,724                                | 421  | (411,581)    | -                         |
| Loss on marketable securities                | -                            | -                    | -                                      | (18)                                       | -            | (18)                      |
| Equity in loss of nonconsolidated affiliates | (50,279)                     | (12,274)             | (12,216)                               | (3,588)                                    | 76,265       | (2,092)                   |
| Other income (expense), net                  | 1,432                        | -                    | (9,760)                                | 9,344                                      | -            | 1,016                     |
| Income (loss) before income taxes            | (47,369)                     | (23,854)             | (70,666)                               | 56,107                                     | 76,265       | (9,517)                   |
| Income tax benefit (expense)                 | (1,091)                      | 4,184                | 20,387                                 | (38,289)                                   | -            | (14,809)                  |
| Consolidated net income (loss)               | (48,460)                     | (19,670)             | (50,279)                               | 17,818                                     | 76,265       | (24,326)                  |

|   |             |             |             |            |           |             |  |
|---|-------------|-------------|-------------|------------|-----------|-------------|--|
| Less amount attributable to   |             |             |             |            |           |             |  |
| noncontrolling interest   | -           | -           | -           | 24,134     | -         | 24,134      |  |
| Net loss attributable to the Company  | \$ (48,460) | \$ (19,670) | \$ (50,279) | \$ (6,316) | \$ 76,265 | \$ (48,460) |  |
| Other comprehensive (loss), net of tax:   |             |             |             |            |           |             |  |
| Foreign currency translation adjustments  | (31)        | (20)        | (7,214)     | (2,389)    | -         | (9,654)     |  |
| Unrealized holding gain on marketable securities  | -           | -           | -           | 1,187      | -         | 1,187       |  |
| Other adjustments to comprehensive loss   | -           | -           | -           | 6,732      | -         | 6,732       |  |
| Reclassification adjustment for realized loss on marketable securities included in consolidated net income (loss) Equity in subsidiary comprehensive income | (1,432)     | -           | -           | -          | -         | (1,432)     |  |
| Comprehensive loss  | 490         | 9,159       | 7,704       | -          | (17,353)  | -           |  |
| Less amount attributable to   | (49,433)    | (10,531)    | (49,789)    | (786)      | 58,912    | (51,627)    |  |
| noncontrolling interest   | -           | -           | -           | (2,194)    | -         | (2,194)     |  |
| Comprehensive income (loss) attributable to the Company   | \$ (49,433) | \$ (10,531) | \$ (49,789) | \$ 1,408   | \$ 58,912 | \$ (49,433) |  |

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)***(In thousands)*

|   | Year Ended December 31, 2012 |                      |  |  |              |                           |
|---|------------------------------|----------------------|--|--|--------------|---------------------------|
|   | Parent<br>Company            | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries<br>1,187,641 | Non-Guarantor<br>Subsidiaries<br>1,759,303 | Eliminations | Consolidated<br>2,946,944 |
| Revenue   | \$ -                         | \$ -                 | \$ -                                   | \$ -                                       | \$ -         | \$ -                      |
| Operating expenses:                                     |                              |                      |  |  |              |                           |
| Direct operating expenses                               | -                            | -                    | 521,426                                | 1,082,066                                  | -            | 1,603,492                 |
| Selling, general and administrative expenses            | -                            | -                    | 196,254                                | 378,408                                    | -            | 574,662                   |
| Corporate expenses                                      | 12,794                       | -                    | 64,257                                 | 38,781                                     | -            | 115,832                   |
| Depreciation and amortization                           | -                            | -                    | 189,525                                | 209,739                                    | -            | 399,264                   |
| Impairment charge                                       | -                            | -                    | 37,651                                 | -  | -            | 37,651                    |
| Other operating income (expense), net                   | (487)                        | -                    | 12,086                                 | 39,344                                     | -            | 50,943                    |
| Operating income (loss)                                 | (13,281)                     | -                    | 190,614                                | 89,653                                     | -            | 266,986                   |
| Interest (income) expense, net                          | (381)                        | 366,746              | 7,729                                  | (218)                                      | -            | 373,876                   |
| Interest income on due with Clear Channel               |                              |                      |  |  |              |                           |
| Communications  | 63,761                       | -                    | -                                      | -  | -            | 63,761                    |
| Intercompany interest income                            | 14,421                       | 350,870              | 63,761                                 | 539  | (429,591)    | -                         |
| Intercompany interest expense                           | 64,225                       | -                    | 364,730                                | 636  | (429,591)    | -                         |
| Loss on marketable securities                           | -                            | -                    | -                                      | (2,578)                                    | -            | (2,578)                   |
| Loss on extinguishment of debt                          | -                            | (182,062)            | (39,009)                               | -  | -            | (221,071)                 |
| Equity in earnings (loss) of nonconsolidated affiliates | (183,774)                    | 46,643               | (75,629)                               | (398)                                      | 214,001      | 843                       |
| Other income (expense), net                             | -                            | (301)                | (3,146)                                | 3,083                                      | -            | (364)                     |
| Income (loss) before income taxes                       | (182,717)                    | (151,596)            | (235,868)                              | 89,881                                     | 214,001      | (266,299)                 |

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|   |              |             |              |           |            |              |
|---|--------------|-------------|--------------|-----------|------------|--------------|
| Income tax benefit (expense)  | (395)        | 69,697      | 52,094       | (14,307)  | -          | 107,089      |
| Consolidated net income (loss)  | (183,112)    | (81,899)    | (183,774)    | 75,574    | 214,001    | (159,210)    |
| Less amount attributable to   |              |             |              |           |            |              |
| noncontrolling interest   | -            | -           | -            | 23,902    | -          | 23,902       |
| Net income (loss) attributable to the   |              |             |              |           |            |              |
| Company   | \$ (183,112) | \$ (81,899) | \$ (183,774) | \$ 51,672 | \$ 214,001 | \$ (183,112) |
| Other comprehensive income (loss), net of tax   |              |             |              |           |            |              |
| Foreign currency translation adjustments  | 1,463        | 4           | 1,994        | 32,024    | -          | 35,485       |
| Unrealized loss on marketable securities  | -            | -           | -            | (2,573)   | -          | (2,573)      |
| Other adjustments to comprehensive income   | -            | -           | -            | 1,135     | -          | 1,135        |
| Reclassification adjustment for realized loss on marketable securities included in consolidated net income (loss) | -            | -           | (534)        | 2,579     | -          | 2,045        |
| Equity in subsidiary comprehensive income (loss)  | 32,926       | 9,101       | 31,464       | -         | (73,491)   | -            |
| Comprehensive income (loss)   | (148,723)    | (72,794)    | (150,850)    | 84,837    | 140,510    | (147,020)    |
| Less amount attributable to   |              |             |              |           |            |              |
| noncontrolling interest   | -            | -           | (2)          | 1,705     | -          | 1,703        |
| Comprehensive income (loss) attributable  |              |             |              |           |            |              |
| to the Company  | \$ (148,723) | \$ (72,794) | \$ (150,848) | \$ 83,132 | \$ 140,510 | \$ (148,723) |





