

CLEAR CHANNEL COMMUNICATIONS INC

Form DEF 14A

March 18, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x
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Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Clear Channel Communications, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Clear Channel Communications, Inc.

P.O. Box 659512
San Antonio, Texas 78265-9512

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 28, 2004

As a shareholder of Clear Channel Communications, Inc., you are hereby given notice of and invited to attend, in person or by proxy, the Annual Meeting of Shareholders of Clear Channel Communications, Inc. to be held at The Westin Hotel, 420 West Market Street, San Antonio, Texas 78205, on April 28, 2004, at 8:30 a.m. local time, for the following purposes:

1. to elect eleven directors to serve for the coming year;
2. to ratify the selection of Ernst & Young LLP as independent auditors for the year ending December 31, 2004; and
3. to transact any other business which may properly come before the meeting or any adjournment thereof.

Only shareholders of record at the close of business on March 8, 2004 are entitled to notice of and to vote at the meeting.

Two cut-out admission tickets are included on the back cover of this document. Please contact Clear Channel's Corporate Secretary at Clear Channel's corporate headquarters if you need additional tickets. The annual meeting will begin promptly at 8:30 a.m.

Your attention is directed to the accompanying proxy statement. In addition, although mere attendance at the meeting will not revoke your proxy, if you attend the meeting you may revoke your proxy and vote in person. To assure that your shares are represented at the meeting, please complete, date, sign and mail the enclosed proxy card in the return envelope provided for that purpose.

By Order of the Board of
Directors

Randall T. Mays
Secretary

San Antonio, Texas
March 18, 2004

**2004 ANNUAL MEETING OF SHAREHOLDERS
NOTICE OF ANNUAL MEETING AND PROXY STATEMENT
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PROXY STATEMENT

This proxy statement contains information related to the annual meeting of shareholders of Clear Channel Communications, Inc. to be held on Wednesday, April 28, 2004, beginning at 8:30 a.m., at the Westin Hotel, 420 West Market Street, San Antonio, Texas, and at any postponements or adjournments thereof. This proxy statement is being mailed to shareholders on or about April 1, 2004.

**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND
THE ANNUAL MEETING**

Q: Why am I receiving these materials?

A: Clear Channel's Board of Directors (the Board) is providing these proxy materials for you in connection with Clear Channel's annual meeting of shareholders (the annual meeting), which will take place on April 28, 2004. The Board is soliciting proxies to be used at the meeting. You are also invited to attend the annual meeting and are requested to vote on the proposals described in this proxy statement.

Q: What information is contained in these materials?

A: The information included in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of our directors and our most highly paid officers, and certain other required information. Following this proxy statement are excerpts from Clear Channel's 2003 Annual Report on Form 10-K including Consolidated Financial Statements, Notes to the Consolidated Financial Statements, and Management's Discussion and Analysis. A Proxy Card and a return envelope are also enclosed.

Q: What proposals will be voted on at the annual meeting?

A: There are two proposals scheduled to be voted on at the annual meeting: the election of directors and the ratification of Ernst & Young LLP as Clear Channel's independent accountants for the year ending December 31, 2004.

Q: Which of my shares may I vote?

A: All shares owned by you as of the close of business on March 8, 2004 (the Record Date) may be voted by you. These shares include shares that are: (1) held directly in your name as the shareholder of record, and (2) held for you as the beneficial owner through a stockbroker, bank or other nominee. Each of your shares is entitled to one vote at the annual meeting.

Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?

A: Most shareholders of Clear Channel hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

SHAREHOLDER OF RECORD: If your shares are registered directly in your name with Clear Channel's transfer agent, The Bank of New York, you are considered, with respect to those shares, the shareholder of record, and these

proxy materials are being sent directly to you by Clear Channel. As the shareholder of record, you have the right to grant your voting proxy directly to Clear Channel or to vote in person at the annual meeting. Clear Channel has enclosed a proxy card for you to use.

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BENEFICIAL OWNER: If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker on how to vote and are also invited to attend the annual meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the annual meeting. Your broker or nominee has enclosed a voting instruction card for you to use in directing the broker or nominee regarding how to vote your shares.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: Under New York Stock Exchange (NYSE) rules, brokers will have discretion to vote the shares of customers who fail to provide voting instructions. Your broker will send you directions on how you can instruct your broker to vote. If you do not provide instructions to your broker to vote your shares, they may either vote your shares on the matters being presented at the annual meeting or leave your shares unvoted.

Q: How can I vote my shares in person at the annual meeting?

A: Shares held directly in your name as the shareholder of record may be voted by you in person at the annual meeting. If you choose to do so, please bring the enclosed proxy card or proof of identification. Even if you plan to attend the annual meeting, Clear Channel recommends that you also submit your proxy as described below so that your vote will be counted if you later decide not to attend the annual meeting. You may request that your previously submitted proxy card not be used if you desire to vote in person when you attend the meeting. Shares held in street name may be voted in person by you only if you obtain a signed proxy from the record holder giving you the right to vote the shares. **Your vote is important. Accordingly, you are urged to sign and return the accompanying proxy card whether or not you plan to attend the meeting.**

Q: How can I vote my shares without attending the annual meeting?

A: Whether you hold shares directly as the shareholder of record or beneficially in street name , when you return your proxy card, properly signed, the shares represented will be voted in accordance with your directions. You can specify your choices by marking the appropriate boxes on the enclosed proxy card.

Q: May I change my vote?

A: If you are a shareholder of record, you may change your vote or revoke your proxy at any time before your shares are voted at the meeting by sending the secretary of Clear Channel a proxy card dated later than your last vote, notifying the secretary of Clear Channel in writing, or voting at the meeting.

Q: What if I return my proxy card without specifying my voting choices?

A: If your proxy card is signed and returned without specifying choices, the shares will be voted as recommended by the Board.

Q: What does it mean if I receive more than one proxy or voting instruction card?

A:

It means your shares are registered differently or are in more than one account. Please provide voting instructions for all proxy and voting instruction cards you receive.

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Q: What constitutes a quorum?

A: The presence, in person or by proxy, of the holders of a majority of the outstanding shares of Clear Channel's Common Stock is necessary to constitute a quorum at the annual meeting. Only votes cast for a matter constitute affirmative votes. Votes withheld or abstaining from voting are counted for quorum purposes, but since they are not cast for a particular matter, they will have the same effect as negative votes or a vote against a particular matter. Broker non-votes (i.e., shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote and the broker or nominee does not have discretionary power to vote on a particular matter), if any, are counted for purposes of determining the existence of a quorum but will have no effect on the outcome of the election of directors or ratification of the selection of independent auditors.

Q: What are Clear Channel's voting recommendations?

A: The Board recommends that you vote your shares FOR each of the nominees to the Board and FOR the ratification of Ernst & Young LLP as Clear Channel's independent accountants for the year ending December 31, 2004.

Q: Where can I find the voting results of the annual meeting?

A: Clear Channel will announce preliminary voting results at the annual meeting and publish final results in Clear Channel's quarterly report on Form 10-Q for the second quarter of 2004, which will be filed with the Securities and Exchange Commission (the SEC) by August 9, 2004.

THE BOARD OF DIRECTORS

The Board is responsible for the management and direction of Clear Channel and for establishing broad corporate policies. However, in accordance with corporate legal principles, it is not involved in day-to-day operating details. Members of the Board are kept informed of Clear Channel's business through discussions with the Chairman and other officers, by reviewing analyses and reports sent to them, and by participating in board and committee meetings.

COMPENSATION OF DIRECTORS

Each non-employee director is paid a \$40,000 annual retainer provided that he or she attends not less than 75% of the meetings of the Board. The chairman of the Audit Committee is paid an additional annual retainer of \$6,000. The chairman of the Compensation Committee is paid \$1,500 for each committee meeting he or she attends, and all other committee members are paid \$1,000 for each committee meeting he or she attends. In addition, in April 2003, each non-employee director was granted options to purchase 7,500 shares of Clear Channel common stock. These options vest 20% per year beginning one year from the date of grant and expire ten years from the date of grant.

BOARD MEETINGS

During 2003, the Board held five meetings. Each of the nominees named below attended at least 75% of the aggregate of the total number of meetings of the Board held during such director's term and at least 75% of the total number of meetings held by committees of the Board on which that director served. Clear Channel encourages,

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but does not require, directors to attend the annual meetings of shareholders. At Clear Channel's 2003 Annual Meeting of Shareholders, eleven members of the Board at the time of that meeting attended.

INDEPENDENCE OF DIRECTORS

In February 2003, the Board of Directors adopted a set of Corporate Governance Guidelines, addressing, among other things, standards for evaluating the independence of Clear Channel's directors. The full text of the guidelines can be found on Clear Channel's Internet website at www.clearchannel.com. A copy may also be obtained upon request from the secretary of Clear Channel. Pursuant to the Guidelines, the Board of Directors undertook its annual review of director independence in February 2003. During this review, the Board of Directors considered transactions and relationships during the prior year between each director or any member of his or her immediate family and Clear Channel and its subsidiaries, affiliates and investors, including those reported under "Certain Transactions" below. The Board also examined transactions and relationships between directors or their affiliates and members of the senior management or their affiliates. As provided in the Guidelines, the purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent.

As a result of this review, the Board affirmatively determined that, of the directors nominated for election at the annual meeting, Alan D. Feld, Perry J. Lewis, B.J. McCombs, Phyllis B. Riggins, Theodore H. Strauss, J.C. Watts and John H. Williams are independent of Clear Channel and its management under the listing standards of the NYSE and the standards set forth in the Corporate Governance Guidelines.

The rules of the NYSE require that non-management directors of a listed company meet periodically in executive sessions. Clear Channel's non-management directors have met separately in executive sessions without management present.

The Board has created the office of Presiding Director to serve as the lead non-management director of the Board. The Board has established that the office of the Presiding Director shall at all times be held by an independent director, as that term is defined from time to time by the listing standards of the NYSE and as determined by the Board in accordance with the Board's Corporate Governance Guidelines. The Presiding Director has the power and authority to do the following:

- to preside at all meetings of non-management directors when they meet in executive session without management participation;

- to set agendas, priorities and procedures for meetings of non-management directors meeting in executive session without management participation;

- to generally assist the Chairman of the Board;

- to add agenda items to the established agenda for meetings of the Board;

- to request access to Clear Channel's management, employees and its independent advisers for purposes of discharging his or her duties and responsibilities as a director; and

- to retain independent outside financial, legal or other advisors at any time, at the expense of the Clear Channel, on behalf of any committee or subcommittee of the Board.

The directors serving as the chairman of the Compensation Committee of the Board, the chairman of the Audit Committee of the Board and the chairman of the Nominating and Governance Committee of the Board shall each take

turns serving as the Presiding Director on a rotating basis, each such rotation to take place effective the first day of each successive calendar quarter.

Currently, Mr. Williams, the Chairman of the Compensation Committee, is serving as the Presiding Director. As part of the standard rotation established by the Board, Mr. Lewis, the Chairman of the Audit Committee, will begin his service as the Presiding Director on April 1, 2004.

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The Board has three committees: the Compensation Committee, the Nominating and Governance Committee and the Audit Committee. The Compensation Committee has established an Executive Performance Subcommittee. The table below sets forth members of each committee.

BOARD COMMITTEE MEMBERSHIP

Name	Compensation Committee	Executive Performance Subcommittee	Nominating and Governance Committee	Audit Committee
Alan D. Feld	X			
Perry J. Lewis				X*
B. J. McCombs	X		X*	
Phyllis B. Riggins				X
Theodore H. Strauss			X	X
J. C. Watts	X	X		
John H. Williams	X*	X*	X	X

X = Committee member; * = Chairperson

The Compensation Committee administers Clear Channel's stock option plans and performance-based compensation plans, determines compensation arrangements for all officers and makes recommendations to the Board concerning directors of Clear Channel and its subsidiaries (except with respect to matters entrusted to the Executive Performance Subcommittee as described below). See the Report of the Compensation Committee and the Executive Performance Subcommittee later in this document, which details the basis on which the Compensation Committee and its subcommittee determines executive compensation. The Compensation Committee met one time during 2003.

The Executive Performance Subcommittee of the Compensation Committee has as its principal responsibility to review and advise the Board with respect to performance-based compensation of executive and other corporate officers who are, or who are likely to become, subject to Section 162(m) of the Internal Revenue Code. Section 162(m), which among other things, limits the deductibility of compensation in excess of \$1 million paid to a corporation's chief executive officer and the four other most highly compensated executive officers. The Executive Performance Subcommittee of the Compensation Committee met one time during 2003.

The Nominating and Governance Committee is responsible for developing and reviewing background information for candidates for the Board of Directors, including those recommended by shareholders, and makes recommendations to the Board of Directors regarding such candidates as well as committee membership. The Committee is currently developing a Charter which will guide its operations. This Charter is expected to be adopted by the Board of Directors on or prior to the April 2004 Board meeting. Once adopted, the Charter will be made available at Clear Channel's Internet Website at www.clearchannel.com. A copy may also be obtained upon request from the secretary of Clear Channel. The Nominating and Governance Committee met one time during 2003.

Our directors take a critical role in guiding Clear Channel's strategic direction and oversee the management of Clear Channel. Board candidates are considered based upon various criteria, such as their broad-based business and professional skills and experiences, a global business and social perspective, concern for the long-term interests of the

shareholders, and personal integrity and judgment. In addition, directors must have time available to devote to Board activities and to enhance their knowledge of the industries in which Clear Channel operates.

Accordingly, we seek to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities to Clear Channel. Recent developments in corporate governance and financial reporting have resulted in an increased demand for such highly qualified and productive public company directors.

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The Nominating and Governance Committee will consider director candidates recommended by shareholders. Any shareholder wishing to propose a nominee should submit a recommendation in writing to the secretary of Clear Channel at least 90 days in advance of the annual meeting, indicating the nominee's qualifications and other relevant biographical information and providing confirmation of the nominee's consent to serve as a director.

The Audit Committee is responsible for reviewing Clear Channel's accounting practices and audit procedures. All members of the Audit Committee are independent as defined by the listing standards of the NYSE. Additionally, Audit Committee members Perry J. Lewis and Phyllis B. Riggins have both been designated as Financial Experts as defined by the SEC. See the Audit Committee Report later in this document, which details the duties and performance of the committee. The Audit Committee met four times during 2003.

Historically, we have not adopted a formal process for shareholder communications with the Board. However, we take actions to ensure that the views of shareholders are heard by the Board or individual directors, as applicable, and that appropriate responses are provided to shareholders in a timely manner. We believe our responsiveness to shareholders communications to the Board has been excellent. Nevertheless, during the upcoming year the Nominating and Governance Committee will give full consideration to the adoption of a formal process for shareholder communications with the Board and, if adopted, publish it promptly and post it to our website.

PROPOSAL 1: ELECTION OF DIRECTORS

The Board intends to nominate, at the annual meeting of shareholders, the eleven persons listed as nominees below. Each of the directors elected at the annual meeting will serve until the next annual meeting of shareholders or until his or her successor shall have been elected and qualified, subject to earlier resignation and removal. The directors are to be elected by a plurality of the votes cast by the holders of the shares of Clear Channel common stock represented and entitled to be voted at the annual meeting. Unless authority to vote for directors is withheld in the proxy, the persons named therein intend to vote for the election of the eleven nominees listed. Each nominee has indicated a willingness to serve as director if elected. Should any nominee become unavailable for election, discretionary authority is conferred to vote for a substitute. Management has no reason to believe that any of the nominees will be unable or unwilling to serve if elected.

NOMINEES FOR DIRECTOR

The nominees for director are Alan D. Feld, Thomas O. Hicks, Perry J. Lewis, L. Lowry Mays, Mark P. Mays, Randall T. Mays, B. J. McCombs, Phyllis B. Riggins, Theodore H. Strauss, J. C. Watts and John H. Williams.

Alan D. Feld, age 67, is the sole shareholder of a professional corporation which is a partner in the law firm of Akin Gump Strauss Hauer & Feld LLP. He has served as a director of Clear Channel since 1984. Mr. Feld also serves on the board of trustees of Centerpoint Properties Trust and AMR Advantage Mutual Funds.

Thomas O. Hicks, age 58, is Chairman of the Board of Hicks, Muse, Tate & Furst Incorporated, a global private investment firm formed in 1989. He has served as a director of Clear Channel since August 30, 2000. He had served as Chairman of the Board and Chief Executive Officer of AMFM Inc. prior to that time. Mr. Hicks also serves as a director of Home Interiors & Gifts, Inc., Viasystems Group, Inc. and Swift Food, Inc.

Perry J. Lewis, age 66, has served as an Advisory Director of CRT Capital Group LLC, a trading and investment banking firm, since February 2002. Prior to that Mr. Lewis was Managing Director of Heartland Industrial Partners, a private equity capital firm, from May 2000 to January 2002. Mr. Lewis was the Chairman of Broadcasting Partners,

Inc. from its inception in 1988 until its merger with Evergreen Media Corporation, and was Chief Executive Officer of Broadcasting Partners, Inc. from 1993 to 1995. Mr. Lewis is a founder of Morgan, Lewis, Githens & Ahn, an investment banking and leveraged buyout firm, which was established in 1982. He has served as a director of Clear Channel since August 30, 2000. He had served as a director of AMFM Inc. prior to that

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time and Evergreen Media Corporation prior to AMFM's acquisition of Evergreen Media Corporation. Mr. Lewis also serves as a director of Superior Essex, Inc.

L. Lowry Mays, age 68, is the founder of Clear Channel and currently serves as Chairman of the Board and Chief Executive Officer. He has served as a director since Clear Channel's inception. Mr. Lowry Mays is the father of Mark P. Mays and Randall T. Mays, who serve as the President and Chief Operating Officer and the Executive Vice President and Chief Financial Officer of Clear Channel, respectively.

Mark P. Mays, age 40, serves as the President and Chief Operating Officer of Clear Channel. He has served as a director since May 1998. Mr. Mark Mays is the son of L. Lowry Mays, Clear Channel's Chairman and Chief Executive Officer and the brother of Randall T. Mays, Clear Channel's Executive Vice President and Chief Financial Officer.

Randall T. Mays, age 38, serves as the Executive Vice President and Chief Financial Officer of Clear Channel. He has served as a director since April 1999. Mr. Randall Mays is the son of L. Lowry Mays, Clear Channel's Chairman and Chief Executive Officer and the brother of Mark P. Mays, Clear Channel's President and Chief Operating Officer. Mr. R. Mays also serves on the board of directors of XM Satellite Radio Holdings, Inc.

B. J. McCombs, age 76, is a private investor with interests in professional sports and other investments. He has served as a director of Clear Channel since its inception.

Phyllis B. Riggins, age 51, has been a Managing Director of Bluffview Capital, LP since May 2003. Prior thereto, she was a Managing Director and Group Head Media/Telecommunication of Banc of America Securities (and its predecessors) global corporate and investment banking from September 1979 until her retirement in September 2002. Ms. Riggins has served as a director of Clear Channel since December 2002.

Theodore H. Strauss, age 79, is a Senior Managing Director of Bear, Stearns & Co., Inc., an investment banking firm. He has served as a director of Clear Channel since 1984. Mr. Strauss also serves as a director of Sizeler Property Investors, Inc.

J. C. Watts, Jr., age 46, is the Chairman of JC Watts Companies, LLC, a consulting firm. Mr. Watts is a former member of the United States House of Representatives and represented the 4th District of Oklahoma from 1995 to 2002. He served as the Chairman of the House Republican Conference. He has served as a director of Clear Channel since February 3, 2003. Mr. Watts also serves as a director of Terex Corporation, Dillard's, Inc. and Burlington Northern Santa Fe Corp.

John H. Williams, age 70, was a Senior Vice President of First Union Securities, Inc. (formerly known as Everen Securities, Inc.), an investment banking firm, until his retirement in July 1999. He has served as a director of Clear Channel since 1984. Mr. Williams also serves as a director of GAINSCO, Inc.

MANAGEMENT RECOMMENDS THAT THE YOU VOTE FOR THE DIRECTOR NOMINEES NAMED ABOVE.

CODE OF BUSINESS CONDUCT AND ETHICS

Clear Channel adopted a Code of Business Conduct and Ethics applicable to all its directors and employees, including its chief executive officer, chief financial officer, and chief accounting officer, which is a code of ethics as defined by applicable rules of the SEC. This code is publicly available on Clear Channel's website at www.clearchannel.com. A copy may also be obtained upon request from the secretary of Clear Channel. If Clear

Channel makes any amendments to this code other than technical, administrative, or other non-substantive amendments, or grants any waivers, including implicit waivers, from a provision of this code that applies to Clear Channel's chief executive officer, chief financial officer or chief accounting officer and relates to an element of the

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SEC's code of ethics definition, Clear Channel will disclose the nature of the amendment or waiver, its effective date and to whom it applies on its website or in a report on Form 8-K filed with the SEC.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below sets forth information concerning the beneficial ownership of Clear Channel common stock as of March 8, 2004, for each director currently serving on the Board and each of the nominees for director; each of the named executive officers not listed as a director, the directors and executive officers as a group and each person known to Clear Channel to own beneficially more than 5% of outstanding common stock. At the close of business on March 8, 2004, there were 616,657,745 shares of Clear Channel common stock outstanding. Except as otherwise noted, each shareholder has sole voting and investment power with respect to the shares beneficially owned.

Name	Amount and Nature of Beneficial Ownership	Percent of Class
Alan D. Feld	47,329(1)	*
Thomas O. Hicks	37,733,292(2)(15)	6.1%
Perry J. Lewis	179,332(3)	*
L. Lowry Mays	31,840,668(4)	5.1%
Mark P. Mays	10,647,471(5)	1.7%
Randall T. Mays	6,032,777(6)	1.0%
B. J. McCombs	11,182,481(7)	1.8%
Phyllis B. Riggins	3,850(8)	*
Theodore H. Strauss	237,975(9)	*
J.C. Watts	1,500(10)	*
John H. Williams	36,089(11)	*
Paul Meyer	48,498(12)	*
Brian Becker	274,310(13)	*
Hicks Muse Parties (14)	34,943,548(15)	5.7%
FMR Corp. (16)	91,047,982	14.8%
All Directors and Executive Officers as a Group (20 persons)	84,515,005(17)	13.6%

* Percentage of shares beneficially owned by such person does not exceed one percent of the class so owned.

- (1) Includes 35,500 shares subject to options held by Mr. Feld. Excludes 9,000 shares owned by Mr. Feld's wife, as to which Mr. Feld disclaims beneficial ownership.
- (2) Consists of 2,789,744 shares for which Thomas O. Hicks has sole voting and dispositive power and 34,943,548 shares (including vested stock options to purchase 94,000 shares) for which Thomas O. Hicks has shared voting and dispositive power. Of the 2,789,744 shares for which Thomas O. Hicks has sole voting and dispositive power, 2,036,472 shares are held of record by Thomas O. Hicks, 252,358 shares are subject to options held of record by certain trusts for the benefit of certain of Thomas O. Hicks' children that are currently vested, 237,989 shares are held by Thomas O. Hicks as the trustee of certain trusts for the benefit of Thomas O. Hicks' children, 11,500 shares held of record by Thomas O. Hicks as nominee that are immediately exercisable pursuant to a

stock option, 102,366 shares are held of record by a private foundation controlled by Thomas O. Hicks, and 149,059 shares are held of record by three limited partnerships of which the general partner is a limited liability company of which Thomas O. Hicks is the sole member. Of the 34,943,548 shares of common stock for which Thomas O. Hicks has shared voting and dispositive power, 117,771 shares are held by Thomas O. Hicks as the co-trustee of a trust for the benefit of unrelated parties, and 34,825,777 shares (including vested stock options to purchase 94,000 shares) are held of record by the Hicks Muse Parties (as defined in note (15))

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below). Mr. Thomas O. Hicks disclaims beneficial ownership of the shares of common stock not owned of record by him.

- (3) Includes 129,000 shares subject to options held by Mr. Lewis. Excludes 3,000 shares owned by Mr. Lewis wife, as to which Mr. Lewis disclaims beneficial ownership.
- (4) Includes 2,495,000 shares subject to options held by Mr. L. Mays, 48,456 shares held by trusts of which Mr. L. Mays is the trustee, but not a beneficiary 8,630,798 shares held by certain grantor retained annuity trusts of which Mr. L. Mays is not the trustee, but is the beneficiary, 17,894,122 shares held by the LLM Partners Ltd of which Mr. L. Mays shares control of the sole general partner, 174,123 shares held by the Mays Family 2000 Charitable Lead Annuity Trust, 1,413,947 shares held by the Mays Family Foundation and 109,474 shares held by the Clear Channel Foundation over which Mr. L. Mays has either sole or shared investment or voting authority.
- (5) Includes 118,000 shares subject to options held by Mr. M. Mays, 8,858,702 shares held by trusts of which Mr. M. Mays is the trustee, but not a beneficiary, and 765,693 shares held by the MPM Partners, Ltd. Mr. M. Mays controls the sole general partner of MPM Partners, Ltd.
- (6) Includes 118,000 shares subject to options held by Mr. R. Mays, 5,241,116 shares held by trusts of which Mr. R. Mays is the trustee, but not a beneficiary, and 400,000 shares held by RTM Partners, Ltd. Mr. R. Mays controls the sole general partner of RTM Partners, Ltd.
- (7) Includes 23,500 shares subject to options held by Mr. McCombs and 11,158,981 shares held by the McCombs Family Partners, Ltd. of which Mr. McCombs is the general partner. Excludes 27,500 shares held by Mr. McCombs wife, as to which Mr. McCombs disclaims beneficial ownership.
- (8) Includes 1,500 shares subject to options held by Ms. Riggins.
- (9) Includes 35,500 shares subject to options held by Mr. Strauss, 48,450 shares held by trusts of which Mr. Strauss is the trustee, but not a beneficiary, and 108,587 shares held by the THS Associates L.P. of which Mr. Strauss is the general partner.
- (10) Includes 1,500 shares subject to options held by Mr. Watts.
- (11) Includes 24,500 shares subject to options held by Mr. Williams. Excludes 9,300 shares held by Mr. Williams wife, as to which Mr. Williams disclaims beneficial ownership.
- (12) Includes 28,750 shares subject to options held by Mr. Meyer.
- (13) Includes 274,170 shares subject to options held by Mr. Becker.
- (14) Address c/o Hicks, Muse, Tate & Furst Incorporated, 200 Crescent Court, Suite 1600, Dallas, Texas 75201.
- (15) Consists of (i) 127,027 shares held of record by Capstar Boston Partners, L.L.C., a limited liability company of which the manager is a limited partnership whose ultimate general partner is Hicks, Muse Fund III Incorporated (Fund III Inc.), (ii) 16,773,479 shares held of record by two limited partnerships of which the ultimate general partner is Fund III Inc., (iii) 8,221,220 shares held of record by six limited partnerships of which the ultimate general partner is Hicks, Muse Fund IV LLC (Fund IV), (iv) 9,610,051 shares held of record by HM 1-FOF Coinvestors, L.P. a limited partnership of which the ultimate general partner is Hicks

Muse Latin America Fund Incorporated (LA Fund), and (v) 94,000 shares issuable upon the exercise of stock options that are already vested and held by Hicks, Muse & Co. Partners, L.P., a limited partnership of which the ultimate general partner is HM Partners Inc. (HM Partners). The entities affiliated with Hicks, Muse, Tate & Furst Incorporated and described in this footnote as holding shares of Clear Channel are collectively the Hicks Muse Parties . Thomas O. Hicks is a controlling stockholder and serves as executive officer of Fund III Inc., LA Fund and HM Partners, and Thomas O. Hicks is the sole member of Fund IV. Accordingly, Thomas O. Hicks may be deemed to be the beneficial owner of the common stock beneficially owned by the Hicks Muse Parties. Mr. Thomas O. Hicks disclaims beneficial ownership of the shares of common stock not owned of record by him.

(16) Address: 82 Devonshire Street, Boston, Massachusetts 02109.

(17) Includes 3,755,256 shares subject to options held by such persons, 9,821,510 shares held by trusts of which such persons are trustees, but not beneficiaries, 17,894,122 shares held by the LLM Partners Ltd, 765,693 shares held by the MPM Partners, Ltd., 400,000 shares held by the RTM Partners, Ltd, 11,158,981 shares held by the McCombs Family Partners, Ltd, 108,587 shares held by the THS Associates L.P., 1,413,947 shares held by the Mays Family Foundation, 109,474 shares held by the Clear Channel Foundation and 34,943,548 shares held by Hick Muse Parties as more fully described in note (15) above.

Table of Contents**EXECUTIVE COMPENSATION**

Clear Channel believes that compensation of its executive and other officers should be directly and materially linked to operating performance. For fiscal year 2003, the executive compensation program consisted of a base salary, a bonus plan, stock options and restricted stock grants based on Clear Channel's cash flow growth and individual performance.

Summary Compensation Table

The Summary Compensation Table shows certain compensation information for the years ended December 31, 2003, 2002 and 2001, for the Chief Executive Officer and each of the four most highly compensated executive officers whose total cash compensation exceeded \$100,000 for services rendered in all capacities for the three years ended December 31, 2003 (hereinafter referred to as the named executive officers).

Name And Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)(2)	Restricted Stock Awards (\$)	Awards Options (#)	Payouts LTIP Payout (\$)	
L. Lowry Mays Chairman and CEO	2003	1,012,838	1,000,000		915,500(1)	225,000		5,000(3)
	2002	1,009,078	1,975,000					101,009(4)
	2001	1,010,626				750,000		160,115(4)
Mark P. Mays President and COO	2003	697,093	1,000,000		915,500(1)	225,000		5,000(3)
	2002	692,627	1,975,000					3,500(3)
	2001	692,915				500,000		2,975(3)
Randall T. Mays Executive Vice President and CFO	2003	692,617	1,000,000		915,500(1)	225,000		5,000(3)
	2002	691,089	1,975,000					3,500(3)
	2001	691,649				500,000		2,975(3)
Paul Meyer President and CEO Clear Channel Outdoor	2003	403,992	420,000			40,000		5,000(3)
	2002	349,472	150,000					3,500(3)
	2001	343,166				75,000		2,975(3)
Brian E. Becker CEO Clear Channel Entertainment	2003	495,983	325,000			35,000		5,000(3)
	2002	488,300	340,000					3,500(3)
	2001	492,424				287,500		2,975(3)

(1) Represents a grant of 25,000 shares of restricted stock awarded on February 19, 2003 which on December 31, 2003 had a fair market value of \$1,170,750. The restriction will lapse and the shares will vest on the fifth

anniversary of the date of grant. The holder will receive all cash dividends declared and paid during the vesting period.

- (2) Perquisites that are less than \$50,000 in the aggregate for any named executive officer are not disclosed in the table in accordance with SEC rules.
- (3) Represents the amount of matching contributions paid by Clear Channel under its 401(k) Plan.
- (4) Represents \$98,209 and \$157,140 paid by Clear Channel prior to July 30, 2002, and during 2001, respectively, on a split-dollar life insurance policy for L. Lowry Mays. Such amounts include the entire dollar amount of the term life portion and the present value to L. Lowry Mays of the interest-free use of the non-term portion of each premium payment. The remainder represents the amount of matching contributions paid by Clear Channel under its 401(k) Plan.

Table of Contents**Stock Option Grant Table**

The following table sets forth certain information concerning stock options granted to the named executive officers during the year ended December 31, 2003.

Name	Number of Securities Underlying Options Granted (#)	Percent of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/share)	Expiration Date	Grant Date
					Present
					Value (\$) (1)
L. Lowry Mays	225,000	4.6%	36.62	2/19/13	\$4,268,250
Mark P. Mays	225,000	4.6%	36.62	2/19/13	\$4,268,250
Randall T. Mays	225,000	4.6%	36.62	2/19/13	\$4,268,250
Paul Meyer	40,000	.8%	36.62	2/19/10	\$ 676,501
Brian E. Becker	35,000	.7%	36.62	2/19/10	\$ 591,938

- (1) Present value for this option was estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions: Risk-free interest rate ranging from 2.912% to 6.62%, a dividend yield of 0%, a volatility factor of the expected market price of Clear Channel's common stock used ranged from 43% to 46.8% and the expected life ranged from 5 years to 7.5 years. The present value of stock options granted is based on a theoretical option-pricing model. In actuality, because the company's employee stock options are not traded on an exchange, optionees can receive no value nor derive any benefit from holding stock options under these plans without an increase in the market price of Clear Channel stock. Such an increase in stock price would benefit all shareholders commensurately.

Stock Option Exercises and Holding Table

The following table sets forth certain information regarding stock options exercised by the named executive officers during the year ended December 31, 2003, including the aggregate value of gains on the date of exercise. In addition, the table sets forth the number of shares covered by both exercisable and unexercisable stock options as of December 31, 2003. Also reported are the values of in the money options which represent the positive spread between the exercise price of any existing stock options and the Clear Channel common stock price as of December 31, 2003.

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options at Fiscal Year End (#)	Value of Unexercised In-the-Money Options at Fiscal Year End (\$)
			Exercisable/Unexercisable	Exercisable/Unexercisable
L. Lowry Mays			2,345,000 / -0-	11,375,540 / -0-
Mark P. Mays	20,000	554,550	73,000 / 875,000	1,005,600 / 2,434,750

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Randall T.				1,005,600 /
Mays	20,000	554,550	73,000 / 875,000	2,434,750
Paul Meyer	4,000	74,793	-0- / 170,000	-0- / 430,400
				2,428,574 /
Brian E. Becker			307,495 / 422,505	4,351,675

Table of Contents**Equity Compensation Plans**

The following table summarizes information, as of December 31, 2003, relating to Clear Channel's equity compensation plans pursuant to which grants of options, restricted stock or other rights to acquire shares may be granted from time to time.

Plan category	Number of securities to be issued upon exercise price of outstanding options, warrants and rights	Weighted-average exercise price of outstanding warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders (1)	19,494,765	\$ 48.150	43,831,820
Equity compensation plans not approved by security holders (2)	16,804	\$ 38.735	2,011,611
Total (3)	19,511,569	\$ 48.140	45,843,431

(1) These plans are the Clear Channel Communications, Inc. 1994 Incentive Stock Option Plan, Clear Channel Communications, Inc. 1994 Nonqualified Stock Option Plan, Clear Channel Communications, Inc. Directors Nonqualified Stock Option Plan, Clear Channel Communications, Inc. 1998 Incentive Stock Option Plan and Clear Channel Communications, Inc. 2001 Incentive Stock Option Plan.