**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)***(In thousands)*

|  | Parent<br>Company | Subsidiary<br>Issuer | Year Ended December 31, 2011           |  | Eliminations | Consolidated |
|--|-------------------|----------------------|--|--|--------------|--------------|
|  |                   |                      | Guarantor<br>Subsidiaries<br>1,161,584 | Non-Guarantor<br>Subsidiaries<br>1,842,290 |              |              |
| Revenue  | \$ -              | \$ -                 | \$ -                                   | \$ -                                       | \$ -         | \$ 3,003,874 |
| Operating expenses:                              |                   |                      |  |  |              |              |
| Direct operating expenses                        | -                 | -                    | 503,570                                | 1,127,305                                  | -            | 1,630,875    |
| Selling, general and administrative expenses     | -                 | -                    | 184,428                                | 353,604                                    | -            | 538,032      |
| Corporate expenses                               | 11,913            | -                    | 54,980                                 | 34,078                                     | -            | 100,971      |
| Depreciation and amortization                    | -                 | -                    | 207,416                                | 224,619                                    | -            | 432,035      |
| Impairment charge                                | -                 | -                    | 6,468                                  | 1,146                                      | -            | 7,614        |
| Other operating income (expense), net            | -                 | -                    | 9,326                                  | (735)                                      | -            | 8,591        |
| Operating income (loss)                          | (11,913)          | -                    | 214,048                                | 100,803                                    | -            | 302,938      |
| Interest expense, net                            | 35                | 231,251              | 6,688                                  | 4,461                                      | -            | 242,435      |
| Interest income on due with Clear Channel        |                   |                      |  |  |              |              |
| Communications                                   | 45,459            | -                    | -                                      | -  | -            | 45,459       |
| Intercompany interest income                     | 14,008            | 231,606              | 45,459                                 | 981  | (292,054)    | -            |
| Intercompany interest expense                    | 45,951            | -                    | 245,537                                | 566  | (292,054)    | -            |
| Loss on marketable securities                    | -                 | -                    | -                                      | (4,827)                                    | -            | (4,827)      |
| Equity in earnings of nonconsolidated affiliates | 41,964            | 33,104               | 39,556                                 | 5,704                                      | (114,299)    | 6,029        |
| Other income (expense), net                      | -                 | (374)                | 257                                    | (532)                                      | -            | (649)        |
| Income (loss) before income taxes                | 43,532            | 33,085               | 47,095                                 | 97,102                                     | (114,299)    | 106,515      |
| Income tax expense                               | (586)             | (1,004)              | (5,131)                                | (36,575)                                   | -            | (43,296)     |
| Consolidated net income                          | 42,946            | 32,081               | 41,964                                 | 60,527                                     | (114,299)    | 63,219       |
|  | -                 | -                    | -                                      | 20,273                                     | -            | 20,273       |

|  |           |           |           |           |              |           |
|--|-----------|-----------|-----------|-----------|--------------|-----------|
| Less amount attributable to  |           |           |           |           |              |           |
| noncontrolling interest  |           |           |           |           |              |           |
| Net income attributable to the Company                                 | \$ 42,946 | \$ 32,081 | \$ 41,964 | \$ 40,254 | \$ (114,299) | \$ 42,946 |
| Other comprehensive income, net of tax:                                |           |           |           |           |              |           |
| Foreign currency translation adjustments                               | -         | -         | 1,048     | (30,849)  | -            | (29,801)  |
| Unrealized holding loss on marketable securities                       | -         | -         | (4,834)   | -         | -            | (4,834)   |
| Other adjustments to comprehensive income                              | -         | -         | (1,361)   | -         | -            | (1,361)   |
| Reclassification adjustment for realized loss on marketable securities |           |           |           |           |              |           |
| included in consolidated net income                                    | -         | -         | 5,148     | -         | -            | 5,148     |
| Equity in subsidiary comprehensive income                              | (39,766)  | (26,382)  | (39,766)  | -         | 105,914      | -         |
| Comprehensive income   | 3,180     | 5,699     | 2,199     | 9,405     | (8,385)      | 12,098    |
| Less amount attributable to  |           |           |           |           |              |           |
| noncontrolling interest  | -         | (1)       | 1         | 8,918     | -            | 8,918     |
| Comprehensive income attributable to the Company                       | \$ 3,180  | \$ 5,700  | \$ 2,198  | \$ 487    | \$ (8,385)   | \$ 3,180  |

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)***(In thousands)*

|   | Year Ended December 31, 2013 |                      |                           |                               |              |              |
|---|------------------------------|----------------------|---------------------------|-------------------------------|--------------|--------------|
|   | Parent<br>Company            | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
| <b>Cash flows from operating activities:</b>  |                              |                      |                           |                               |              |              |
| Consolidated net income (loss)  | \$ (48,460)                  | \$ (19,670)          | \$ (50,279)               | \$ 17,818                     | \$ 76,265    | \$ (24,326)  |
| Reconciling items:  |                              |                      |                           |                               |              |              |
| Impairment charges  | -                            | -                    | -                         | 13,150                        | -            | 13,150       |
| Depreciation and amortization   | -                            | -                    | 194,793                   | 208,377                       | -            | 403,170      |
| Deferred taxes  | (51)                         | -                    | (22,225)                  | (8,940)                       | -            | (31,216)     |
| Provision for doubtful accounts   | -                            | -                    | 3,211                     | 1,913                         | -            | 5,124        |
| Share-based compensation  | -                            | -                    | 4,881                     | 2,844                         | -            | 7,725        |
| (Gain) loss on sale of operating and fixed assets   | 494                          | -                    | (28,129)                  | 4,656                         | -            | (22,979)     |
| Loss on marketable securities   | -                            | -                    | -                         | 18                            | -            | 18           |
| Amortization of deferred financing charges and note discounts, net                            | -                            | 7,391                | 1,171                     | -                             | -            | 8,562        |
| Other reconciling items, net  | 48,847                       | 12,274               | 15,241                    | 2,091                         | (76,265)     | 2,188        |
| Changes in operating assets and liabilities, net of effects of acquisitions and dispositions: |                              |                      |                           |                               |              |              |
| (Increase) decrease in accounts receivable  | -                            | -                    | 47,475                    | (4,046)                       | -            | 43,429       |
| Increase in accrued expenses  | -                            | -                    | 4,991                     | 13,185                        | -            | 18,176       |
| Decrease in accounts payable  | -                            | (20)                 | (2,131)                   | (13,049)                      | 4,793        | (10,407)     |
|   | -                            | -                    | (7,582)                   | 7,916                         | -            | 334          |