(2) The sole equity compensation plan not submitted to the shareholders for approval is the Clear Channel Communications, Inc. 2000 Employee Stock Purchase Plan. The Clear Channel Communications, Inc. 2000 Employee Stock Purchase Plan is included with the exhibits to Clear Channel's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2002.

(3) Does not include option to purchase an aggregate of 22,588,433 shares, at a weighted average exercise price of \$41.5697, granted under plans assumed in connection with acquisition transactions. No additional options may be granted under these assumed plans.

Employment Agreements

On October 1, 1999, Clear Channel entered into employment agreements with its three senior executives, L. Lowry Mays (Chairman and Chief Executive Officer), Mark P. Mays (President and Chief Operating Officer) and Randall T. Mays (Executive Vice President and Chief Financial Officer). Each agreement has a term of seven years with automatic daily extensions unless Clear Channel or the executive elects not to extend the agreement. Each of these employment agreements provides for a minimum initial base salary, subject to review and annual increase by the Compensation Committee. In addition, each agreement provides for an annual bonus pursuant to Clear Channel's Annual Incentive Plan or as the Executive Performance Subcommittee determines. The employment agreements with the Chief Executive Officer, President and Chief Financial Officer initially provided for base salaries of \$1,000,000,

\$350,000 and \$325,000, respectively, and for minimum option grants to acquire 100,000, 50,000 and 50,000 shares of Clear Channel common stock, respectively; provided, however, that the annual option grant will not be smaller than the option grant in the preceding year unless waived by the executive. Each option will be exercisable at fair market value at the date of grant for a ten-year period even if the executive is not employed by Clear Channel. The Compensation Committee or the Executive Performance Subcommittee will determine the schedule upon which the options will vest and become exercisable.

Each of these executive employment agreements provides for severance and change-in-control payments in the event that Clear Channel terminates an executive's employment without cause or if the executive terminates for good reason. Cause is narrowly defined, and any determination of cause is subject to a supermajority vote of Clear Channel's board. Good reason includes defined change-in-control transactions involving Clear Channel, Clear Channel's election not to automatically extend the term of the employment agreement, a diminution in the executive's pay, duties or title or, in the case of the President and Chief Financial Officer, if neither L. Lowry Mays, Mark P. Mays nor Randall T. Mays is the Chairman and Chief Executive Officer of Clear Channel. If an executive

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is terminated by Clear Channel without cause or the executive resigns for good reason then that executive will receive a lump-sum cash payment equal to the base salary and bonus that otherwise would have been paid for the remainder of the term of the agreement (using the highest bonus paid to executive in the three years preceding the termination but not less than \$1,000,000 bonus for the President or Chief Financial Officer and \$3,000,000 bonus for the Chief Executive Officer), continuation of benefits, an option to acquire 1,000,000 shares of Clear Channel common stock at fair market value as of the date of termination that is fully vested and exercisable for a period of ten years, and immediate vesting on the date of termination of all stock options held by the executive on the date of termination. Certain tax gross up payments would also be due on such amounts. However, if either the President or Chief Financial Officer terminates his employment agreement for good reason because neither L. Lowry Mays, Mark P. Mays nor Randall T. Mays is the Chairman and Chief Executive Officer of Clear Channel, then the lump-sum payment and option grants described above essentially double. In the event the executive's employment is terminated without cause or for good reason, the employment agreements also restrict the executive's business activities that compete with the business of Clear Channel for a period of two years following such termination.

On March 21, 2001 Clear Channel entered into an employment agreement with Brian E. Becker, which was amended on February 12, 2004. As amended, the initial term of the contract expires on February 13, 2006 and automatically extends one day at a time thereafter unless either party gives the other one years' notice of expiration, which may be given at any time on or after February 13, 2005. The contract calls for Mr. Becker to be the Chief Executive Officer of the division now named Clear Channel Entertainment for a base salary of \$475,000 per year, increased annually by the consumer price index. Mr. Becker also has a bonus plan based on the percentage increase of EBITDA over 15% per year and stock options based on earlier employment with SFX Entertainment, Inc. and thereafter based on merit as decided by the Clear Channel Compensation Committee. Upon execution of the February 2004 amendment, Mr. Becker received 25,000 options to purchase Clear Channel common stock at an exercise price equal to the fair market value of the common stock on the date of grant.

In the event of a change in control, Mr. Becker would receive two times his then current base salary. Clear Channel may terminate Mr. Becker's employment (a) on or after February 13, 2005 for any reason upon one years' written notice or (b) for cause. Mr. Becker may terminate his employment with Clear Channel (a) on or after February 13, 2005 for any reason upon one years' written notice or (b) for good reason. Cause is narrowly defined and good reason includes a change in Mr. Becker's job responsibilities, duties, or title. If Mr. Becker is terminated without cause or resigns with good reason, then within thirty days of the effective date of termination he is entitled to receive a lump sum payment of two years compensation plus certain tax gross ups. If Mr. Becker elects to terminate by giving one years' notice, Mr. Becker is entitled to continue to receive his salary and any payments he may be entitled to under any applicable employee benefit plan for 12 months following the effective date of termination. Mr. Becker is prohibited by his employment agreement from activities that compete with Clear Channel for 12 months after he leaves the employ of Clear Channel and he is prohibited from soliciting Clear Channel employees for employment for 24 months after the termination of his employment for cause or resignation by the executive without good reason.

On February 18, 2004, Clear Channel entered into an employment agreement with Paul J. Meyer. This contract is effective the 1st day of February 2004 and the initial term ends on January 31, 2006; the term automatically extends one day at a time beginning February 1, 2005 unless one party gives the other one years' notice of expiration at or prior to January 31, 2005. The contract calls for Mr. Meyer to be the President and Chief Executive Officer, Clear Channel Outdoor for a base salary of \$475,000 for the period from February 1, 2004 through January 31, 2005; and \$500,000 for the period from February 1, 2005 through January 31, 2006, subject to additional annual raises thereafter in accordance with Clear Channel's policies. Mr. Meyer is also eligible to receive a performance bonus based on the percentage increase of EBIT per year and stock options based on merit as decided by the Clear Channel Compensation Committee. Upon execution of the agreement, Mr. Meyer received 25,000 options to purchase Clear Channel common stock at an exercise price equal to the fair market value of the common stock on the date of grant.

Mr. Meyer may terminate his employment at any time upon one years written notice. Clear Channel may terminate Mr. Meyer without cause upon one years written notice. If Mr. Meyer is terminated without cause , he is entitled to receives a lump sum payment of accrued and unpaid base salary and prorated bonus, if any, and any payments to which he may be entitled under any applicable employee benefit plan. Mr. Meyer is prohibited by his

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employment agreement from activities that compete with Clear Channel for 12 months after he leaves Clear Channel and he is prohibited from soliciting Clear Channel employees for employment for 12 months after termination regardless of the reason for termination of employment.

**REPORT OF THE COMPENSATION COMMITTEE AND THE
EXECUTIVE PERFORMANCE SUBCOMMITTEE**

The following Report of the Compensation Committee and the Executive Performance Subcommittee and the performance graphs included elsewhere in this proxy statement do not constitute soliciting material and should not be deemed filed or incorporated by reference into any other company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent Clear Channel specifically incorporates this Report or the performance graphs by reference therein.

The Compensation Committee of the Board of Directors and the Committee's Executive Performance Subcommittee have furnished the following report on executive compensation for fiscal year 2003.

Overall Policy

The financial success of Clear Channel is linked to the ability of its executive and other officers to direct Clear Channel's current operations and to assess the advantages of potential acquisitions and realign the operations of the acquired entities with the operating policies of Clear Channel. A major objective of Clear Channel's compensation strategy is to attract and retain top quality executive and other officers. Another objective of Clear Channel's compensation strategy is to reward officers based on the financial performance of operations under their control. Financial incentives are used to motivate those responsible to achieve Clear Channel's financial goals and to align the interests of Clear Channel's officers with the interests of Clear Channel's shareholders.

Clear Channel believes that compensation of its executive and other officers should be directly and materially linked to operating performance. For fiscal year 2003, the executive compensation program consisted of a base salary, a bonus plan, stock options and restricted stock awards based on Clear Channel's cash flow growth and individual performance.

The Compensation Committee and the Executive Performance Subcommittee believe that this four-part approach best serves the interests of Clear Channel and its shareholders. It enables Clear Channel to meet the requirements of the highly competitive environment in which Clear Channel operates while ensuring that all officers are compensated in a way that advances both the short and long-term interests of shareholders. Under this approach, compensation for these officers involves a high proportion of pay that is at risk, namely, the annual bonus and stock options. The annual bonus is also based, in significant part, on Clear Channel's performance. Stock options and restricted stock awards relate a significant portion of long-term remuneration directly to stock price appreciation realized by all of Clear Channel's shareholders.

To carry out its responsibilities the Compensation Committee engaged a leading national executive compensation consulting firm to develop and provide market pay data to better evaluate the compensation paid to Clear Channel's executive officers. The consultant developed market pay data from proxy statements of leading media companies (media peers) identified by the Committee as key competitors for business and/or executive talent and from a group of general industry companies (general industry peers) selected on the basis of criteria that were deemed to reflect Clear Channel in terms of the stock exchange upon which Clear Channel's shares trade, scope of operations, revenue, free cash flow, total assets, market value, total capital and or number of employees.

The consultant provided the Committee with market pay data for base salary, bonus, total cash compensation, long-term incentives, and total direct compensation. Market pay data were provided at the 25th, 50th and 75th percentiles of peer pay levels. Based on the Committee's assessments of peer pay levels and of each executive officer's skills, performance and contributions, the Committee determined that overall compensation paid to its executive officers were competitively positioned (within the 50th and 75th percentiles) compared to media peers

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and were appropriate compared to general industry pay practices, performance considerations, and Clear Channel's desire to motivate and retain its executive officers.

Compensation

Base Salary

Base salaries of executive and other officers are set with respect to comparable salaries paid by companies in similar industries in which Clear Channel operates. The salaries of all executive officers except the Chief Executive Officer are determined through mutual negotiations between the executive and the Chief Executive Officer, with consultation of the compensation committee, and are based on both past performance and expected future performance. However, under certain circumstances, Clear Channel may enter into employment agreements with executive officers and it currently has employment agreements with its Chief Executive Officer, its President and Chief Operating Officer, its Executive Vice President and Chief Financial Officer, its President and CEO of Clear Channel Outdoor and its CEO of Clear Channel Entertainment.

Bonus Plans

In fiscal year 2003, executive officers of Clear Channel were eligible for participation in Clear Channel's Annual Incentive Plan. This plan was administered by the Executive Performance Subcommittee and provided for performance-based bonuses for executives who were covered employees pursuant to Section 162(m) of the Internal Revenue Code. Under the plan, the Subcommittee establishes specific company budgeted goals applicable to each covered executive officer for performance periods of one or more years. The budgeted goals established for fiscal year 2003 were based upon the executives achieving certain goals, including an increase in cash flow over the prior year and other objective and subjective measures of performance. Budgeted goals for each executive officer were set pursuant to an extensive annual operating plan developed by the Chief Executive Officer in consultation with the Chief Operating Officer, the Chief Financial Officer and other senior executive officers, including the principal executive officers of Clear Channel's various operating divisions. Past and expected future performance was considered on a subjective basis in determining these budgeted goals, based on the varied circumstances impacting each operating division. The Chief Executive Officer made recommendations as to the compensation levels and performance goals of Clear Channel's executive officers to the Compensation Committee for their approval.

In addition, the Subcommittee established an objective formula for calculating the maximum bonus payable to each participating executive officer. These maximum bonus amounts were set above Clear Channel's historical bonus levels for executives other than the Chief Executive Officer because the Section 162(m) regulations allow only negative discretion in respect of this type of plan, and the Subcommittee desired flexibility to recognize exceptional individual performance when warranted.

For fiscal year 2003, the Subcommittee established overall Company performance targets based upon the achievement of specified levels of growth in earnings per share. After the end of the fiscal year, the Subcommittee confirmed that the 2003 targets had been achieved and, accordingly, that annual bonuses would be paid under the plan, subject to the Subcommittee's exercise of negative discretion, to the Chief Executive Officer and the other plan participants. The amounts of the bonuses paid to the named executives are set forth in the Summary Compensation Table presented elsewhere in these proxy materials.

Stock Options

Stock option grants to executive and other officers of Clear Channel were determined using the sole factor of achieving budgeted goals as determined on a subjective basis after consideration of the varied circumstances impacting each operating division. All decisions to grant stock options are in the sole discretion of the Compensation Committee or the Executive Performance Subcommittee, as applicable.

Restricted Stock Awards

Restricted stock awards to key executives of Clear Channel were determined using the sole factor of achieving budgeted goals as determined on a subjective basis after consideration of the varied circumstances

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impacting each operating division. All decisions to award restricted stock are in the sole discretion of the Compensation Committee or the Executive Performance Subcommittee, as applicable.

The employment agreements with the President and Chief Operating Officer and the Executive Vice President and Chief Financial Officer contemplate the award of annual option grants to acquire not less than 50,000 shares of Clear Channel common stock.

Chief Executive Officer Compensation

The Clear Channel Compensation Committee and the Executive Performance Subcommittee established the Chief Executive Officer's performance goals and determined the amount of his incentive bonus.

Clear Channel entered into a seven-year employment agreement with L. Lowry Mays, to serve as Chairman and Chief Executive Officer, effective October 1, 1999. The employment agreement provides for a minimum annual base salary of \$1 million. The salary amount is subject to review by the Clear Channel Compensation Committee of the Board and may be increased on an annual basis at the beginning of each fiscal year. The term of the employment agreement is automatically extended at the end of each day by one additional day for each day expired during the employment period, in the absence of a notice of non-extension from L. Lowry Mays. The employment agreement contemplates that L. Lowry Mays will be awarded bonus compensation as determined by the Clear Channel Executive Performance Subcommittee of the Board and an annual option grant to acquire not less than 100,000 shares of Clear Channel common stock. The employment agreement provides for substantial severance and change-in-control payments and option grants in the event that Clear Channel terminates L. Lowry Mays' employment without cause or if L. Lowry Mays terminates for good reason.

At the end of 2003, the Chief Executive Officer's annual salary was \$1 million pursuant to his employment contract with Clear Channel. He was paid a cash bonus of \$1 million in February of 2004 that, while paid in 2004, rewarded the Chief Executive officer for performance in 2003. Options were granted to the Chief Executive Officer in 2003 for the purchase of 225,000 shares of Clear Channel common stock. In addition, 25,000 shares of restricted stock were awarded to the Chief Executive Officer in 2003.

The Compensation Committee and Executive Performance Subcommittee utilized information gathered from an independent executive compensation consulting firm in determining the Chief Executive Officer's overall compensation package. The amount of salary paid and bonus awarded to the Chief Executive Officer for fiscal year 2003 was made in accordance with the terms of his employment agreement as described above.

Policy on Deductibility of Compensation

Section 162(m) of the Internal Revenue Code limits the tax deduction for compensation paid to the named executive officers to \$1 million. However, performance-based compensation that has been approved by shareholders is excluded from the \$1 million limit if, among other requirements, the compensation is payable only upon attainment of pre-established, objective performance goals and the board committee that establishes such goals consists only of outside directors (as defined for purposes of Section 162(m)).

At the 2000 annual Clear Channel shareholder meeting, the shareholders approved the Annual Incentive Plan, which meets the requirements of Section 162(m) with respect to the performance-based compensation paid to the Chief Executive Officer, as discussed above. The present intention of the Clear Channel Compensation Committee is to continue to comply with the requirements of Section 162(m).

Respectfully submitted,

THE COMPENSATION COMMITTEE

John Williams, J.C. Watts, Alan Feld and B.J. McCombs

THE EXECUTIVE PERFORMANCE SUBCOMMITTEE

John Williams and J.C. Watts

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Table of Contents**STOCK PERFORMANCE GRAPH**

The following charts demonstrate a five-year and ten-year comparison of the cumulative total returns, adjusted for stock splits and dividends, for Clear Channel, the S&P Consumer Discretionary Index, and the S&P 500 Composite Index.