|   |           |         |          |           |           |           |
|---|-----------|---------|----------|-----------|-----------|-----------|
| Increase (decrease)<br>in deferred income                         |           |         |          |           |           |           |
| Changes in other<br>operating assets and<br>liabilities           | 557       | 75,109  | (66,316) | (7,658)   | -         | 1,692     |
| Net cash provided by<br>operating activities                      | 1,387     | 75,084  | 95,101   | 238,275   | 4,793     | 414,640   |
| <b>Cash flows from<br/>investing activities:</b>                  |           |         |          |           |           |           |
| Purchases of<br>property, plant and<br>equipment                  | -         | -       | (96,873) | (109,314) | -         | (206,187) |
| Proceeds from<br>disposal of assets                               | -         | -       | 33,925   | 8,209     | -         | 42,134    |
| Purchases of other<br>operating assets                            | -         | -       | (9,480)  | (1,003)   | -         | (10,483)  |
| Decrease in<br>intercompany notes<br>receivable, net              | -         | 127,305 | -        | -         | (127,305) | -         |
| Dividends from<br>subsidiaries                                    | 1,153     | -       | -        | -         | (1,153)   | -         |
| Change in other, net  | -         | -       | (16)     | (3,127)   | -         | (3,143)   |
| Net cash provided by<br>(used for) investing<br>activities        | 1,153     | 127,305 | (72,444) | (105,235) | (128,458) | (177,679) |
| <b>Cash flows from<br/>financing activities:</b>                  |           |         |          |           |           |           |
| Draws on credit<br>facilities                                     | -         | -       | -        | 2,752     | -         | 2,752     |
| Payments on credit<br>facilities                                  | -         | -       | -        | (4,815)   | -         | (4,815)   |
| Proceeds from<br>long-term debt                                   | -         | -       | -        | -         | -         | -         |
| Payments on<br>long-term debt                                     | -         | -       | (41)     | (6,585)   | -         | (6,626)   |
| Net transfers to Clear<br>Channel<br>Communications               | (149,957) | -       | -        | -         | -         | (149,957) |
| Deferred financing<br>charges                                     | -         | -       | (344)    | -         | -         | (344)     |
| Payments to<br>repurchase of<br>noncontrolling<br>interests       | -         | -       | -        | (61,143)  | -         | (61,143)  |
| Dividends and other<br>payments to<br>noncontrolling<br>interests | -         | -       | -        | (68,442)  | -         | (68,442)  |
| Dividends paid  | (200,010) | -       | -        | (1,153)   | 1,153     | (200,010) |

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|  |           |           |          |            |         |            |
|--|-----------|-----------|----------|------------|---------|------------|
| Decrease in intercompany notes payable, net          | -         | -         | -        | (127,305)  | 127,305 | -          |
| Intercompany funding                                 | 219,009   | (202,389) | (16,387) | (233)      | -       | -          |
| Change in other, net                                 | 4,192     | -         | -        | -          | -       | 4,192      |
| Net cash used for financing activities               | (126,766) | (202,389) | (16,772) | (266,924)  | 128,458 | (484,393)  |
| Effect of exchange rate changes on cash              | -         | -         | -        | (2)        | -       | (2)        |
| Net increase (decrease) in cash and cash equivalents | (124,226) | -         | 5,885    | (133,886)  | 4,793   | (247,434)  |
| Cash and cash equivalents at beginning of year       | 207,411   | -         | -        | 359,361    | (4,793) | 561,979    |
| Cash and cash equivalents at end of year             | \$ 83,185 | \$ -      | \$ 5,885 | \$ 225,475 | \$ -    | \$ 314,545 |

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**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

| <i>(In thousands)</i>                             | Year Ended December 31, 2012 |                      |                           |                               |              |              |
|---|------------------------------|----------------------|---------------------------|-------------------------------|--------------|--------------|
|   | Parent<br>Company            | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
| <b>Cash flows from operating activities:</b>      |                              |                      |                           |                               |              |              |
| Consolidated net income (loss)                    | \$ (183,112)                 | \$ (81,899)          | \$ (183,774)              | \$ 75,574                     | \$ 214,001   | \$ (159,210) |
| Reconciling items:                                |                              |                      |                           |                               |              |              |
| Impairment charges                                | -                            | -                    | 37,651                    | -                             | -            | 37,651       |
| Depreciation and amortization                     | -                            | -                    | 189,525                   | 209,739                       | -            | 399,264      |
| Deferred taxes                                    | 1                            | 222                  | (129,431)                 | (28,107)                      | -            | (157,315)    |
| Provision for doubtful accounts                   | -                            | -                    | 3,653                     | 3,347                         | -            | 7,000        |
| Share-based compensation                          | -                            | -                    | 6,060                     | 4,529                         | -            | 10,589       |
| (Gain) loss on sale of operating and fixed assets | 487                          | -                    | (12,086)                  | (39,344)                      | -            | (50,943)     |
| Loss on marketable securities                     | -                            | -                    | -                         | 2,578                         | -            | 2,578        |
| Amortization of deferred financing charges        |                              |                      |                           |                               |              |              |
| and note discounts, net                           | -                            | 3,636                | 7,327                     | -                             | -            | 10,963       |
| Loss on extinguishment of debt                    | -                            | 182,062              | 39,009                    | -                             | -            | 221,071      |
| Other reconciling items, net                      | 183,774                      | (46,643)             | 76,543                    | 439                           | (214,001)    | 112          |
| Changes in operating assets and liabilities, net  |                              |                      |                           |                               |              |              |
| of effects of acquisitions and dispositions:      |                              |                      |                           |                               |              |              |
| Increase in accounts receivable                   | -                            | -                    | (26,922)                  | (19,372)                      | -            | (46,294)     |

|  |           |             |           |           |             |             |
|--|-----------|-------------|-----------|-----------|-------------|-------------|
| Increase in accrued expenses                         | -         | -           | 2,868     | 22,426    | -           | 25,294      |
| Increase (decrease) in accounts payable              | -         | -           | (25,587)  | 394       | 27,696      | 2,503       |
| Increase in deferred income                          | -         | -           | 15,694    | 8,375     | -           | 24,069      |
| Changes in other operating assets and liabilities    | (327)     | (76,100)    | 102,907   | 1,326     | -           | 27,806      |
| Net cash provided by (used for) operating activities | 823       | (18,722)    | 103,437   | 241,904   | 27,696      | 355,138     |
| <b>Cash flows from investing activities:</b>         |           |             |           |           |             |             |
| Purchases of property, plant and equipment           | -         | -           | (123,470) | (152,107) | -           | (275,577)   |
| Proceeds from disposal of assets                     | -         | -           | 9,949     | 46,484    | -           | 56,433      |
| Purchases of other operating assets                  | -         | -           | (1,032)   | (4,687)   | -           | (5,719)     |
| Purchases of businesses                              | -         | -           | -         | (4,721)   | -           | (4,721)     |
| Increase in intercompany notes receivable, net       | -         | (2,355,648) | (3,763)   | -         | 2,359,411   | -           |
| Dividends from subsidiaries                          | 2,167,000 | -           | 641       | -         | (2,167,641) | -           |
| Change in other, net                                 | -         | -           | (1,000)   | (3,164)   | -           | (4,164)     |
| Net cash provided by (used for) investing activities | 2,167,000 | (2,355,648) | (118,675) | (118,195) | 191,770     | (233,748)   |
| <b>Cash flows from financing activities:</b>         |           |             |           |           |             |             |
| Draws on credit facilities                           | -         | -           | -         | 2,063     | -           | 2,063       |
| Payments on credit facilities                        | -         | -           | -         | (3,368)   | -           | (3,368)     |
| Proceeds from long-term debt                         | -         | 4,917,643   | -         | -         | -           | 4,917,643   |
| Payments on long-term debt                           | -         | (2,682,062) | (120)     | (18,604)  | -           | (2,700,786) |
| Net transfers to Clear Channel Communications        | (73,127)  | -           | -         | -         | -           | (73,127)    |
| Deferred financing charges                           | -         | (60,250)    | (9,738)   | -         | -           | (69,988)    |
|  | -         | -           | -         | (7,040)   | -           | (7,040)     |



|  |             |           |             |            |             |             |  |
|--|-------------|-----------|-------------|------------|-------------|-------------|--|
| Payments to repurchase noncontrolling interests          |             |           |             |            |             |             |  |
| Dividends and other payments to noncontrolling interests | -           | -         | -           | (6,931)    | -           | (6,931)     |  |
| Dividends paid   | (2,170,396) | -         | (2,167,000) | (641)      | 2,167,641   | (2,170,396) |  |
| Increase in intercompany notes payable, net              | -           | -         | 2,355,648   | 3,763      | (2,359,411) | -           |  |
| Intercompany funding                                     | (48,966)    | 199,039   | (163,552)   | 13,479     | -           | -           |  |
| Change in other, net                                     | 6,381       | -         | -           | -          | -           | 6,381       |  |
| Net cash provided by (used for) financing activities     | (2,286,108) | 2,374,370 | 15,238      | (17,279)   | (191,770)   | (105,549)   |  |
| Effect of exchange rate changes on cash                  | -           | -         | -           | 3,483      | -           | 3,483       |  |
| Net increase (decrease) in cash and cash equivalents     | (118,285)   | -         | -           | 109,913    | 27,696      | 19,324      |  |
| Cash and cash equivalents at beginning of year           | 325,696     | -         | -           | 249,448    | (32,489)    | 542,655     |  |
| Cash and cash equivalents at end of year                 | \$ 207,411  | \$ -      | \$ -        | \$ 359,361 | \$ (4,793)  | \$ 561,979  |  |

**CLEAR CHANNEL OUTDOOR HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)***(In thousands)*

|   | Year Ended December 31, 2011 |                      |                           |                               |              |              |
|---|------------------------------|----------------------|---------------------------|-------------------------------|--------------|--------------|
|   | Parent<br>Company            | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
| <b>Cash flows from operating activities:</b>  |                              |                      |                           |                               |              |              |
| Consolidated net income (loss)  | \$ 42,946                    | \$ 32,081            | \$ 41,964                 | \$ 60,527                     | \$ (114,299) | \$ 63,219    |
| Reconciling items:  |                              |                      |                           |                               |              |              |
| Impairment charges  | -                            | -                    | 6,468                     | 1,146                         | -            | 7,614        |
| Depreciation and amortization   | -                            | -                    | 207,416                   | 224,619                       | -            | 432,035      |
| Deferred taxes  | -                            | (137)                | 12,409                    | (13,665)                      | -            | (1,393)      |
| Provision for doubtful accounts   | -                            | -                    | 1,351                     | 4,626                         | -            | 5,977        |
| Share-based compensation  | -                            | -                    | 7,748                     | 3,165                         | -            | 10,913       |
| (Gain) loss on sale of operating and fixed assets   | -                            | -                    | (9,326)                   | 735                           | -            | (8,591)      |
| Loss on marketable securities   | -                            | -                    | -                         | 4,827                         | -            | 4,827        |
| Amortization of deferred financing charges and note discounts, net                            | -                            | -                    | 7,653                     | -                             | -            | 7,653        |
| Other reconciling items, net  | (41,964)                     | (32,730)             | (39,704)                  | (5,230)                       | 114,299      | (5,329)      |
| Changes in operating assets and liabilities, net of effects of acquisitions and dispositions: |                              |                      |                           |                               |              |              |
| (Increase) decrease in accounts receivable  | -                            | -                    | 16,301                    | (472)                         | -            | 15,829       |
| Increase (decrease) in accrued expenses   | -                            | 96                   | (38,341)                  | 2,403                         | -            | (35,842)     |
| Increase in accounts payable  | -                            | -                    | 40,587                    | 9,091                         | (25,976)     | 23,702       |
|   | -                            | -                    | (3,564)                   | (6,648)                       | -            | (10,212)     |

|  |           |        |           |           |          |           |
|--|-----------|--------|-----------|-----------|----------|-----------|
| Decrease in deferred income                          |           |        |           |           |          |           |
| Changes in other operating assets and liabilities    | (661)     | 969    | (7,825)   | 14,333    | -        | 6,816     |
| Net cash provided by operating activities            | 321       | 279    | 243,137   | 299,457   | (25,976) | 517,218   |
| <b>Cash flows from investing activities:</b>         |           |        |           |           |          |           |
| Purchases of property, plant and equipment           | -         | -      | (121,305) | (169,745) | -        | (291,050) |
| Proceeds from disposal of assets                     | -         | -      | 8,746     | 4,137     | -        | 12,883    |
| Purchases of other operating assets                  | -         | -      | (14,203)  | (591)     | -        | (14,794)  |
| Purchases of businesses                              | -         | -      | -         | (13,179)  | -        | (13,179)  |
| Decrease in intercompany notes receivable, net       | -         | 66,780 | -         | -         | (66,780) | -         |
| Dividends from subsidiaries                          | -         | -      | 704       | -         | (704)    | -         |
| Change in other, net                                 | -         | -      | (488)     | 7,495     | 199      | 7,206     |
| Net cash provided by (used for) investing activities | -         | 66,780 | (126,546) | (171,883) | (67,285) | (298,934) |
| <b>Cash flows from financing activities:</b>         |           |        |           |           |          |           |
| Draws on credit facilities                           | -         | -      | -         | -         | -        | -         |
| Payments on credit facilities                        | -         | -      | (397)     | (3,754)   | -        | (4,151)   |
| Proceeds from long-term debt                         | -         | -      | -         | 5,012     | -        | 5,012     |
| Payments on long-term debt                           | -         | -      | -         | (20,099)  | -        | (20,099)  |
| Net transfers to Clear Channel Communications        | (272,262) | -      | -         | -         | -        | (272,262) |
| Deferred financing charges                           | -         | -      | -         | -         | -        | -         |
| Payments to repurchase noncontrolling interests      | -         | -      | -         | (4,682)   | -        | (4,682)   |
| Dividends and other payments to                      | -         | -      | -         | (3,571)   | -        | (3,571)   |