**CLEAR CHANNEL COMMUNICATIONS
STOCK PERFORMANCE CHARTS**

**Indexed yearly Stock Price Close
(Prices adjusted for Stock Splits and Dividends)**

	12/31/98	12/31/99	12/31/00	12/31/01	12/31/02	12/31/03
Clear Channel	1,000	1,638	889	934	684	863
S&P Consumer Discretionary Index	1,000	1,252	1,002	1,030	785	1,079
S&P 500 Index	1,000	1,210	1,100	969	755	971

	12/31/93	12/31/94	12/31/95	12/31/96	12/31/97	12/31/98	12/31/99	12/31/00	12/31/01	12/31/02	12/31/03
Clear Channel	1,000	1,379	2,398	3,927	8,635	11,848	19,402	10,530	11,067	8,107	10,229
S&P Consumer Discretionary Index	1,000	918	1,103	1,239	1,661	2,340	2,926	2,343	2,408	1,837	2,521
S&P 500 Index	1,000	1,013	1,389	1,704	2,268	2,911	3,519	3,201	2,822	2,202	2,826

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**SECTION 16(A) BENEFICIAL OWNERSHIP
REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires Clear Channel's directors, executive officers and beneficial owners of more than 10% of any class of equity securities of Clear Channel to file reports of ownership and changes in ownership with the SEC and the NYSE. Directors, executive officers and greater than 10% shareholders are required to furnish Clear Channel with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no such forms were required to be filed by those persons, Clear Channel believes that all such Section 16(a) filing requirements were satisfied during fiscal year 2003, except that Mr. Mark P. Mays inadvertently failed to report three gift transactions on his Form 5 relating to fiscal year 2002. Clear Channel believes that each of the gift transactions is exempt from Section 16(b) pursuant to Rule 16b-5 of the Securities Exchange Act of 1934. These gift transactions were reported on Mr. Mark P. Mays' Form 5 for the 2003 fiscal year filed on February 17, 2004. Additionally, Mr. Theodore H. Strauss was late in filing one sale transaction as well as six gift transactions and two other transactions. The sale transaction was the sale of shares from a trust for the benefit of Mr. Strauss' daughter for which Mr. Strauss is the trustee and the gift and other transactions were all related to the transfer of shares from Mr. Strauss' direct holdings into indirect holdings. Clear Channel believes that each of Mr. Strauss' gift transactions is exempt from Section 16(b) pursuant to Rule 16b-5 of the Securities Exchange Act of 1934.

**COMPENSATION COMMITTEE INTERLOCKS
AND INSIDER PARTICIPATION**

Messrs. Alan Feld and B. J. McCombs serve on Clear Channel's Compensation Committee. Clear Channel paid fees in 2003 to the law firm of Akin Gump Strauss Hauer & Feld LLP. Alan Feld is the sole shareholder of a professional corporation which is a partner of such firm. Clear Channel leases certain office space in San Antonio, Texas, from the children of L. Lowry Mays and a limited partnership owned and controlled by the children of B. J. McCombs. This lease expires on December 31, 2005 with current monthly rentals of \$13,721. Mr. Mays and Mr. McCombs do not serve as a trustee for any of the trusts nor are either of them beneficiaries of any of the trusts. Mr. Mays and Mr. McCombs have no pecuniary or other retained interest in any of the trusts. A limited partnership owned and controlled by the children of B. J. McCombs purchased an aggregate of \$692,814 of radio, television and outdoor advertising for its various automobile dealerships from Clear Channel subsidiaries during 2003. Clear Channel believes the transactions described above are no less favorable to Clear Channel than could be obtained with nonaffiliated parties.

CERTAIN TRANSACTIONS

Kathryn Mays Johnson, daughter of L. Lowry Mays, earned \$65,488 during 2003 for her services to Clear Channel as its Senior Vice President, Corporate Relations.

Randall T. Mays, our Executive Vice President and Chief Financial Officer, sits on the board of directors of and is a shareholder of Digital Defense, Inc., a company that provides network security services to Clear Channel. During 2003, Clear Channel paid Digital Defense approximately \$261,000 in the aggregate for services performed by Digital Defense associated with its auditing of the vulnerability of Clear Channel's network infrastructure. Clear Channel believes that the terms upon which it engages Digital Defense are no less favorable to Clear Channel than it would have obtained from parties in which there was no such relationship.

Allen J. Becker, the father of Brian Becker who serves as the chairman and chief executive officer of Clear Channel Entertainment, a subsidiary of Clear Channel, was an employee of Clear Channel Entertainment pursuant to the terms of an employment agreement dated December 12, 1997. This employment agreement, which was terminated March 31, 2003, was already in place when Clear Channel acquired SFX Entertainment. In exchange for

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his services, the employment agreement provided Allen J. Becker with an annual salary of \$200,000, the opportunity to receive an annual incentive bonus, the right to reimbursement for certain business expenses and other customary employee benefits. Allen J. Becker is a highly qualified specialist in the live entertainment industry and formerly served as the chairman of the board of Pace Entertainment Corporation which was acquired by SFX Entertainment. In 2003, \$55,000 in salary was paid to Allen J. Becker prior to the termination of the employment contract. No incentive bonus was paid.

In addition, Allen Becker also has various ownership interests in certain theater venues which Clear Channel Entertainment manages for a fee. In 2003, Clear Channel Entertainment was paid approximately \$300,000 for services rendered to these venues.

Finally, on August 23, 2000, SFX Theatrical Group, Inc. entered into an agreement to acquire all the issued and outstanding stock of Theatre Management Group, Inc. (TMG) from its shareholders. Allen J. Becker held 37.5% of TMG. The transaction subsequently closed on October 13, 2000. Among its terms, the agreement required SFX to make certain contingent payments to the former TMG shareholders upon satisfaction of certain completion criteria related to theater development projects that were underway in Baltimore and Boston at the time of the acquisition. The conditions related to the Baltimore project were satisfied and the required contractual payments to the shareholders were made on February 13, 2004. Allen Becker received a payment of \$187,500. An equal amount will become payable to Allen Becker should certain criteria related to the Boston project be achieved in the future.

In May 1977, Clear Channel and its then shareholders, including L. Lowry Mays and B.J. McCombs, entered into a Buy-Sell Agreement restricting the disposition of the outstanding shares of Clear Channel common stock owned by L. Lowry Mays and B.J. McCombs and their heirs, legal representatives, successors and assigns. The Buy-Sell Agreement provides that in the event that a restricted party desires to dispose of his shares, other than by disposition by will or intestacy or through gifts to such restricted party's spouse or children, such shares must be offered for a period of 30 days to Clear Channel. Any shares not purchased by Clear Channel must then be offered for a period of 30 days to the other restricted parties. If all of the offered shares are not purchased by Clear Channel or the other restricted parties, the restricted party offering his or her shares may sell them to a third party during a period of 90 days thereafter at a price and on terms not more favorable than those offered to Clear Channel and the other restricted parties. In addition, a restricted party may not individually, or in concert with others, sell any shares so as to deliver voting control to a third party without providing in any such sale that all restricted parties will be offered the same price and terms for their shares. All shares of Clear Channel common stock owned by Mr. McCombs have been released from the terms of the Buy-Sell Agreement.

AUDIT COMMITTEE REPORT

The following Report of the Audit Committee concerns the Committee's activities regarding oversight of Clear Channel's financial reporting and auditing process and does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent Clear Channel specifically incorporates this Report by reference therein.

The Audit Committee is comprised solely of independent directors and it operates under a written charter adopted by the Board of Directors. The charter reflects standards set forth in SEC regulations and NYSE rules. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit committees. The Committee reviews and assesses the adequacy of its charter on an annual basis. The full text of the Audit Committee's charter can be found on Clear Channel's Internet website at www.clearchannel.com. A copy may also be obtained upon request from the secretary of Clear Channel.

As set forth in more detail in the charter, the Audit Committee's purpose is to assist the Board of Directors in its general oversight of Clear Channel's financial reporting, internal control and audit functions. Management is

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responsible for the preparation, presentation and integrity of Clear Channel's financial statements, accounting and financial reporting principles and internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. Ernst & Young LLP, Clear Channel's independent auditing firm, is responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards.

The Audit Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent auditor, nor can the Committee certify that the independent auditor is independent under applicable rules. The Committee serves a board-level oversight role, in which it provides advice, counsel and direction to management and the auditors on the basis of the information it receives, discussions with management and the auditors and the experience of the Committee's members in business, financial and accounting matters.

Among other matters, the Audit Committee monitors the activities and performance of Clear Channel's internal and external auditors, including the audit scope, external audit fees, auditor independence matters and the extent to which the independent auditor may be retained to perform non-audit services. The Audit Committee has ultimate authority and responsibility to select, evaluate and, when appropriate, replace Clear Channel's independent auditor. The Audit Committee also reviews the results of the internal and external audit work with regard to the adequacy and appropriateness of Clear Channel's financial, accounting and internal controls. Management and independent auditor presentations to and discussions with the Audit Committee also cover various topics and events that may have significant financial impact or are the subject of discussions between management and the independent auditor. In addition, the Audit Committee generally oversees Clear Channel's internal compliance programs.

The Committee has implemented procedures to ensure that during the course of each fiscal year it devotes the attention that it deems necessary or appropriate to each of the matters assigned to it under the Committee's charter. To carry out its responsibilities, the Committee met four times during the year ended December 31, 2003. The Audit Committee also meets privately with the internal and external auditors as well as management immediately following each of these meetings.

In overseeing the preparation of Clear Channel's financial statements, the Committee met with both management and Clear Channel's outside auditors to review and discuss all financial statements prior to their issuance and to discuss significant accounting issues. Management advised the Committee that all financial statements were prepared in accordance with generally accepted accounting principles. The Committee's review included discussion with the outside auditors of matters required to be discussed pursuant to Statement on Auditing Standards No. 61 (Communication With Audit Committees).

With respect to Clear Channel's outside auditors, the Committee, among other things, discussed with Ernst & Young LLP matters relating to its independence, including its letter and the written disclosures made to the Committee as required by the Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees).

Finally, the Committee continued to monitor the scope and adequacy of Clear Channel's internal auditing program, including proposals for adequate staffing and to strengthen internal procedures and controls where appropriate.

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On the basis of these reviews and discussions, the Committee recommended to the Board of Directors that the Board approve the inclusion of Clear Channel's audited financial statements in Clear Channel's Annual Report on Form 10-K for the year ended December 31, 2003, for filing with the Securities and Exchange Commission.

Respectfully submitted,

THE AUDIT COMMITTEE
Perry Lewis Chairman,
Phyllis B. Riggins, Theodore Strauss
and John Williams

AUDITOR FEES

Ernst & Young LLP billed Clear Channel the following fees for services provided during the years ended December 31, 2003 and 2002:

<i>(In thousands)</i>	Fees Paid During Year Ended	
	December 31, 2003	December 31, 2002
Annual audit fees (1)	\$5,125	\$5,293(2)
Audit-related fees (3)	314	318
Tax fees (4)	1,712	1,904
All other fees (5)	24	77
	<hr/>	<hr/>
Total fees for services	\$7,175	\$7,592
	<hr/>	<hr/>

- Annual audit fees are the fees billed for professional services rendered for the audit of our annual financial statements and reviews of quarterly financial statements. This category also includes fees for statutory audits required domestically and internationally, comfort letters, consents, assistance with and review of documents filed with the SEC, attest services, work done by tax professionals in connection with the audit or quarterly reviews, and accounting consultations and research work necessary to comply with generally accepted auditing standards.
- Prior year's annual audit fees have been adjusted to include \$.3 million in fees for the 2002 annual audit which were agreed to after the filing of the 2002 proxy.
- Audit-related fees are the fees billed for due diligence related to mergers and acquisitions, internal control reviews and attest services not required by statute or regulation.
- Tax fees are the fees billed for professional services rendered for tax compliance, tax advice and tax planning, except those provided in connection with the audit or quarterly reviews. Of the \$1.7 million and the

\$1.9 million tax fees billed during 2003 and 2002, respectively, \$.2 million and \$.6 million were related to tax compliance services.

5. All other fees are the fees for products and services other than those in the above three categories. This category includes, among other things, permitted corporate finance assistance, and certain advisory services such as internal audit assistance and legal services permitted by SEC rules during the applicable period. Clear Channel's Audit Committee has considered whether Ernst & Young LLP's provision of non-audit services to Clear Channel is compatible with maintaining Ernst & Young LLP's independence.

The Audit Committee pre-approves all audit and permitted non-audit services (including the fees and terms thereof) to be performed for Clear Channel by its independent auditor. The chairperson of the Audit Committee may represent the entire committee for the purposes of pre-approving permissible non-audit services, provided that the decision to pre-approve any service is disclosed to the Audit Committee no later than its next scheduled meeting.

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PROPOSAL 2: SELECTION OF INDEPENDENT AUDITORS

Subject to ratification by the shareholders, the Audit Committee has reappointed Ernst & Young LLP as independent auditors to audit the financial statements of Clear Channel for the year ending December 31, 2004.

Representatives of the firm of Ernst & Young LLP are expected to be present at the annual meeting of shareholders and will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions. The Audit committee may terminate the appointment of Ernst & Young as independent auditors without shareholder approval whenever the Audit Committee deems termination necessary or appropriate.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004.

OTHER MATTERS

The Board knows of no other business to be brought before the annual meeting. If any other matters properly come before the annual meeting, the proxies will be voted on such matters in accordance with the judgment of the persons named as proxies therein, or their substitutes, present and acting at the meeting.

SHAREHOLDER PROPOSALS FOR THE 2005 ANNUAL MEETING

Shareholders interested in submitting a proposal for inclusion in the proxy materials for the annual meeting of shareholders in 2005 may do so by following the procedures prescribed in SEC Rule 14a-8. To be eligible for inclusion, shareholder proposals must be received by the secretary of Clear Channel no later than December 2, 2004. Proposals should be sent to Corporate Secretary, Clear Channel Communications, Inc., P.O. Box 659512, San Antonio, Texas 78265-9512.

ADVANCE NOTICE PROCEDURES

Under our bylaws, shareholders may not present a proposal for consideration at any shareholders meeting unless such shareholder submits such proposal in writing to the secretary of Clear Channel not less than 90 days prior to the meeting. These requirements are separate from and in addition to the SEC's requirements that a shareholder must meet in order to have a shareholder proposal included in the Company's proxy statement.

GENERAL

Neither Clear Channel management nor the Board knows of any matter to be acted upon at the Clear Channel shareholder meeting other than the matters described above. If any other matter properly comes before the Clear Channel shareholder meeting, however, the proxy holders will vote thereon in accordance with their best judgment.

The cost of soliciting proxies will be borne by Clear Channel. Following the original mailing of the proxy soliciting material, regular employees of Clear Channel may solicit proxies by mail, telephone, facsimile, e-mail and personal interview. Clear Channel has also retained Georgeson Shareholder Communications Inc. to aid in the solicitation of proxies, at an estimated cost of \$8,500 plus reimbursement of reasonable out-of-pocket expenses. Proxy cards and materials will also be distributed to beneficial owners of stock, through brokers, custodians, nominees and

other like parties, and Clear Channel expects to reimburse such parties for their charges and expenses connected therewith.

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The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process, which is commonly referred to as householding, potentially provides extra convenience for shareholders and cost savings for companies. Clear Channel and some brokers household proxy materials, delivering a single proxy statement to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to Clear Channel Communications, Inc., Shareholder Relations, P.O. Box 659512, San Antonio, Texas 78265-9512.

An electronic copy of Clear Channel's Annual Report on Form 10-K filed with the SEC on March 15, 2004, is available free of charge at Clear Channel's Internet website at www.clearchannel.com. A paper copy of the Form 10-K is also available without charge to shareholders upon written request to Clear Channel Communications, Inc., P.O. Box 659512, San Antonio, Texas 78265-9512.

This document is dated March 18, 2004 and is first being mailed to shareholders on or about April 1, 2004.

Randall T. Mays
Secretary

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CLEAR CHANNEL S ANNUAL REPORT ON FORM 10-K****ITEM 5. Market for Registrant's Common Equity and Related Stockholder Matters**

Our common stock trades on the New York Stock Exchange under the symbol CCU. There were 3,350 shareholders of record as of March 8, 2004. 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 the common stock as reported on the NYSE.

	Common Stock Market Price		Dividends Declared
	High	Low	
2002			
First Quarter	\$54.90	\$42.24	\$.00
Second Quarter	53.97	29.00	.00
Third Quarter	37.95	20.00	.00
Fourth Quarter	44.99	29.36	.00
2003			
First Quarter	43.98	31.00	.00
Second Quarter	43.85	33.35	.00
Third Quarter	46.18	36.36	.10
Fourth Quarter	47.48	38.50	.10

Dividend Policy

At its July 2003 meeting, our Board of Directors declared our first quarterly cash dividend of 10 cents per share, equivalent to an annual dividend of 40 cents per share. Our Board of Directors declared further quarterly cash dividends of 10 cents per share at its October 2003 and February 2004 meetings. Presently, we expect to continue to declare and pay quarterly cash dividends in 2004. The terms of our current credit facilities do not prohibit us from paying cash dividends unless we are in default under our credit facilities either prior to or after giving effect to any proposed dividend. However, any future decision by our Board of Directors to pay cash dividends will depend on, among other factors, our earnings, financial position, capital requirements and regulatory changes.