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|  |            |          |           |            |             |            |
|--|------------|----------|-----------|------------|-------------|------------|
| noncontrolling interests                             |            |          |           |            |             |            |
| Dividends paid (Decrease) increase in intercompany   | -          | -        | -         | (704)      | 704         | -          |
| notes payable, net Intercompany funding              | -          | -        | 277       | (67,057)   | 66,780      | -          |
| Change in other, net                                 | 169,805    | (67,059) | (116,390) | 13,644     | -           | -          |
| Net cash used for financing activities               | 1,090      | -        | (81)      | 199        | (199)       | 1,009      |
| Effect of exchange rate changes on cash              | (101,367)  | (67,059) | (116,591) | (81,012)   | 67,285      | (298,744)  |
| Net increase (decrease) in cash and cash equivalents | -          | -        | -         | (903)      | -           | (903)      |
| Cash and cash equivalents at beginning of year       | (101,046)  | -        | -         | 45,659     | (25,976)    | (81,363)   |
| Cash and cash equivalents at end of year             | 426,742    | -        | -         | 203,789    | (6,513)     | 624,018    |
|  | \$ 325,696 | \$ -     | \$ -      | \$ 249,448 | \$ (32,489) | \$ 542,655 |
|  |            | 95       |           |            |             |            |

## **ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not Applicable

### **ITEM 9A. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, we have carried out an evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2013 to ensure that information we are required to disclose in reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.

As of December 31, 2013, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework). Based on the assessment, management determined that we maintained effective internal control over financial reporting as of December 31, 2013, based on those criteria.

Ernst & Young LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2013. The report, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2013, is included in this Item under the heading “Report of Independent Registered Public Accounting Firm.”

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Clear Channel Outdoor Holdings, Inc.

We have audited Clear Channel Outdoor Holdings, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013 and our report dated February 20, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Antonio, Texas

February 20, 2014

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**ITEM 9B. Other Information**

Not Applicable

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### **PART III**

#### **ITEM 10. Directors, Executive Officers and Corporate Governance**

The information required by this item with respect to our executive officers is set forth at the end of Part I of this Annual Report on Form 10-K.

Our Code of Business Conduct and Ethics (the “Code of Conduct”) applies to all of our officers, directors and employees, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Conduct is publicly available on our internet website at [www.clearchanneloutdoor.com](http://www.clearchanneloutdoor.com). We intend to satisfy the disclosure requirements of Item 5.05 of Form 8-K regarding any amendment to, or waiver from, a provision of the Code of Conduct that applies to our principal executive officer, principal financial officer or principal accounting officer and relates to any element of the definition of code of ethics set forth in Item 406(b) of Regulation S-K by posting such information on our website, [www.clearchanneloutdoor.com](http://www.clearchanneloutdoor.com).

All other information required by this item is incorporated by reference to the information set forth in our Definitive Proxy Statement for our 2014 Annual Meeting of Stockholders (the “Definitive Proxy Statement”), which we expect to file with the SEC within 120 days after our fiscal year end.

#### **ITEM 11. Executive Compensation**

The information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

#### **ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table summarizes information as of December 31, 2013 relating to our equity compensation plans pursuant to which grants of options, restricted stock or other rights to acquire shares may be granted from time to time.

**Number of securities  
remaining available  
for**

| <b>Plan Category</b>  | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b> | <b>future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b> |
|---|--|--|---|
| Equity compensation plans approved by security holders <sup>(1)</sup> | 8,801,276  | \$7.54   | 29,196,774  |
| Equity compensation plans not approved by security holders            | -  | -  | -   |
| <b>Total</b>  | <b>8,801,276</b>   | <b>\$7.54</b>  | <b>29,196,774</b>   |

(1) Represents to 2005 Stock Incentive Plan and the 2012 Stock Incentive Plan. The 2005 Stock Incentive Plan automatically terminated (other than with respect to outstanding awards) upon stockholder approval of the 2012 Stock Incentive Plan at our Annual Stockholder Meeting on May 18, 2012 and, as a result, there are no shares available for grant under the 2005 Stock Incentive Plan.

All other information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

**ITEM 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

**ITEM 14. Principal Accounting Fees and Services**

The information required by this item is incorporated by reference to our Definitive Proxy Statement, which we expect to file with the SEC within 120 days after our fiscal year end.

## PART IV

### ITEM 15. Exhibits and Financial Statement Schedules

#### (a)1. Financial Statements.

The following consolidated financial statements are included in Item 8:

Consolidated Balance Sheets as of December 31, 2013 and 2012.

Consolidated Statements of Comprehensive Loss for the Years Ended December 31, 2013, 2012 and 2011.

Consolidated Statements of Changes in Shareholders' Deficit for the Years Ended December 31, 2013, 2012 and 2011.

Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011.

Notes to Consolidated Financial Statements

#### (a)2. Financial Statement Schedule.

The following financial statement schedule for the years ended December 31, 2013, 2012 and 2011 and related report of independent auditors is filed as part of this report and should be read in conjunction with the consolidated financial statements.

Schedule II Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

## SCHEDULE II

## VALUATION AND QUALIFYING ACCOUNTS

## Allowance for Doubtful Accounts

*(In thousands)*

| Description                  | Balance at Beginning of period | Charges to Costs, Expenses and other | Write-off of Accounts Receivable | Other <sup>(1)</sup> | Balance at End of Period |
|------------------------------|--------------------------------|--------------------------------------|----------------------------------|----------------------|--------------------------|
| Year ended December 31, 2011 | \$ 49,032                      | \$ 5,977                             | \$ 13,530                        | \$ (129)             | \$ 41,350                |
| Year ended December 31, 2012 | \$ 41,350                      | \$ 7,000                             | \$ 6,955                         | \$ (4,726)           | \$ 36,669                |
| Year ended December 31, 2013 | \$ 36,669                      | \$ 5,124                             | \$ 9,390                         | \$ 724               | \$ 33,127                |

<sup>(1)</sup> Primarily foreign currency adjustments and acquisition and/or divestiture activity.

## SCHEDULE II

## VALUATION AND QUALIFYING ACCOUNTS

## Deferred Tax Asset Valuation Allowance

*(In thousands)*

| Description                  | Balance at Beginning of Period | Charges to Costs, Expenses and other <sup>(1)</sup> | Reversal <sup>(2)</sup> | Adjustments <sup>(3)</sup> | Balance at end of Period |
|------------------------------|--------------------------------|---|-------------------------|----------------------------|--------------------------|
| Year ended December 31, 2011 | \$ 189,405                     | \$ 8,548  | \$ (5,235)              | \$ (3,520)                 | \$ 189,198               |
| Year ended December 31, 2012 | \$ 189,198                     | \$ 14,309   | \$ (21,727)             | \$ (1,973)                 | \$ 179,807               |
| Year ended December 31, 2013 | \$ 179,807                     | \$ 5,647  | \$ (5)                  | \$ (5,165)                 | \$ 180,284               |

<sup>(1)</sup> During 2011, 2012 and 2013, the Company recorded valuation allowances on deferred tax assets attributable to net operating losses in certain foreign jurisdictions due to the uncertainty of the ability to utilize those losses in future periods.

<sup>(2)</sup> During 2011, 2012 and 2013, the Company realized the tax benefits associated with certain foreign deferred tax assets, primarily related to foreign loss carryforwards, on which a valuation allowance was previously recorded. The associated valuation allowance was reversed in the period in which, based on the weight of available evidence, it is more-likely-than-not that the deferred tax asset will be realized.

<sup>(3)</sup> During 2011, 2012 and 2013, the Company adjusted certain valuation allowances as a result of changes in tax rates in certain jurisdictions and as a result of the expiration of carryforward periods for net operating loss carryforwards.

(a)3. Exhibits

**Exhibit Number**

**Description**

- 3.1 Amended and Restated Certificate of Incorporation of Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 3.1 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 3.2 Amended and Restated Bylaws of Clear Channel Outdoor Holdings, Inc. as amended (Incorporated by reference to Exhibit 3.2 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2007).
- 4.1 Form of Specimen Class A Common Stock certificate of Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 4.1 to Amendment No. 4 to the Clear Channel Outdoor Holdings, Inc. Registration Statement on Form S-1 (File No. 333-127375) filed on October 25, 2005).
- 4.2 Indenture with respect to 7.625% Series A Senior Subordinated Notes due 2020, dated as of March 15, 2012, by and among Clear Channel Worldwide Holdings, Inc., Clear Channel Outdoor Holdings, Inc., Clear Channel Outdoor, Inc., the other guarantors party thereto and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on March 16, 2012).
- 4.3 Indenture with respect to 7.625% Series B Senior Subordinated Notes due 2020, dated as of March 15, 2012, by and among Clear Channel Worldwide Holdings, Inc., Clear Channel Outdoor Holdings, Inc., Clear Channel Outdoor, Inc., the other guarantors party thereto and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on March 16, 2012).
- 4.4 Indenture with respect to 6.50% Series A Senior Notes due 2022, dated as of November 19, 2012, by and among Clear Channel Worldwide Holdings, Inc., Clear Channel Outdoor Holdings, Inc., Clear Channel Outdoor, Inc., the other guarantors party thereto and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on November 19, 2012).
- 4.5 Indenture with respect to 6.50% Series B Senior Notes due 2022, dated as of November 19, 2012, by and among Clear Channel Worldwide Holdings, Inc., Clear Channel Outdoor Holdings,



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Inc., Clear Channel Outdoor, Inc., the other guarantors party thereto and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on November 19, 2012).

- 10.1 Amended and Restated Credit Agreement, dated as of February 23, 2011, by and among Clear Channel Communications, Inc., the subsidiary co-borrowers and foreign subsidiary revolving borrowers party thereto, Clear Channel Capital I, LLC, Citibank, N.A., as Administrative Agent, the lenders from time to time party thereto and the other agents party thereto (Incorporated by reference to Exhibit 10.1 to the Clear Channel Communications, Inc. Current Report on Form 8-K filed on February 24, 2011).
- 10.2 Amendment No. 1 to Amended and Restated Credit Agreement, dated as of October 25, 2012, by and among Clear Channel Communications, Inc., Clear Channel Capital I, LLC, the subsidiary co-borrowers party thereto, the foreign subsidiary revolving borrowers thereto, Citibank, N.A. as Administrative Agent, the lenders from time to time party thereto and the other agents party thereto (Incorporated by reference to Exhibit 10.1 to the Clear Channel Communications, Inc. Current Report on Form 8-K filed on October 25, 2012).
- 10.3 Collateral Sharing Agreement, dated as of October 25, 2012, by and among Citibank N.A. as Administrative Agent, U.S. Bank National Association, as trustee, and Deutsche Bank Trust Company Americas, as collateral agent (Incorporated by reference to Exhibit 10.2 to the Clear Channel Communications, Inc. Current Report on Form 8-K filed on October 25, 2012).
- 10.4 Amendment No. 2 to Amended and Restated Credit Agreement, dated as of May 31, 2013, by and among Clear Channel Communications, Inc., Clear Channel Capital I, LLC, the subsidiary co-borrowers party thereto, the foreign subsidiary revolving borrowers thereto, Citibank, N.A. as Administrative Agent, the lenders from time to time party thereto and the other agents party thereto (Incorporated by reference to Exhibit 10.1 to the Clear Channel Communications, Inc. Current Report on Form 8-K filed on June 4, 2013).
- 10.5 Amendment No. 3 to Amended and Restated Credit Agreement, dated as of December 18, 2013, by and among Clear Channel Communications, Inc., Clear Channel Capital I, LLC, the subsidiary co-borrowers party thereto, the foreign subsidiary revolving borrowers thereto, Citibank, N.A., as Administrative Agent, the lenders from time to time party thereto and the other agents party thereto (Incorporated by reference to Exhibit 10.1 to the Clear Channel Communications, Inc. Current Report on Form 8-K filed on December 18, 2013).
- 10.6 Revolving Promissory Note dated November 10, 2005 payable by Clear Channel Outdoor Holdings, Inc. to Clear Channel Communications, Inc. in the original principal amount of \$1,000,000,000 (Incorporated by reference to Exhibit 10.7 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.7 First Amendment, dated as of December 23, 2009, to the Revolving Promissory Note, dated as of November 10, 2005, by Clear Channel Outdoor Holdings, Inc., as Maker, to Clear Channel

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Communications, Inc. (Incorporated by reference to Exhibit 10.25 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2009).