Table of Contents**ITEM 6. Selected Financial Data****For the Years ended December 31, (1)***(In thousands, except per share data)*

	2003	2002	2001	2000	1999
Results of Operations Information:					
Revenue	\$8,930,899	\$ 8,421,055	\$ 7,970,003	\$5,345,306	\$2,678,160
Operating Expenses:					
Divisional operating expenses	6,488,856	6,052,761	5,866,706	3,480,706	1,632,115
Non-cash compensation expense	5,018	5,436	17,077	16,032	
Depreciation and amortization	671,338	620,766	2,562,480	1,401,063	722,233
Corporate expenses	174,154	176,370	187,434	142,627	70,146
Operating income (loss)	1,591,533	1,565,722	(663,694)	304,878	253,666
Interest expense	388,000	432,786	560,077	383,104	179,404
Gain (loss) on sale of assets related to mergers		3,991	(213,706)	783,743	138,659
Gain (loss) on marketable securities	678,846	(3,096)	25,820	(5,369)	22,930
Equity in earnings of nonconsolidated affiliates	22,026	26,928	10,393	25,155	18,183
Other income (expense) net	20,959	57,430	152,267	(11,764)	(15,638)
Income (loss) before income taxes, extraordinary item and cumulative effect of a change in accounting principle	1,925,364	1,218,189	(1,248,997)	713,539	238,396
Income tax benefit (expense)	(779,773)	(493,366)	104,971	(464,731)	(152,741)
Income (loss) before extraordinary item and cumulative effect of a change in accounting principle	1,145,591	724,823	(1,144,026)	248,808	85,655
Extraordinary item					(13,185)
Income (loss) before cumulative effect of a change in accounting principle	1,145,591	724,823	(1,144,026)	248,808	72,470
Cumulative effect of a change in accounting principle, net of tax of \$4,324,446		(16,778,526)			
Net income (loss)	\$1,145,591	\$(16,053,703)	\$(1,144,026)	\$ 248,808	\$ 72,470

Net income (loss) per common share

Basic:

Income (loss) before extraordinary item and cumulative effect of a change in accounting principle	\$ 1.86	\$ 1.20	\$ (1.93)	\$ 0.59	\$ 0.27
Extraordinary item					(0.04)
Cumulative effect of a change in accounting principle		(27.65)			
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net income (loss)	\$ 1.86	\$ (26.45)	\$ (1.93)	\$ 0.59	\$ 0.23
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Diluted:

Income (loss) before extraordinary item and cumulative effect of a change in accounting principle	\$ 1.85	\$ 1.18	\$ (1.93)	\$ 0.57	\$ 0.26
Extraordinary item					(0.04)
Cumulative effect of a change in accounting principle		(26.74)			
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net income (loss)	\$ 1.85	\$ (25.56)	\$ (1.93)	\$ 0.57	\$ 0.22
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Cash dividends per share	\$.20	\$	\$	\$	\$
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

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<i>(In thousands)</i>	As of December 31, (1)				
	2003	2002	2001	2000	1999
Balance Sheet Data:					
Current assets	\$ 2,185,682	\$ 2,123,495	\$ 1,941,299	\$ 2,343,217	\$ 925,109
Property, plant and equipment net	4,260,915	4,242,812	3,956,749	4,255,234	2,478,124
Total assets	28,352,693	27,672,153	47,603,142	50,056,461	16,821,512
Current liabilities	1,892,719	3,010,639	2,959,857	2,128,550	685,515
Long-term debt, net of current maturities	6,921,348	7,382,090	7,967,713	10,597,082	4,584,352
Shareholders equity	15,553,939	14,210,092	29,736,063	30,347,173	10,084,037

(1) Acquisitions and dispositions significantly impact the comparability of the historical consolidated financial data reflected in this schedule of Selected Financial Data.

The Selected Financial Data should be read in conjunction with Management's Discussion and Analysis.

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ITEM 7. Management's Discussion and Analysis of Results of Operations and Financial Condition

Overview

Management's discussion and analysis of our results of operations and financial condition should be read in conjunction with the consolidated financial statements and related footnotes. Our discussion is presented on both a consolidated and segment basis. Corporate expenses, Interest expense, Gain (loss) on sale of marketable securities, Equity in earnings of nonconsolidated affiliates, Other income (expense) net, and Income tax expense are managed on a total company basis and are, therefore, reflected only in our discussion of consolidated results.

We manage our operating segments primarily on their operating income. Therefore, our discussion of the results of operations of our operating segments focuses on their operating income. Our reportable operating segments are Radio Broadcasting, which includes our national syndication business, Outdoor Advertising and Live Entertainment. Included in the other segment are television broadcasting, sports representation and our media representation business, Katz Media.

Radio Broadcasting

Our local radio markets control the formats they select for their programming. The formats are designed to reach audiences with targeted demographic characteristics that appeal to our advertisers. Our advertising rates are principally based on how many people in a targeted audience are listening to our stations, as measured by an independent ratings service. The size of the market influences rates as well, with larger markets typically receiving higher rates than smaller markets. Also, our advertising rates are influenced by the time of day the advertisement airs, with morning and evening drive-time hours typically the highest. We sell a certain number of radio advertising spots per hour to our advertisers. Radio advertising contracts are typically less than one year.

Due to the geographic diversity and autonomy of our markets, we have a multitude of different advertising rates and audience demographics that are market specific. Therefore, our discussion of the results of operations of our radio broadcasting segment focuses on the macro level indicators that management monitors to assess our radio segment's financial condition and results of operations.

Management looks at our radio operations overall revenues as one of its main performance metric. Management also looks at its local advertising, which is sold predominately in a station's local market, and national advertising, which is sold across multiple markets. Local advertising is sold by our local radio stations' sales staff while national advertising is sold, for the most part, through a national representation firm.

Local and national advertising revenues are tracked separately because these revenue streams have different sales forces, respond differently to changes in the economic environment and because local advertising is the primary driver of our radio revenues. Throughout 2003, growth in our national advertising revenue outpaced the growth in our local advertising revenue. National advertising revenue growth was driven by categories such as entertainment, finance, telecom/utility, retail and auto.

Management also looks at radio revenue by market size, as defined by Arbitron. Typically, larger markets can reach bigger audiences with wider demographics than smaller markets. More than half of our radio revenue and divisional operating expenses comes from our 50 largest markets. Management also reviews our overall industry share of radio revenue. We believe our share of industry revenue is a key metric to gauge how well our combined markets are succeeding at attracting advertisers. Our share of industry revenue was essentially the same in 2003 as it was in 2002.

Additionally, management reviews our share of listeners in target demographics listening to the radio in an average quarter hour. This metric gauges how well our formats are doing attracting and keeping listeners. Our overall share of listeners 12 years and older and age 25 to 54 was up slightly in 2003 over the prior year.

A significant portion of our radio segment's expenses vary in connection with changes in revenue. These variable expenses primarily relate to costs in our sales department, such as salaries, commissions, and bad debt. Our costs that do not vary as much in relation to revenue are mostly in our programming and general and administrative departments, such as talent costs, rights fees, utilities and office salaries. Lastly, our costs that are highly discretionary are costs in our marketing and promotions department, which we primarily incur to maintain and/or increase our audience and market share.

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Outdoor Advertising

Our outdoor advertising revenues are generated from selling advertisements on our display faces, which consist of bulletins, posters and transit displays as well as street furniture panels. Our advertising rates are based on a particular display's impressions in relation to the demographics of a particular market and its location within a market. Our outdoor advertising contracts are typically based on the number of months the advertisement is displayed on our inventory.

To monitor the health of our outdoor business, management reviews average rates, average occupancy and inventory levels of each of our display faces by market. In addition, because a significant portion of our outdoor advertising is conducted in foreign markets, principally Europe, management looks at revenues from our foreign operations on a constant dollar basis. A constant dollar basis allows for comparison of operations independent of foreign exchange movements. Our outdoor advertising revenue and divisional operating expenses increased in 2003 as compared to 2002 approximately \$169.9 million and \$145.2 million, respectively, as a result of increases in foreign exchange.

Our significant outdoor expenses include production expenses, revenue sharing or minimum guarantees on our transit and street furniture contracts and site lease expenses, primarily for land surrounding our advertising displays. Our site lease terms vary from monthly to yearly, can be for terms of 10 years or longer, and typically provide for renewal options. Our street furniture contracts are usually won in a competitive bid and generally last between 10 and 20 years.

Live Entertainment

We derive live entertainment revenues primarily from promoting or producing music and theater events. Revenues from these events are mainly from ticket sales, rental income, corporate sponsorships, concessions and merchandise. We typically receive, for each event we host, all the ticket sales, or just a fixed fee. We also receive fees representing a percentage of total concession sales from vendors and total merchandise sales from the performer or tour producer.

We generally receive higher music profits when an event is at a venue we own rather than a rented venue. The higher music profits are due to our ability to share in a percentage of the revenues received from concession and merchandise sales as well as the opportunity to sell sponsorships for venue naming rights and signage.

To judge the health of our music business, management monitors the number of shows, average paid attendance, talent cost as a percent of revenue, sponsorship dollars and ticket revenues. In addition, because a significant portion of our live entertainment business is conducted in foreign markets, management looks at revenues from our foreign operations on a constant dollar basis. A constant dollar basis allows for comparison of operations independent of foreign exchange movements. Our live entertainment revenue and divisional operating expenses increased approximately \$88.9 million and \$81.3 million in 2003, respectively, as a result of foreign exchange.

The primary expense driver for live entertainment is talent cost. Talent cost is the amount we pay to a musical artist or theatrical production to perform at an event. This is a negotiated amount primarily driven by what the artist or production requires to cover their direct costs and value of their time. These fees are typically agreed to at a set minimum amount with a potential additional sharing if the event exceeds set revenue targets.

Table of Contents**Fiscal Year 2003 Compared to Fiscal Year 2002
Consolidated***(In thousands)*

	Years Ended December 31,		% Change
	2003	2002	2003 v. 2002
Revenue	\$8,930,899	\$ 8,421,055	6%
Operating expenses:			
Divisional operating expenses (excludes non-cash compensation expense of \$1,609 and \$4,400 in 2003 and 2002, respectively)	6,488,856	6,052,761	7%
Non-cash compensation expense	5,018	5,436	(8%)
Depreciation and amortization	671,338	620,766	8%
Corporate expenses (excludes non-cash compensation expense of \$3,409 and \$1,036 in 2003 and 2002, respectively)	174,154	176,370	(1%)
Operating income	1,591,533	1,565,722	2%
Interest expense	388,000	432,786	
Gain on sale of assets related to mergers		3,991	
Gain (loss) on marketable securities	678,846	(3,096)	
Equity in earnings of nonconsolidated affiliates	22,026	26,928	
Other income (expense) net	20,959	57,430	
Income (loss) before income taxes and cumulative effect of a change in accounting principle	1,925,364	1,218,189	
Income tax (expense) benefit:			
Current	(246,681)	(149,143)	
Deferred	(533,092)	(344,223)	
Income before cumulative effect of a change in accounting principle	1,145,591	724,823	
Cumulative effect of a change in accounting principle, net of tax of \$4,324,446		(16,778,526)	
Net income (loss)	\$1,145,591	\$(16,053,703)	

Revenue

The growth in revenue of \$509.8 million resulted from foreign exchange increases of \$258.8 million and a boost of

\$90.2 million in the first six months of 2003 related to our acquisition of The Ackerley Group, which we acquired in June 2002. In addition to foreign exchange and the six-month contribution from Ackerley, our outdoor advertising and live entertainment segments contributed \$109.7 million and \$110.8 million, respectively, to the revenue increase. These increases were partially offset by declines in our radio broadcasting and other segments revenues.

Divisional Operating Expenses

The growth in divisional operating expenses of \$436.1 million resulted from foreign exchange increases of \$226.5 million and \$68.1 million for the first six months of 2003 related to our acquisition of Ackerley. In addition to foreign exchange and the six-month contribution from Ackerley, our outdoor advertising and live entertainment segments contributed \$75.1 million and \$84.9 million, respectively, to the divisional operating expenses increase. Our radio broadcasting segment also showed slight increases in divisional operating expenses. These increases were partially offset by declines in our other segments divisional operating expenses.

Depreciation and Amortization

Depreciation and amortization increased \$50.6 million during 2003, from \$620.8 million in 2002 to \$671.3 million in 2003. Approximately \$25.0 million, or half, of the increase is attributable to foreign exchange. The remaining increase relates principally to our acquisition of Ackerley in June 2002, an increase in display takedowns and abandonments in our domestic outdoor business in 2003 as compared to 2002 as well as additional depreciation and amortization related to the implementation of HDTV, and the purchase of certain national representation contracts.

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Corporate Expenses

The 2003 decline in corporate expenses of \$2.2 million relates to a decrease in bonus expenses partially offset by an increase in outside professional fees.

Interest Expense

Interest expense declined \$44.8 million during 2003, from \$432.8 million in 2002 to \$388.0 million in 2003. The principal reason for the decrease resulted from an overall decline in our total debt outstanding in 2003 compared to 2002. Outstanding debt was \$7.1 billion and \$8.8 billion at December 31, 2003 and 2002, respectively. In addition, the decrease in interest expense resulted from the refinancing of debt, which allowed us to take advantage of the lower interest rate environment in 2003 as well as lower LIBOR on our floating rate debt. LIBOR was 1.12% and 1.38% at December 31, 2003 and 2002, respectively.

Gain (Loss) on Marketable Securities

The gain on marketable securities for 2003 relates primarily to our Hispanic Broadcasting Corporation investment. On September 22, 2003, Univision completed its acquisition of Hispanic in a stock-for-stock merger. As a result, we received shares of Univision, which we recorded on our balance sheet at the date of the merger at their fair value. The exchange of our Hispanic investment, which was accounted for as an equity method investment, into our Univision investment, which was recorded as an available-for-sale cost investment, resulted in a \$657.3 million pre-tax book gain. In addition, on September 23, 2003, we sold a portion of our Univision investment, which resulted in a pre-tax book loss of \$6.4 million. Also during 2003, we recorded a \$37.1 million gain related to the sale of a marketable security, a \$2.5 million loss on a forward exchange contract and its underlying investment, and an impairment charge on a radio technology investment for \$7.0 million due to a decline in its market value that we considered to be other-than-temporary.

During 2002, we recorded a \$25.3 million impairment charge on an investment that had a decline in its market value that was considered to be other-than-temporary, partially offset by \$17.6 million in gains on a forward exchange contract and its underlying investment and \$4.6 million in gains on the sale of marketable securities.

Subsequent to December 31, 2003, we sold our remaining shares of Univision back to Univision for an aggregate sales price of \$599.4 million, resulting in a pre-tax book gain of \$47.0 million. Proceeds were used to pay down our domestic credit facilities.

Other Income (Expense) Net

Other income (expense) net changed from income of \$57.4 million in 2002 to income of \$21.0 million in 2003, a decrease of \$36.4 million. The income recognized in 2003 related primarily to a \$36.7 million net gain on the early extinguishment of debt, partially offset by a \$7.0 million expense associated with our adoption of FAS 143, a \$2.1 million impairment charge on investments in our international outdoor business, and various other items.

The income recognized in 2002 related primarily to: (i) a \$44.5 million aggregate gain on the sale of a television license, the sale of assets in our live entertainment segment and the sale of our interest in a British radio license; (ii) a \$12.0 million gain on the early extinguishment of debt; (iii) a \$14.8 million gain on the sale of representation contracts; (iv) a \$8.0 million foreign exchange loss; (v) a \$4.8 million loss on the sale of assets in our radio and outdoor segments; and (vi) a \$1.1 million loss on various other items.

Income Taxes

Current income tax increased \$97.5 million during 2003 as compared to 2002. Current income tax expense for 2003 includes \$105.6 million related to the sale of a portion of our Univision investment. Although a book loss was recorded in Gain (loss) on marketable securities during the third quarter of 2003 related to the sale of a portion of our Univision investment, a large taxable gain was realized based on the difference between the market value of our Univision investment and our historical tax basis in our Hispanic investment. Also included in the current tax expense for 2003 is \$14.1 million related to the sale of another marketable security.

Current tax expense for the twelve months ended December 31, 2002 was reduced by \$152.0 million relating to our utilization of net operating tax loss carryforwards.

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Deferred tax expense increased \$188.9 million in 2003 primarily due to \$158.0 million in the current year related to the conversion of our Hispanic shares to our Univision investment. Although a book gain was recorded in Gain (loss) in marketable securities during the third quarter of 2003 related to the conversion of our Hispanic investment, which was accounted for as an equity investment, to Univision, which is carried on our balance sheet at fair value, the gain is not taxable. As a result, deferred tax expense increased.

For both the years ended December 31, 2003 and 2002, our effective tax rates is 40.5%.

Cumulative Effect of a Change in Accounting Principle

The loss recorded as a cumulative effect of a change in accounting principle during 2002 relates to our adoption of Statement of Financial Accounting Standards No. 142 on January 1, 2002. FAS 142 required that we test goodwill and indefinite-lived intangibles for impairment using a fair value approach. As a result of the goodwill test, we recorded a non-cash, net of tax, impairment charge of approximately \$10.8 billion. Also, as a result of the indefinite-lived intangible test, we recorded a non-cash, net of tax, impairment charge on our FCC licenses of approximately \$6.0 billion.

Radio Broadcasting Results of Operations

Our radio broadcasting operating results were as follows:

<i>(In thousands)</i>	Years Ended December 31,		% Change 2003 v. 2002
	2003	2002	
Revenue	\$3,695,020	\$3,717,243	(1%)
Divisional operating expenses	2,130,054	2,126,139	0%
Non-cash compensation	1,609	4,400	(63%)
Depreciation and amortization	154,121	153,941	0%
Operating income	<u>\$1,409,236</u>	<u>\$1,432,763</u>	

Revenue decreased \$22.2 million during 2003 as compared to 2002, with weak local advertising being the key reason for the decline. Discontinued sports broadcasting rights such as the L.A. Dodgers, cessation of business with independent promoters and a revenue decline in our nationally syndicated radio business due to the elimination of certain shows also contributed to the decline. However, we were able to generate a 1% revenue increase from our top 50 markets, primarily behind the relative strength of national advertising compared to local advertising. Some of our strongest top 50 markets during 2003 were New York, Los Angeles, Cleveland, Sacramento and Austin. Leading national advertising categories in 2003 were entertainment, finance, telecom/utility, retail and auto.