- 10.8 Second Amendment, dated as of October 23, 2013, to the Revolving Promissory Note, dated as of November 10, 2005, by Clear Channel Communications, Inc., as Maker, to Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Communications, Inc. Current Report on Form 8-K filed on October 23, 2013).
- 10.9 Revolving Promissory Note dated November 10, 2005 payable by Clear Channel Communications, Inc. to Clear Channel Outdoor Holdings, Inc. in the original principal amount of \$1,000,000,000 (Incorporated by reference to Exhibit 10.8 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.10 First Amendment, dated as of December 23, 2009, to the Revolving Promissory Note, dated as of November 10, 2005, by Clear Channel Communications, Inc., as Maker, to Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.24 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2009).
- 10.11 Master Agreement dated November 16, 2005 between Clear Channel Outdoor Holdings, Inc. and Clear Channel Communications, Inc. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.12 Registration Rights Agreement dated November 16, 2005 between Clear Channel Outdoor Holdings, Inc. and Clear Channel Communications, Inc. (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.13 Corporate Services Agreement dated November 16, 2005 between Clear Channel Outdoor Holdings, Inc. and Clear Channel Management Services, L.P. (Incorporated by reference to Exhibit 10.3 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.14 Tax Matters Agreement dated November 10, 2005 between Clear Channel Outdoor Holdings, Inc. and Clear Channel Communications, Inc. (Incorporated by reference to Exhibit 10.4 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.15 Employee Matters Agreement dated November 10, 2005 between Clear Channel Outdoor Holdings, Inc. and Clear Channel Communications, Inc. (Incorporated by reference to Exhibit 10.5 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).

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- 10.16 Amended and Restated License Agreement dated November 10, 2005 between Clear Channel Identity, L.P. and Outdoor Management Services, Inc. (Incorporated by reference to Exhibit 10.6 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2005).
- 10.17\* First Amendment to Amended and Restated License Agreement dated January 14, 2014 between Clear Channel Identity, Inc. and Outdoor Management Services, Inc.
- 10.18§ Summary Description of 2012 Supplemental Incentive Plan (Incorporated by reference to Exhibit 10.1 to the CC Media Holdings, Inc. Current Report on Form 8-K filed on February 23, 2012).
- 10.19§ Clear Channel Outdoor Holdings, Inc. 2005 Stock Incentive Plan, as amended and restated (the “CCOH Stock Incentive Plan”) (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on April 30, 2007).
- 10.20§ First Form of Option Agreement under the CCOH Stock Incentive Plan (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Registration Statement on Form S-8 (File No. 333-130229) filed on December 9, 2005).
- 10.21§ Form of Option Agreement under the CCOH Stock Incentive Plan (approved February 21, 2011) (Incorporated by reference to Exhibit 10.33 to the CC Media Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2011).
- 10.22§ Form of Restricted Stock Award Agreement under the CCOH Stock Incentive Plan (Incorporated by reference to Exhibit 10.3 to the Clear Channel Outdoor Holdings, Inc. Registration Statement on Form S-8 (File No. 333-130229) filed on December 9, 2005).
- 10.23§ Form of Restricted Stock Unit Award Agreement under the CCOH Stock Incentive Plan (Incorporated by reference to Exhibit 10.16 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2010).
- 10.24§ Clear Channel Outdoor Holdings, Inc. 2012 Stock Incentive Plan (the “CCOH 2012 Stock Incentive Plan”) (Incorporated by reference to Exhibit 99.1 to the Clear Channel Outdoor Holdings, Inc. Registration Statement on Form S-8 (File No. 333-181514) filed on May 18, 2012).
- 10.25§ Clear Channel Outdoor Holdings, Inc. Amended and Restated 2006 Annual Incentive Plan (Incorporated by reference to Appendix B to the Clear Channel Outdoor Holdings, Inc. Definitive Proxy Statement on Schedule 14A for its 2012 Annual Meeting of Stockholders filed on April 9, 2012).

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- 10.26§ Relocation Policy - Chief Executive Officer and Direct Reports (Guaranteed Purchase Offer) (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on October 21, 2010).
- 10.27§ Relocation Policy - Chief Executive Officer and Direct Reports (Buyer Value Option) (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on October 21, 2010).
- 10.28§ Relocation Policy - Function Head Direct Reports (Incorporated by reference to Exhibit 10.3 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on October 21, 2010).
- 10.29§ Form of Independent Director Indemnification Agreement (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on June 3, 2009).
- 10.30§ Form of Affiliate Director Indemnification Agreement (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on June 3, 2009).
- 10.31§ Indemnification Agreement by and among Clear Channel Outdoor Holdings, Inc. and Robert W. Pittman dated September 18, 2012 (Incorporated by reference to Exhibit 10.4 to the CC Media Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2012).
- 10.32§ Indemnification Agreement by and among Clear Channel Outdoor Holdings, Inc. and Thomas W. Casey dated September 5, 2012 (Incorporated by reference to Exhibit 10.5 to the CC Media Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2012).
- 10.33§ Indemnification Agreement by and among Clear Channel Outdoor Holdings, Inc. and Robert H. Walls, Jr. dated September 5, 2012 (Incorporated by reference to Exhibit 10.6 to the CC Media Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2012).
- 10.34§ Employment Agreement, effective as of January 24, 2012, between C. William Eccleshare and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K/A filed on July 27, 2012).
- 10.35§ Contract of Employment between Jonathan Bevan and Clear Channel Outdoor Ltd dated October 30, 2009 (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on December 11, 2009).
- 10.36§

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Employment Agreement, dated as of October 2, 2011, between Robert Pittman and CC Media Holdings, Inc. (Incorporated by reference to Exhibit 10.1 to the CC Media Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).