In total, radio's divisional operating expenses were flat year over year. We saw declines in variable sales-related expenses primarily from commissions and bonuses, declines in expenses related to sports broadcasting rights that we did not renew in 2003, and a decline in bad debt expense. However, marketing and promotions-related expenses

increased 13% in 2003 as compared to 2002 which were discretionary expenditures aimed at competitively positioning some of our markets for the future. In addition, program-related expenses increased 3% in 2003 as compared to 2002.

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Table of Contents**Outdoor Advertising Results of Operations**

Our outdoor advertising operating results were as follows:

<i>(In thousands)</i>	Years Ended December 31,		% Change 2003 v. 2002
	2003	2002	
Revenue	\$2,174,597	\$1,859,643	17%
Divisional operating expenses	1,593,736	1,354,092	18%
Depreciation and amortization	379,640	336,895	13%
	\$ 201,221	\$ 168,656	

Our outdoor advertising revenue increased \$315.0 million in 2003 compared to 2002. The increase includes approximately \$169.9 million from foreign exchange increases. Also included in the increase is Ackerley, acquired in June 2002, which contributed \$35.4 million in revenue during the first six months of 2003.

We saw revenue increases across our entire inventory, but our bulletin inventory, which comprises about 60% of our domestic outdoor revenue, fueled the growth. Our domestic bulletin inventory performed well year over year across the vast majority of our markets, with both rates and occupancy up. We saw strong growth in both large markets such as New York, San Francisco, Miami and Tampa and in smaller markets such as Albuquerque and Chattanooga. Top domestic advertising categories for us during 2003 were business and consumer services, entertainment and automotive.

International revenue growth was spurred by our transit and street furniture inventory. This growth was driven by an increase in displays and average revenue per display primarily from our street furniture products. Strong markets for our street furniture inventory were Australia, Norway and the United Kingdom. This revenue increase was slightly offset by a decline in our international billboard revenues.

Divisional operating expenses increased \$239.6 million in 2003 compared to 2002. Included in this increase is roughly \$145.2 million in foreign exchange increases. Also, Ackerley contributed approximately \$19.3 million in divisional operating expenses during the first six months of 2003. Roughly \$13.8 million of the overall increase is from restructuring our international outdoor operations in France during the second quarter of 2003. The remainder of the increase is partially attributable to direct production costs, site lease expenses, and bonus and commission expenses associated with the increase in revenue.

Depreciation and amortization increased \$42.7 million in 2003 compared to 2002. Approximately \$25.0 million of the increase is attributable to foreign exchange increases. The remaining increase is mostly from our acquisition of Ackerley in June 2002 and increased display takedowns and abandonments in our domestic outdoor business in 2003 as compared to 2002.

Live Entertainment Results of Operations

Our live entertainment operating results were as follows:

<i>(In thousands)</i>	Years Ended December 31,		% Change 2003 v. 2002
	2003	2002	
Revenue	\$2,646,959	\$2,447,302	8%
Divisional operating expenses	2,455,897	2,289,654	7%
Depreciation and amortization	60,830	61,518	(1%)
Operating income	\$ 130,232	\$ 96,130	

Our live entertainment revenue increased \$199.7 million in 2003 compared to 2002. Approximately \$88.9 million is the result of foreign exchange. In addition to foreign exchange, increased attendance, concessions and sponsorship revenues drove the revenue growth. Total and average attendance at our amphitheater events was up in 2003, despite the fact that we saw a decline in the number of these events. The total number of weeks presenting shows in our theater operations was also up in 2003. Some significant acts for 2003 were Cher, James Taylor, David Bowie, Aerosmith/Kiss, Rolling Stones, Paul McCartney and Bruce Springsteen.

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Divisional operating expenses increased \$166.2 million in 2003 compared to 2002. Approximately \$81.3 million of the increase is the result of foreign exchange. The remaining increase primarily relates to variable costs associated with the mix of events in 2003 as compared to 2002.

Reconciliation of Segment Operating Income (Loss)

	Years Ended December 31,	
	2003	2002
<i>(In thousands)</i>		
Radio Broadcasting	\$1,409,236	\$1,432,763
Outdoor Advertising	201,221	168,656
Live Entertainment	130,232	96,130
Other	51,131	70,704
Corporate	(200,287)	(202,531)
	<hr/>	<hr/>
Consolidated Operating Income	\$1,591,533	\$1,565,722
	<hr/>	<hr/>

Fiscal Year 2002 Compared to Fiscal Year 2001 Consolidated

	Years Ended December 31,		% Change 2002 v. 2001
	2002	2001	
<i>(In thousands)</i>			
Revenue	\$ 8,421,055	\$ 7,970,003	6%
Operating expenses:			
Divisional operating expenses (excludes non-cash compensation expense of \$4,400 and \$13,111 in 2002 and 2001, respectively)	6,052,761	5,866,706	3%
Non-cash compensation expense	5,436	17,077	(68%)
Depreciation and amortization	620,766	2,562,480	(76%)
Corporate expenses (excludes non-cash compensation expense of \$1,036 and \$3,966 in 2002 and 2001, respectively)	176,370	187,434	(6%)
	<hr/>	<hr/>	
Operating income (loss)	1,565,722	(663,694)	
Interest expense	432,786	560,077	
Gain (loss) on sale of assets related to mergers	3,991	(213,706)	
Gain (loss) on marketable securities	(3,096)	25,820	
Equity in earnings of nonconsolidated affiliates	26,928	10,393	

Other income (expense) net	57,430	152,267
	<u> </u>	<u> </u>
Income (loss) before income taxes and cumulative effect of a change in accounting principle	1,218,189	(1,248,997)
Income tax benefit (expense):		
Current	(149,143)	(57,363)
Deferred	(344,223)	162,334
	<u> </u>	<u> </u>
Income (loss) before cumulative effect of a change in accounting principle	724,823	(1,144,026)
Cumulative effect of a change in accounting principle, net of tax of \$4,324,446	(16,778,526)	<u> </u>
	<u> </u>	<u> </u>
Net income (loss)	<u>\$ (16,053,703)</u>	<u>\$ (1,144,026)</u>

Revenue

Revenue increased \$451.1 million for the year ended December 31, 2002 from the same period of 2001. This increase is largely attributable to revenue improvements in our radio segment of \$261.7 million, driven by improvement in advertising demand for our radio inventory. Both national and local sales of our radio inventory grew 11% and 5%, respectively, over 2001. Included in the radio revenue growth is \$51.9 million attributable to new programs and growth to existing programs in our syndicated radio business. Another contributing factor to the

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revenue growth was various acquisitions, the most significant of which was Ackerley in June 2002. Our Ackerley acquisition accounted for roughly \$105.6 million of the revenue increase. We also saw growth in television advertising, which was partially attributable to political advertisements that coincided with the 2002 state and federal elections. Further, the strengthening of our international functional currencies against the U.S. dollar contributed approximately \$73.4 million to the revenue increase. The revenue increase was partially offset by a \$30.3 million decline within our entertainment segment primarily from a decline in ticket sales.

Divisional Operating Expenses

Divisional operating expenses increased \$186.1 million for the year ended December 31, 2002 as compared to the same period of 2001. This increase resulted primarily from the acquisition of Ackerley in June 2002, which contributed roughly \$71.7 million divisional operating expenses. Also, we saw a \$133.4 million increase in divisional operating expenses in our outdoor segment, resulting from increases in production, maintenance and site lease expense, which includes guarantees on our municipal contracts, and increased salaries resulting from additional account executives hired in 2002. Of the \$133.4 million increase, \$19.4 million resulted from the new Ackerley markets. Further, the strengthening of our international functional currencies against the U.S. dollar contributed approximately \$63.4 million to the divisional operating expense increase. These increases were partially offset by a \$37.5 million decline in divisional operating expenses within our live entertainment segment related to variable expense declines connected to the decline in revenue within this segment.

Non-Cash Compensation

Non-cash compensation expense relates largely to unvested stock options assumed in mergers that are now convertible into Clear Channel stock. To the extent that these employees' options continue to vest, we recognize non-cash compensation expense over the remaining vesting period. Vesting dates vary through April 2005. If no employees forfeit their unvested options by leaving the company, we expect to recognize non-cash compensation expense of approximately \$3.1 million during the remaining vesting period.

Depreciation and Amortization

Depreciation and amortization expense decreased \$1.9 billion for the year ended December 31, 2002 as compared to 2001. Upon our adoption of Statement of Financial Accounting Standard No. 142 on January 1, 2002, we no longer amortize goodwill and FCC licenses. For the year ended December 31, 2001, goodwill and FCC license amortization was approximately \$1.8 billion.

The following table sets forth what depreciation and amortization expense would have been if we had adopted Statement 142 on January 1, 2001 and compares it to amortization expense for the year ended December 31, 2002:

<i>(In millions)</i>	Year ended December 31,	
	2002	2001
Reported depreciation and amortization expense	\$620.8	\$2,562.5
Less: Indefinite-lived amortization	—	1,783.2
Adjusted depreciation and amortization expense	\$620.8	\$ 779.3

The decrease in adjusted depreciation and amortization expense relates mostly to asset impairments as well as write-offs related to duplicative or excess assets identified in our radio segment and charged to expense during 2001. The majority of the duplicative or excess assets identified in the radio segment resulted from the integration of prior acquisitions. Also, we recognized impairment charges in 2001 related to analog television equipment. Finally, during the second quarter of 2002, a talent contract became fully amortized, which had contributed \$13.2 million in amortization expense in 2001. These decreases were partially offset by additional depreciation expense related to assets acquired in the Ackerley acquisition in June 2002.

Corporate Expenses

Corporate expense decreased \$11.1 million for the year ended December 31, 2002 as compared to 2001 primarily due to a decrease in corporate head count and facilities and other cost cutting measures. We closed the AMFM corporate offices in Dallas on March 31, 2001 and a portion of the SFX offices in New York were closed on June 30, 2001. The decrease was partially offset by an increase in performance-based bonus expense as well as higher corporate legal expenses.

Table of Contents**Interest Expense**

Interest expense was \$432.8 million and \$560.1 million for the year ended December 31, 2002 and 2001, respectively, a decrease of \$127.3 million. This decrease was due to a decrease in our total debt outstanding as well as an overall decrease in LIBOR rates. At December 31, 2002 and 2001, approximately 41% and 36%, respectively, of our debt was variable-rate debt that bears interest based upon LIBOR. The following table sets forth our debt outstanding, the percentage of our debt that is variable rate debt and the 1-Month LIBOR rates at December 31, 2002 and 2001:

<i>(In millions)</i>	December 31,	
	2002	2001
Total debt outstanding	\$8,778.6	\$9,482.9
Variable rate debt/total debt outstanding	41%	36%
1-Month LIBOR	1.38%	1.87%

Gain (Loss) on Sale of Assets Related to Mergers

The gain (loss) on sale of assets related to mergers for the year ended December 31, 2002 and 2001 was a \$4.0 million gain and a \$213.7 million loss, respectively. The gain on sale of assets related to mergers in 2002 resulted from the sale of shares of Entravision Corporation that we acquired in the AMFM merger. The components of the net loss on sale of assets related to mergers in 2001 was as follows:

(In millions)

Loss related to the sale of 24.9 million shares of Lamar Advertising Company that we acquired in the AMFM merger	\$(235.0)
Loss related to write-downs of investments acquired in mergers	(11.6)
Gain realized on the sale of five stations in connection with governmental directives regarding the AMFM merger	32.9
	<hr/>
Net loss on sale of assets related to mergers	\$(213.7)
	<hr/>

Gain (Loss) on Marketable Securities

The gain (loss) on marketable securities for the year ended December 31, 2002 was a loss of \$3.1 million as compared to a gain of \$25.8 million for the year ended December 31, 2001.

During 2001, we entered into a secured forward exchange contract that monetized part of our investment in American Tower Corporation (AMT). To partially offset the movement in the fair value of the contract, in accordance with Statement of Financial Accounting Standard No. 133, we reclassified 2.0 million shares of AMT from an available-for-sale classification to a trading classification. As a result of the reclassification, a \$69.7 million pre-tax unrealized holding gain was recorded. The fair value adjustment of the AMT trading shares and the secured forward

exchange contract netted a gain of \$11.7 million during 2001. These gains were partially offset by \$55.6 million of impairment charges recorded on investments that had declines in their market values that were considered to be other-than-temporary.

The net loss recorded during 2002 relates to the aggregate \$17.6 million gain on the net fair value adjustments of the AMT trading shares and the secured forward exchange contract, an aggregate \$4.6 million gain on the sale of shares in foreign media companies, offset by a \$25.3 million impairment charge recorded on an available-for-sale investment in a domestic media company that had a decline in its market value that was considered to be other-than-temporary.

Equity in Earnings of Nonconsolidated Affiliates

Equity in earnings of nonconsolidated affiliates for the year ended December 31, 2002 was \$26.9 million as compared to \$10.4 million for the year ended December 31, 2001. The increase is primarily attributable to an increase in our share of net income. Our nonconsolidated affiliates adopted Statement 142 during the year which resulted in less amortization expense related to indefinite-lived intangibles. The increase was partially offset by impairment charges related to various international equity investments that had declines in value that were considered to be other-than-temporary.

Table of Contents***Other Income (Expense) Net***

For the years ended December 31, 2002 and 2001, other income (expense) - net was income of \$57.4 million and \$152.3 million, respectively. The income recognized in 2002 related primarily to: (1) a \$44.5 million aggregate gain recognized on the sale of a television license, the sale of assets in our live entertainment segment and the sale of our interest in a British radio license; (2) a \$12.0 million gain recognized on the early extinguishment of debt; (3) a \$14.8 million gain on the sale of representation contracts; (4) a \$8.0 million foreign exchange loss; (5) a \$4.8 million loss on sale of assets in our radio and outdoor segments; and (6) a \$1.1 million loss on various other items.

The 2001 income related primarily to a \$168.0 million gain on a non-cash, tax-free exchange of the assets of one television station for the assets of two television stations.

Income Taxes

Income taxes for the years ended December 31, 2002 and 2001 were provided at our federal and state statutory rates adjusted for the effects of permanent tax items. During 2001, as a result of our large amounts of non-deductible goodwill amortization, our effective tax rate was adversely impacted. As we no longer amortize goodwill, our effective tax rate for 2002 more closely approximated our statutory tax rates.

Income (Loss) before Cumulative Effect of a Change in Accounting Principle

Income (loss) before cumulative effect of a change in accounting principle for the year ended December 31, 2002 was income of \$724.8 million and was a loss of \$1.1 billion for the year ended December 31, 2001. Income (loss) before cumulative effect of a change in accounting principle for 2001, if we had adopted Statement 142 as of January 1, 2001, would have been income of \$248.6 million.

Cumulative Effect of a Change in Accounting Principle

The loss recorded as a cumulative effect of a change in accounting principle during 2002 relates to our adoption of Statement 142 on January 1, 2002. Statement 142 required that we test goodwill and indefinite-lived intangibles for impairment using a fair value approach. As a result of the goodwill test, we recorded a non-cash, net of tax, impairment charge of approximately \$10.8 billion. Also, as a result of the indefinite-lived intangible test, we recorded a non-cash, net of tax, impairment charge on our FCC licenses of approximately \$6.0 billion. As required by Statement 142, a subsequent impairment test was performed at October 1, 2002, which resulted in no additional impairment charge.

The non-cash impairments of our goodwill and FCC licenses were generally caused by unfavorable economic conditions, which persisted in the industries we served throughout 2001. This weakness contributed to our customers reducing the number of advertising dollars spent on our media inventory and live entertainment events. These conditions adversely impacted the cash flow projections used to determine the fair value of our licenses and each reporting unit at January 1, 2002. These factors resulted in the non-cash impairment charge of a portion of our licenses and goodwill.

Radio Broadcasting

<i>(In thousands)</i>	Years Ended December 31,		% Change
	2002	2001	

			2002 v. 2001
Revenue	\$3,717,243	\$3,455,553	8%
Divisional operating expenses	2,126,139	2,104,719	1%
Non-cash compensation	4,400	12,373	(64%)
Depreciation and amortization	153,941	1,619,986	(90%)
Operating income (loss)	\$1,432,763	\$ (281,525)	

Revenue increased \$261.7 million for the year ended December 31, 2002 as compared to 2001. We experienced broad based revenue increases during 2002. Growth occurred across our large and small market clusters, in national and local sales, in our syndicated radio programs and across our advertising categories. Consistent with the widespread growth across our markets, our national and local revenue increased 11% and 5%,

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respectively, for 2002 as compared to 2001. This growth was spurred by growth in our auto, retail, telecom/utility, consumer products and entertainment advertising categories.

Audience reach is an important part of our ability to set rates because it is an indication of how many listeners will hear our customers' advertisements. Reach is measured in individual markets by audience surveys. While ratings across all of our markets are the ultimate determinate of the health of our radio business, we generate approximately half of our radio revenues from our top 20 markets. Therefore, we took a snapshot of our ratings from these markets based on the percentage of people in the market over twelve years old who listened to our stations in an average quarter hour for the six months ending in the fall of 2002. Based on this demographic, our ratings improved in twelve of the twenty markets, were down in six of the twenty markets and were flat in the other markets as compared to the summer of 2001.