- 10.37§ Amended and Restated Employment Agreement, dated as of January 13, 2014 between Robert Pittman and CC Media Holdings, Inc. (Incorporated by reference to Exhibit 10.1 to the CC Media Holdings, Inc. Current Report on Form 8-K filed on January 13, 2014).
- 10.38§ Employment Agreement by and between CC Media Holdings, Inc. and Richard J. Bressler, dated July 29, 2013 (Incorporated by reference to Exhibit 10.1 to the CC Media Holdings, Inc. Current Report on Form 8-K/A filed on August 2, 2013).
- 10.39§ Employment Agreement, dated as of December 15, 2009, between Tom Casey and Clear Channel Communications, Inc. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on January 5, 2010).
- 10.40§ Severance Agreement and General Release by and between Clear Channel Communications, Inc. and Thomas W. Casey, dated September 11, 2013 (Incorporated by reference to Exhibit 10.1 to the CC Media Holdings, Inc. Current Report on Form 8-K filed on September 13, 2013).
- 10.41§ Employment Agreement, dated as of January 1, 2010, between Robert H. Walls, Jr., and Clear Channel Management Services, Inc. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on January 5, 2010).
- 10.42§ Employment Agreement, effective as of January 1, 2013, between Clear Channel Outdoor, Inc. and Suzanne M. Grimes (Incorporated by reference to Exhibit 10.42 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2012).
- 10.43§ Form of Stock Option Agreement under the CCOH Stock Incentive Plan, dated September 17, 2009, between C. William Eccleshare and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.34 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2010).
- 10.44§ Form of Amended and Restated Stock Option Agreement under the CCOH Stock Incentive Plan, dated as of August 11, 2011, between C. William Eccleshare and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on August 12, 2011).
- 10.45§ Form of Stock Option Agreement under the CCOH Stock Incentive Plan, dated December 13, 2010, between C. William Eccleshare and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.35 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2010).

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- 10.46§ Form of Restricted Stock Unit Agreement under the CCOH Stock Incentive Plan, dated December 20, 2010, between C. William Eccleshare and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.36 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2010).
- 10.47§ Form of Restricted Stock Unit Agreement under the CCOH Stock Incentive Plan, dated March 26, 2012, between Robert H. Walls, Jr. and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.3 to the CC Media Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2012).
- 10.48§ Form of Restricted Stock Unit Agreement under the CCOH Stock Incentive Plan, dated May 10, 2012, between Thomas W. Casey and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.49 to the Clear Channel Worldwide Holdings, Inc. Registration Statement on Form S-4 (File No. 333-182265) filed on June 21, 2012).
- 10.49§ Form of Restricted Stock Unit Agreement under the CCOH 2012 Stock Incentive Plan, dated July 26, 2012, between C. William Eccleshare and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K/A filed on July 27, 2012).
- 10.50§ Form of Restricted Stock Unit Agreement under the CCOH 2012 Stock Incentive Plan, dated January 1, 2013, between Suzanne M. Grimes and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.50 to the Clear Channel Outdoor Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2012).
- 10.51§ Form of Stock Option Agreement under the CCOH 2012 Stock Incentive Plan, dated April 10, 2013, between Clear Channel Outdoor Holdings, Inc. and each of Jonathan D. Bevan, Suzanne M. Grimes and Franklin G. Sisson, Jr. (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2012).
- 10.52§ Form of Restricted Stock Award Agreement under the CCOH 2012 Stock Incentive Plan, dated April 10, 2013, between Franklin G. Sisson, Jr. and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.2 to the Clear Channel Outdoor Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2012).
- 10.53§ Form of Restricted Stock Unit Award Agreement under the CCOH 2012 Stock Incentive Plan, dated April 10, 2013, between Jonathan D. Bevan and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit 10.3 to the Clear Channel Outdoor Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2012).
- 10.54§

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Restricted Stock Award Agreement under the CCOH 2012 Stock Incentive Plan, dated January 13, 2014, between Robert W. Pittman and Clear Channel Outdoor Holdings, Inc. (Incorporated by reference to Exhibit D of Exhibit 10.1 to the CC Media Holdings, Inc. Current Report on Form 8-K filed on January 13, 2014).

- 10.55§ Stipulation of Settlement, dated as of July 8, 2013, among legal counsel for Clear Channel Communications, Inc. and the other named defendants, the special litigation committee of the board of directors of Clear Channel Outdoor Holdings, Inc. and the plaintiffs (Incorporated by reference to Exhibit 10.1 to the Clear Channel Outdoor Holdings, Inc. Current Report on Form 8-K filed on July 9, 2013).
- 11\* Statement re: Computation of Per Share Earnings (Loss).
- 21\* Subsidiaries.
- 23\* Consent of Ernst & Young LLP.
- 24\* Power of Attorney (included on signature page).
- 31.1\* Certification 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 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 Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\*\* Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101\* Interactive Data Files.

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\* Filed herewith.

\*\* This exhibit is furnished herewith and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

§ A management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 601 of Regulation S-K.



## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on February 20, 2014.

### CLEAR CHANNEL OUTDOOR HOLDINGS, INC.

By: /s/ c. William Eccleshare

C. William Eccleshare

Chief Executive Officer

### Power of Attorney

Each person whose signature appears below authorizes C. William Eccleshare, Richard J. Bressler and Scott D. Hamilton, or any one of them, each of whom may act without joinder of the others, to execute in the name of each such person who is then an officer or director of the Registrant and to file any amendments to this Annual Report on Form 10-K necessary or advisable to enable the Registrant to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such changes in such report as such attorney-in-fact may deem appropriate.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <u>Name</u>                      | <u>Title</u>  | <u>Date</u>          |
|----------------------------------|---|----------------------|
| <u>/s/ C. William Eccleshare</u> | Chief Executive Officer (Principal Executive Officer) | February 20,<br>2014 |

|                                  |  |                   |
|----------------------------------|--|-------------------|
| C. William Eccleshare            |  |                   |
| <u>/s/ Richard J. Bressler</u>   | Chief Financial Officer (Principal Financial Officer)  | February 20, 2014 |
| Richard J. Bressler              |  |                   |
| <u>/s/ Scott D. Hamilton</u>     | Senior Vice President, Chief Accounting Officer (Principal Accounting Officer) and Assistant Secretary | February 20, 2014 |
| Scott D. Hamilton                |  |                   |
| <u>/s/ Robert W. Pittman</u>     | Executive Chairman and Director  | February 20, 2014 |
| Robert W. Pittman                |  |                   |
| <u>/s/ Blair E. Hendrix</u>      | Director   | February 20, 2014 |
| Blair E. Hendrix                 |  |                   |
| <u>/s/ Douglas L. Jacobs</u>     | Director   | February 20, 2014 |
| Douglas L. Jacobs                |  |                   |
| <u>/s/ Daniel G. Jones</u>       | Director   | February 20, 2014 |
| Daniel G. Jones                  |  |                   |
| <u>/s/ Vicente Piedrahita</u>    | Director   | February 20, 2014 |
| Vicente Piedrahita               |  |                   |
| <u>/s/ Thomas R. Shepherd</u>    | Director   | February 20, 2014 |
| Thomas R. Shepherd               |  |                   |
| <u>/s/ Christopher M. Temple</u> | Director   | February 20, 2014 |
| Christopher M. Temple            |  |                   |
| <u>/s/ Dale W. Tremblay</u>      | Director   | February 20, 2014 |
| Dale W. Tremblay                 |  |                   |
| <u>/s/ Scott R. Wells</u>        | Director   | February 20, 2014 |
| Scott R. Wells                   |  |                   |