Divisional operating expenses increased \$21.4 million in 2002 as compared to 2001. The increase is attributable to acquisitions as well as the addition of new programs and an increase in talent fees in our national syndication business. Also, commission expense and the accrual for our incentive bonus plan increased associated with the increase in revenues. These increases were partially offset by a decrease in our bad debt expense in 2002 and other discretionary expenditure cuts.

The decrease in depreciation and amortization for the year ended December 31, 2002 as compared to 2001 relates primarily to our adoption of Statement 142. In accordance with Statement 142, we no longer amortize goodwill and FCC license. In addition, depreciation and amortization expense for the year ended December 31, 2001 includes amounts related to asset impairments as well as write-offs related to duplicative assets.

Outdoor Advertising

<i>(In thousands)</i>	Years Ended December 31,		% Change 2002 v. 2001
	2002	2001	
Revenue	\$1,859,643	\$1,748,031	6%
Divisional operating expenses	1,354,092	1,220,681	11%
Depreciation and amortization	336,895	559,498	(40%)
Operating income (loss)	\$ 168,656	\$ (32,148)	

Revenue increased \$111.6 million for the year ended December 31, 2002 as compared to year ended December 31, 2001. The increase is partially attributable to \$45.1 million from the strengthening of our international functional currencies against the dollar as well as \$37.5 million from our acquisition of the outdoor assets of Ackerley in June 2002.

Occupancy on our domestic poster, bulletin and mall/shelter inventory increased during 2002, but our average rate for this inventory is still below that of last year. However, we saw bulletin revenue and rates increase in the fourth quarter of 2002 compared to the third quarter of 2002. With the exception of posters, we experienced revenue growth

in the fourth quarter of 2002 as compared to the third quarter of 2002. Yields per panel on our international billboard, street furniture and transit inventory were below the levels seen in 2001 for the first nine months of 2002; however, we saw a slow recovery throughout the year and, in the fourth quarter, yields exceeded 2001 levels.

In July, we completed our acquisition of Score Outdoor in the United Kingdom. This acquisition gives us national coverage in billboards in the United Kingdom, which has helped us gain sales we would not have received prior to the acquisition. We also renewed our Madrid and Valencia bus contracts.

Divisional operating expenses increased \$133.4 million for the year ended December 31, 2002 as compared to 2001. Ackerley contributed approximately \$19.4 million in expense for the year ended December 31, 2002. The remaining increase is primarily the result of additional fixed expenses such as real estate and site lease expenses, which includes minimum guarantees on our municipal contracts.

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The decrease in depreciation and amortization for the year ended December 31, 2002 as compared to 2001 relates primarily to our adoption of Statement 142. In accordance with Statement 142, we no longer amortize goodwill.

Live Entertainment

<i>(In thousands)</i>	Years Ended December 31,		% Change 2002 v. 2001
	2002	2001	
Revenue	\$2,447,302	\$2,477,640	(1%)
Divisional operating expenses	2,289,654	2,327,109	(2%)
Depreciation and amortization	61,518	290,047	(79%)
Operating income (loss)	\$ 96,130	\$ (139,516)	

Revenue decreased \$30.3 million for the year ended December 31, 2002 as compared to 2001. Revenue for the year ended December 31, 2002 was adversely impacted by a decline in ticket sales, partially due to lower attendance levels as compared to the prior year resulting from the lingering effects of September 11th. Also, the revenue and attendance impact from current year top grossing acts like The Rolling Stones, Paul McCartney, Billy Joel and Elton John, and Cher was less than events last year, which included U2, Madonna, Backstreet Boys, *NSYNC and George Strait.

However, these declines were partially offset by increases in concessions and sponsorships as well as the strengthening of our international functional currencies against the U.S. dollar. Additionally, we saw a slight increase in season seats and local sponsorship dollars at our amphitheater events as compared to 2001.

Divisional operating expenses decreased \$37.5 million for the year ended December 31, 2002 as compared to 2001. This decline is associated with the decline in revenue and cost reductions.

The decrease in depreciation and amortization for the year ended December 31, 2002 as compared to 2001 relates primarily to our adoption of Statement 142. In accordance with Statement 142, we no longer amortize goodwill.

Segment Reconciliations of Operating Income (Loss)

<i>(In thousands)</i>	Years Ended December 31,	
	2002	2001
Radio Broadcasting	\$1,432,763	\$(281,525)
Outdoor Advertising	168,656	(32,148)
Live Entertainment	96,130	(139,516)
Other	70,704	3,887

Corporate	<u>(202,531)</u>	<u>(214,392)</u>
Consolidated Operating Income (Loss)	<u>\$1,565,722</u>	<u>\$(663,694)</u>

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow

Operating Activities:

Net cash flow from operating activities of \$1.7 billion for the year ended December 31, 2003 principally reflects net income of \$1.1 billion plus depreciation and amortization of \$671.3 million. Net cash flow from operating activities also reflects increases in accounts receivables, accounts payable and other accrued expenses and income taxes. Net cash flow from operating activities of \$1.7 billion for the year ended December 31, 2002

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principally reflects a net loss of \$16.1 billion adjusted for non-cash charges of \$16.8 billion for the adoption of Statement 142 and depreciation and amortization of \$620.8 million. Cash flow from operations was positively impacted by our utilization of tax net operating loss carryforwards, which reduced our cash taxes by approximately \$152.0 million. Cash flow from operations also reflects increases in deferred income, accounts payable and other accrued expenses partially offset by an increase in receivables and prepaids.

Investing Activities:

Net cash expenditures for investing activities of \$93.3 million for the year ended December 31, 2003 principally reflect capital expenditures of \$378.0 million related to purchases of property, plant and equipment and \$105.4 million primarily related to acquisitions of operating assets, partially offset by proceeds from the sale of investments, primarily Univision Corporation, of \$344.2 million. Net cash expenditures for investing activities of \$627.2 million for the year ended December 31, 2002 principally reflect capital expenditures of \$548.6 million related to purchases of property, plant and equipment and \$241.2 million primarily related to acquisitions of operating assets.

Financing Activities:

Financing activities for the year ended December 31, 2003 principally reflect the net reduction in debt of \$1.8 billion, proceeds from extinguishment of a derivative agreement of \$83.8 million, proceeds from a secured forward exchange contract of \$83.5 million, proceeds of \$55.6 million related to the exercise of stock options, all partially offset by \$61.6 million in dividend payments. Financing activities for the year ended December 31, 2002 principally reflect the net reduction in debt of \$1.2 billion and proceeds of \$75.3 million related to the exercise of stock options and warrants.

We expect to fund anticipated cash requirements (including payments of principal and interest on outstanding indebtedness and commitments, acquisitions, anticipated capital expenditures, share repurchases and dividends) for the foreseeable future with cash flows from operations and various externally generated funds.

Sources of Capital

As of December 31, 2003 and 2002, we had the following debt outstanding and cash and cash equivalents:

<i>(In millions)</i>	December 31,	
	2003	2002
Credit facilities domestic	\$ 660.5	\$2,056.6
Credit facility international	50.1	95.7
Senior convertible notes		517.6
Liquid Yield Option Notes (a)		252.1
Long-term bonds (b)	6,159.4	5,655.9
Other borrowings	195.0	200.7
	<hr/>	<hr/>
Total Debt (c)	7,065.0	8,778.6
Less: Cash and cash equivalents	123.3	170.1
	<hr/>	<hr/>

\$6,941.7 \$8,608.5

- (a) Includes \$42.1 million in unamortized fair value purchase accounting adjustment premiums related to the merger with Jacor Communications, Inc. at December 31, 2002.
- (b) Includes \$16.8 million and \$44.6 million in unamortized fair value purchase accounting adjustment premiums related to the merger with AMFM at December 31, 2003 and 2002, respectively. Also includes \$7.0 million and \$119.8 million related to fair value adjustments for interest rate swap agreements at December 31, 2003 and 2002, respectively.
- (c) Total face value of outstanding debt was \$7.0 billion and \$8.7 billion at December 31, 2003 and 2002, respectively.

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Domestic Credit Facilities

We currently have two separate domestic credit facilities. These provide cash for both working capital needs as well as to fund certain acquisitions and refinancing of certain public debt securities.

The first credit facility is a reducing revolving credit facility, originally in the amount of \$2.0 billion. At December 31, 2003, \$610.5 million was outstanding and \$339.5 million was available for future borrowings. The amount available for future borrowings under this credit facility began reducing on September 30, 2000, with quarterly reductions to continue through the last business day of June 2005. The reductions in amounts available for future borrowings total \$109.4 million per quarter in 2004, \$131.3 million in the first quarter of 2005 and \$381.3 million in the second quarter of 2005.

The second facility is a \$1.5 billion five-year multi-currency revolving credit facility. At December 31, 2003, the outstanding balance was \$50.0 million and, taking into account letters of credit of \$130.6 million, \$1.3 billion was available for future borrowings, with the entire balance to be repaid on August 30, 2005.

We had a third facility, a \$1.5 billion three-year term loan, which we paid down in full and terminated during 2003.

During the year ended December 31, 2003, we made principal payments totaling \$5.0 billion and drew down \$3.6 billion on these credit facilities. As of February 29, 2004, the credit facilities' aggregate outstanding balance was \$569.0 million and, taking into account outstanding letters of credit, \$1.7 billion was available for future borrowings.

International Credit Facility

We have a \$150.0 million five-year revolving credit facility with a group of international banks. This facility allows for borrowings in various foreign currencies, which are used to hedge net assets in those currencies and provides funds to our international operations for certain working capital needs. At December 31, 2003, \$50.1 million was outstanding. This credit facility expires on December 8, 2005.

Liquid Yield Option Notes

On April 17, 2003, we redeemed all of our 4.75% Liquid Yield Option Notes (LYONs), pursuant to a call provision in the indenture governing the LYONs, for \$208.2 million. As a result of the redemption, we recognized a non-cash gain on the extinguishment of debt of \$41.3 million during the second quarter of 2003 which is recorded in the statement of operations in Other income (expense) net .

Long-Term Bonds

On January 9, 2003, we completed a debt offering of \$300.0 million 4.625% notes due January 15, 2008 and \$500.0 million 5.75% notes due January 15, 2013. Interest is payable on January 15 and July 15 on both series of notes. The aggregate net proceeds of approximately \$791.2 million were used to repay borrowings outstanding under our bank credit facilities and to finance the redemption of AMFM Operating, Inc.'s outstanding 8.125% senior subordinated notes due in 2007 and 8.75% senior subordinated notes due in 2007 as described below.

On February 10, 2003, we redeemed all of AMFM Operating Inc.'s outstanding 8.125% senior subordinated notes due 2007 for \$379.2 million plus accrued interest. On February 18, 2003, we redeemed all of AMFM Operating Inc.'s outstanding 8.75% senior subordinated notes due 2007 for \$193.4 million plus accrued interest. The AMFM notes were redeemed pursuant to call provisions in the indentures governing the notes. The redemptions resulted in a \$1.7 million gain recorded in Other income (expense) net on the statement of operations.

On March 17, 2003, we completed a debt offering of \$200.0 million 4.625% notes due January 15, 2008. Interest is payable on January 15 and July 15. The aggregate net proceeds of approximately \$203.4 million were used to repay borrowings outstanding under our bank credit facilities and to finance the redemption of all of the 4.75% LYONs due 2008.

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On May 1, 2003, we completed a debt offering of \$500.0 million 4.25% notes due May 15, 2009. Interest is payable on May 15 and November 15. The aggregate net proceeds of \$497.0 million were used to repay borrowings outstanding on the \$1.5 billion three-year term loan. In conjunction with the issuance, we entered into an interest rate swap agreement with a \$500.0 million notional amount that effectively converts fixed to floating interest at a rate based upon LIBOR.

On May 21, 2003, we completed a debt offering of \$250.0 million 4.40% notes due May 15, 2011 and \$250.0 million 4.90% notes due May 15, 2015. Interest is payable on May 15 and November 15 on both series of notes. The aggregate net proceeds of approximately \$496.1 million were used to repay borrowings outstanding on the \$1.5 billion three-year term loan. Subsequent to the issuance of the 4.40% notes due 2011, we entered into an interest rate swap agreement with a \$250.0 million notional amount that effectively floats interest at a rate based upon LIBOR.

On October 6, 2003, we exercised a call provision on our 7.875% senior notes due June 15, 2005. The redemption price of \$842.6 million included the principal of \$750.0 million, a premium of \$74.4 million and accrued interest of \$18.2 million. The redemption was funded with borrowings on our bank credit facilities. Concurrent with the redemption, we terminated a related interest rate swap agreement with a \$750.0 million notional amount that effectively floated interest at a rate based upon LIBOR.

On November 5, 2003, we completed a debt offering of \$250.0 million aggregate principal amount of 3.125% senior notes due February 1, 2007. Interest is payable each February 1 and August 1 commencing August 1, 2004. The net proceeds of approximately \$249.1 million were used to repay borrowings outstanding on our credit facilities. In conjunction with the issuance of these notes, we entered into an interest rate swap agreement with a \$250.0 million notional amount that effectively floats interest at a rate based upon LIBOR.

On December 2, 2003, we completed a debt offering of \$300.0 million aggregate principal amount of 5.0% senior notes due March 15, 2012. Interest is payable each March 15 and September 15 commencing March 15, 2004. The net proceeds of approximately \$296.9 million were used to repay borrowings outstanding on our credit facilities. In conjunction with the issuance of these notes, we entered into an interest rate swap agreement with a \$300.0 million notional amount that effectively floats interest at a rate based upon LIBOR.

On February 25, 2004, we redeemed 454.4 million of our 6.5% senior notes due July 7, 2005, for 477.7 million plus accrued interest. As a result of this redemption, we recorded a pre-tax loss of \$30.3 million on the early extinguishment of debt. After this redemption, 195.6 million of the 6.5% senior notes remain outstanding. The remaining notes outstanding continue to be designated as a hedge of our net investment in Euro denominated assets. Additionally, on February 25, 2004, we entered into a United States dollar - Eurodollar cross currency swap with a notional amount of 497.0 million. The swap requires us to make fixed interest payments on the Euro notional amount while we receive fixed interest payments on the equivalent U.S. dollar notional amount, all on a semi-annual basis. We have designated the swap as a hedge of our net investment in Euro denominated assets.

Guarantees of Third Party Obligations

As of December 31, 2003 and 2002, we guaranteed the debt of third parties of approximately \$57.2 million and \$98.6 million, respectively, primarily related to long-term operating contracts. The third parties associated operating assets secure a substantial portion of these obligations. As of February 29, 2004, we have reduced our guarantee of third party debt to \$38.6 million.

At December 31, 2003, we guaranteed the third-party performance under a certain contract for up to approximately \$19.3 million that expires in 2004.

Sale of Investments

During 2003, we received \$344.2 million of proceeds related to the sale of a portion of our investment in Univision and other marketable securities transactions. In addition, during 2003, we entered into a five-year secured forward exchange contract with respect to 8.3 million shares of our investment in XM Satellite Radio Holdings. As a result, we received \$83.5 million at the inception of the contract.

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On January 12, 2004, we sold our remaining investment in Univision Corporation for \$599.4 million in net proceeds. As a result, we recorded a gain of \$47.0 million in Gain (loss) on marketable securities in the first quarter of 2004.

Disposal of Assets

During 2003, we received \$55.4 million of proceeds related primarily to the sale of an investment in an international outdoor business as well as various broadcasting and outdoor advertising assets.

Shelf Registration

On March 29, 2002, we filed a Registration Statement on Form S-3 covering a combined \$3.0 billion of debt securities, junior subordinated debt securities, preferred stock, common stock, warrants, stock purchase contracts and stock purchase units (the shelf registration statement). The shelf registration statement also covers preferred securities that may be issued from time to time by our three Delaware statutory business trusts and guarantees of such preferred securities by us. The SEC declared this shelf registration statement effective on April 2, 2002. After the debt offerings of January 9, 2003, March 17, 2003, May 1, 2003, May 21, 2003, November 5, 2003 and December 2, 2003, \$450.0 million remains available under this shelf registration statement.

Debt Covenants

Our only significant covenants relate to leverage and interest coverage contained and defined in the credit facilities. The leverage ratio covenant requires us to maintain a ratio of total debt to EBITDA (as defined by the credit facilities) of less than 5.50x through June 30, 2003 and less than 5.00x from July 1, 2003 through the maturity of the facilities. The interest coverage covenant requires us to maintain a minimum ratio of EBITDA (as defined by the credit facilities) to interest expense of 2.00x. In the event that we do not meet these covenants, we are considered to be in default on the credit facilities at which time the credit facilities may become immediately due. At December 31, 2003, our leverage and interest coverage ratios were 3.2x and 5.8x, respectively. Including our cash and cash equivalents recorded at December 31, 2003, our leverage on a net debt basis was 3.1x. Our bank credit facilities have cross-default provisions among the bank facilities only. No other Clear Channel debt agreements have cross-default or cross-acceleration provisions.

Additionally, the AMFM long-term bonds contain certain restrictive covenants that limit the ability of AMFM Operating Inc., a wholly-owned subsidiary of Clear Channel, to incur additional indebtedness, enter into certain transactions with affiliates, pay dividends, consolidate, or effect certain asset sales.

Our \$1.5 billion, five-year multi-currency revolving credit facility includes a provision for an increase in fees of 12.5 basis points on borrowings and five basis points on amounts available for future borrowings in the event that both of our long-term debt ratings drop below our current ratings of BBB-/Baa3. Conversely, if our long-term debt ratings improve, we have a proportionate decrease in fees. Our international subsidiary's \$150.0 million international credit facility includes a put option to the Company in the event that our long-term debt ratings fall below BB+/Ba1. We believe there are no other agreements that contain provisions that trigger an event of default upon a change in long-term debt ratings that would have a material impact to our financial statements.

At December 31, 2003, we were in compliance with all debt covenants. We expect to remain in compliance throughout 2004.

Uses of Capital

Dividends

On July 23, 2003 and October 23, 2003, our Board of Directors declared a quarterly cash dividend of \$0.10 per share on our Common Stock. Two dividend payments of \$61.6 million were disbursed, one on October 15, 2003

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and the other on January 15, 2004, to shareholders of record at the close of business on September 30, 2003 and December 31, 2003, respectively. Additionally, on February 19, 2004, our Board of Directors declared a quarterly cash dividend of \$0.10 per share of our Common Stock to be paid on April 15, 2004 to shareholders of record on March 31, 2004.

Acquisitions

During the year ended December 31, 2003, we acquired radio stations for \$45.9 million in cash and outdoor display faces for \$28.3 million in cash. Our outdoor segment also acquired investments in nonconsolidated affiliates for a total of \$10.7 million in cash and acquired an additional 10% interest in a subsidiary for \$5.1 million in cash. Our live entertainment segment made cash payments of \$2.8 million during the year ended December 31, 2003, primarily related to various earn-outs and deferred purchase price consideration on prior year acquisitions. Also, our national representation business acquired new contacts for a total of \$42.6 million, of which \$12.6 million was paid in cash during the year ended December 31, 2003 and \$30.0 million was recorded as a liability at December 31, 2003.

We intend to continue to acquire certain businesses that fit our strategic goals; however, our primary focus is on reduction of debt. Future acquisitions of media-related assets affected in connection with the implementation of our acquisition strategy are expected to be financed from increased borrowings under our existing credit facilities, additional public equity and debt offerings and cash flow from operations.

Capital Expenditures

Capital expenditures in 2003 decreased from \$548.6 million in 2002 to \$378.0 million in 2003. Overall, capital expenditures decreased in 2003 as compared to 2002 due to less integration and consolidation of facilities within our operations as well as less revenue producing capital expenditures during the year ended December 31, 2003 as compared to the year ended December 31, 2002.

Year Ended December 31, 2003 Capital Expenditures*(In millions)*

	Radio	Outdoor	Entertainment	Corporate and Other	Total
Non-revenue producing	\$80.1	\$ 63.4	\$ 27.7	\$ 28.5	\$199.7
Revenue producing	—	136.1	42.2	—	178.3
	\$80.1	\$199.5	\$ 69.9	\$ 28.5	\$378.0

Radio broadcasting capital expenditures declined \$35.1 million in 2003 as compared to 2002 as a result of decreased expenditures in 2003 related to consolidation of operations.

Outdoor advertising capital expenditures decreased \$93.1 million in 2003 as compared to 2002 primarily due to fewer revenue producing related capital expenditures.

Live entertainment capital expenditures increased \$6.5 million in 2003 as compared to 2002. Revenue producing related capital expenditures increased during the year due to the construction of new venues, while non-revenue producing project related capital expenditures declined.

Capital expenditures listed under Corporate and Other declined \$48.9 million during 2003 as compared to 2002 due to capital expenditures in 2002 related to the completion of a new data and administrative service center which replaced leased locations.

Income Taxes

During the year ended December 31, 2003, we made cash tax payments of approximately \$140.7 million, net of various tax refunds payments. For the prior year period, we made cash tax payments of approximately \$43.6 million, which was reduced by \$152.0 million related to our utilization of tax net operating loss carryforwards. In addition, for the twelve months ended December 31, 2002, we received approximately \$24.6 million related to various tax refund payments.

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Commitments, Contingencies and Future Obligations

In accordance with generally accepted accounting principles in the United States, we do not record the following transactions or obligations on our balance sheet:

Commitments and Contingencies

We were among the defendants in a lawsuit filed on June 12, 2002 in the United States District Court for the Southern District of Florida by Spanish Broadcasting System. The plaintiffs alleged that we were in violation of Section One and Section Two of the Sherman Antitrust Act as well as various other claims, such as unfair trade practices and defamation, among other counts. This case was dismissed with prejudice on January 31, 2003. The plaintiffs filed an appeal with the 11th Circuit Court of Appeals and oral argument was held in the case in February 2004. A decision has not yet been issued.

There are various other lawsuits and claims pending against us. We believe that any ultimate liability resulting from those actions or claims will not have a material adverse effect on our results of operations, financial position or liquidity. Although we have recorded accruals based on our current assumptions of the future liability for these lawsuits, it is possible that future results of operations could be materially affected by changes in our assumptions or the effectiveness of our strategies related to these proceedings. See also Item 3. Legal Proceedings and Note G Commitments and Contingencies in the Notes to Consolidate Financial Statements in Item 8 included elsewhere in this Report.

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. We will continue to accrue additional amounts related to such contingent payments if and when it is determinable that the applicable financial performance targets will be met. The aggregate of these contingent payments, if performance targets are met, would not significantly impact our financial position or results of operations.

Future Obligations

In addition to our scheduled maturities on our debt, we have future cash obligations under various types of contracts. We lease office space, certain broadcast facilities, equipment and the majority of the land occupied by our outdoor 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, taxis, 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. Also, we have non-cancelable contracts in our entertainment operations related to minimum performance payments with artists as well as various other contracts in our radio broadcasting operations related to program rights and music license fees.

In the normal course of business, our broadcasting operations have minimum future payments associated with employee and talent contracts. These contracts typically contain cancellation provisions that allows us to cancel the contract with good cause.

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The scheduled maturities of our credit facilities, other long-term debt outstanding, future minimum rental commitments under non-cancelable lease agreements, minimum payments under other non-cancelable contracts, payments under employment/talent contracts, and capital expenditure commitments as of December 31, 2003 are as follows:

	Credit Facilities	Other Long-Term Debt	Non- Cancelable Operating Leases	Non- Cancelable Contracts	Employment /Talent Contracts	Capital Expenditures	Total
<i>(In thousands)</i>							
2004	\$	\$ 143,664	\$ 390,343	\$ 744,173	\$162,092	\$226,525	\$ 1,666,797
2005	660,493	834,450	312,537	454,303	102,266	76,880	2,440,929
2006	50,119	754,205	275,041	326,545	57,744	16,374	1,480,028
2007		251,633	252,201	179,910	28,768	4,687	717,199
2008		1,317,796	221,499	134,627	17,973	5,198	1,697,093
Thereafter		3,052,652	1,319,038	536,755	26,778	519	4,935,742
Total	\$710,612	\$6,354,400	\$2,770,659	\$2,376,313	\$395,621	\$330,183	\$12,937,788

Market Risk**Interest Rate Risk**

At December 31, 2003, approximately 30% of our long-term debt, including fixed-rate debt on which we have entered into interest rate swap agreements, bears interest at variable rates. Accordingly, our earnings are affected by changes in interest rates. Assuming the current level of borrowings at variable rates and assuming a two percentage point change in the year's average interest rate under these borrowings, it is estimated that our 2003 interest expense would have changed by \$43.1 million and that our 2003 net income would have changed by \$26.7 million. In the event of an adverse change in interest rates, management may take actions to further mitigate its exposure. However, due to the uncertainty of the actions that would be taken and their possible effects, this interest rate analysis assumes no such actions. Further, the analysis does not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

At December 31, 2003, we had entered into interest rate swap agreements with a \$1.3 billion aggregate notional amount that effectively float interest at rates based upon LIBOR. These agreements expire from February 2007 to March 2012. The fair value of these agreements at December 31, 2003 was an asset of \$7.0 million.

Equity Price Risk

The carrying value of our available-for-sale and trading equity securities is affected by changes in their quoted market prices. It is estimated that a 20% change in the market prices of these securities would change their carrying value at December 31, 2003 by \$178.9 million and would change accumulated comprehensive income (loss) and net income (loss) by \$106.8 million and \$4.2 million, respectively. At December 31, 2003, we also held \$31.6 million of investments that do not have a quoted market price, but are subject to fluctuations in their value. Subsequent to December 31, 2003, we sold \$627.7 million of our available-for-sale equity securities

Foreign Currency

We have operations in countries throughout the world. Foreign operations are measured in their local currencies except in hyper-inflationary countries in which we operate. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which we have operations. To mitigate a portion of the exposure to risk of international currency fluctuations, we maintain a natural hedge through borrowings in currencies other than the U.S. dollar. This hedge position is reviewed monthly. We currently maintain no derivative instruments to mitigate the exposure to translation and/or transaction risk. However, this does not preclude the adoption of specific hedging strategies in the future. Our foreign operations reported a net income of \$.9 million for the year ended December 31, 2003. It is estimated that a 10% change in the value of the U.S. dollar to foreign currencies would change net income for the year ended December 31, 2003 by \$.1 million.

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Our earnings are also affected by fluctuations in the value of the U.S. dollar as compared to foreign currencies as a result of our investments in various countries, all of which are accounted for under the equity method. It is estimated that the result of a 10% fluctuation in the value of the dollar relative to these foreign currencies at December 31, 2003 would change our 2003 equity in earnings of nonconsolidated affiliates by \$2.2 million and would change our net income for the year ended December 31, 2003 by approximately \$1.4 million. This analysis does not consider the implications that such 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.

Recent Accounting Pronouncements

On January 1, 2003, we adopted Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligations* (Statement 143). Statement 143 applies to legal obligations associated with the retirement of long-lived assets that result from acquisition, construction, development and/or the normal operation of a long-lived asset. Adoption of this statement did not materially impact our financial position or results of operations.

On January 1, 2003, we adopted Statement of Financial Accounting Standards No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* (Statement 146). Statement 146 addresses the accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, *Liability Recognition for Certain Employee Terminations Benefits and Other Costs to Exit an Activity*. It also substantially amends EITF Issue No. 88-10, *Costs Associated with Lease Modification or Termination*. Adoption of this statement did not materially impact our financial position or results of operations.

On January 1, 2003, we adopted Financial Accounting Standards Board Interpretation No. 45, *Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (FIN 45). FIN 45 applies to contracts or indemnification agreements that contingently require the guarantor to make payments to the guaranteed party based on changes in an underlying that is related to an asset, liability, or an equity security of the guaranteed party. FIN 45 s disclosure requirements were effective for financial statements of interim or annual periods ending after December 15, 2002. FIN 45 s initial recognition and initial measurement provisions were applicable on a prospective basis to guarantees issued or modified after December 31, 2002, irrespective of the guarantor s fiscal year-end. We adopted the disclosure requirements of this Interpretation for our 2002 annual report. Adoption of the initial recognition and initial measurement requirements of FIN 45 did not materially impact our financial position or results of operations.

On January 1, 2003, the Financial Accounting Standards Board issued Financial Accounting Standards Board Interpretation No. 46, *Consolidation of Variable Interest Entities* (FIN 46). In addition, on December 24, 2003, the Financial Accounting Standards Board issued a revision of FIN 46 (the Revised Interpretation). The Revised Interpretation addresses consolidation of business enterprises of variable interest entities and is effective for variable interest entities for the first fiscal year or interim period ending after March 15, 2004. We do not believe the adoption of FIN 46 will have a material impact on our financial position or results of operations.

Critical Accounting Policies

The preparation of the Company s financial statements in conformity Generally Accepted Accounting Principles requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of a 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. Actual results may differ from these

estimates under different assumptions. The following accounting policies require significant management judgments and estimates.

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Allowance for Doubtful Accounts

We evaluate the collectibility 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 of bad debts as a percent of revenues for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions.

Revenue Recognition

Radio broadcasting revenue is recognized as advertisements or programs are broadcast and is generally billed monthly. Outdoor advertising provides services under the terms of contracts covering periods up to three years, which are generally billed monthly. Revenue for outdoor 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 our broadcasting and outdoor operations. Clients remit the gross billing amount to the agency and the agency remits gross billings less their commission to the Company. Payments received in advance of being earned are recorded as deferred income.

Entertainment revenue from the presentation and production of an event is recognized on the date of the performance. Revenue collected in advance of the event is recorded as deferred income until the event occurs. Entertainment revenue collected from advertising and other revenue, which is not related to any single event, is classified as deferred revenue and generally amortized over the operating season or the term of the contract.

Purchase Accounting

We account for our business acquisitions under the purchase method of accounting. The total cost of acquisitions 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. In addition, reserves have been established on our balance sheet related to acquired liabilities and qualifying restructuring costs based on assumptions made at the time of acquisition. We evaluate these reserves on a regular basis to determine the adequacies of the amounts.

Long-Lived Assets

We record impairment losses 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 amount of those assets. When specific assets are determined to be unrecoverable, the cost basis of the asset is reduced to reflect their current fair market value. We use various assumptions in determining the current fair market value of these assets, including future expected cash flows and discount rates, as well as future salvage values.

In the first quarter of 2002, we adopted Statement 142, *Goodwill and Other Intangible Assets*. In accordance with Statement 142, we tested our FCC licenses for impairment as of January 1, 2002 by comparing their fair value to their carrying value at that date. We recorded an impairment charge of our FCC licenses of approximately \$6.0 billion, net of deferred tax of \$3.7 billion. We used an income approach to value the FCC licenses. We also recorded an impairment charge of our goodwill of approximately \$10.8 billion, net of deferred taxes of \$659.1 million. Similar to our test for impairment of FCC licenses, we used the income approach to determine the fair value of our reporting units. The fair value of our reporting units was used to apply value to the net assets of each reporting unit. To the

extent that the net assets exceeded the fair value, an impairment charge was recorded. The income approach used for valuing goodwill and FCC licenses involved 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 were also estimated and discounted to their present value. The fair values calculated were significantly impacted by the assumptions made, which impacted our impairment charge. In accordance with Statement 142, we performed our annual impairment tests as of October 1, 2002 and 2003 on FCC licenses and

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goodwill. No impairment charges resulted from these tests. We may incur additional impairment charges in future periods under Statement 142 to the extent we do not achieve our expected cash flow growth rates, and to the extent that market values and long-term interest rates in general decrease and increase, respectively.

Accounting for Investments

At December 31, 2003, we had \$926.4 million recorded as 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 available-for-sale securities, net of tax, are reported as a separate component of shareholders' equity. The net unrealized gains or losses on trading securities are reported in the statement of operations. In addition, we hold investments that do not have quoted market prices. We review the value of these investments and record an impairment charge in the statement of operations for any decline in value that is determined to be other-than-temporary. For the years ended December 31, 2003 and 2002, we recorded impairment charges of \$7.0 million and \$25.3 million, respectively, related to other-than-temporary declines in value of various media companies. In addition, at December 31, 2003, we had \$353.1 million recorded as investments accounted for under the equity method. We review the value of these investments and record an impairment charge in the statement of operations for any decline in value that is determined to be other-than-temporary.

Tax Accruals

The Internal Revenue Service and other taxing authorities routinely examine our tax returns. From time to time, the IRS challenges certain of our tax positions. We believe our tax positions comply with applicable tax law and we would vigorously defend these positions if challenged. The final disposition of any positions challenged by the IRS could require us to make additional tax payments. We believe that we have adequately accrued for any foreseeable payments resulting from tax examinations and consequently do not anticipate any material impact upon their ultimate resolution. To the extent there are changes in the expected outcome of tax examinations, our effective tax rate in a given financial statement period could be impacted.

Litigation Accruals

We are currently involved in certain legal proceedings and, as required, have accrued our estimate of the probable costs for the resolution of these claims. 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.

Insurance Accruals

We currently are self-insured beyond certain retention amounts for various insurance coverages, including general liability and property and casualty. Accruals are recorded based on estimates of actual claims filed, historical payouts, existing insurance coverage and projections of future development of costs related to existing claims.

Inflation

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 broadcasting stations and outdoor display faces.

Ratio of Earnings to Fixed Charges

The ratio of earnings to fixed charges is as follows:

Year Ended December 31,				
2003	2002	2001	2000	1999
3.62	2.62	*	2.20	2.04

* For the year ended December 31, 2001, fixed charges exceeded earnings before income taxes and fixed charges by \$1.3 billion.

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The ratio of earnings to fixed charges was computed on a total enterprise basis. Earnings represent income from continuing operations before income taxes less equity in undistributed net income (loss) of unconsolidated affiliates plus fixed charges. Fixed charges represent interest, amortization of debt discount and expense, and the estimated interest portion of rental charges. We had no preferred stock outstanding for any period presented.

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

Required information is within Item 7

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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 accounting principles generally accepted in the United States 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 auditors, Ernst & Young LLP, to the extent required by auditing standards generally accepted in the 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 auditors and management periodically to satisfy itself that they are properly discharging their responsibilities. The independent auditors have 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/Lowry Mays
Chairman/Chief Executive Officer

/s/Randall T. Mays
Executive Vice President/Chief Financial Officer

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

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REPORT OF INDEPENDENT AUDITORS

SHAREHOLDERS AND BOARD OF DIRECTORS
CLEAR CHANNEL COMMUNICATIONS, INC.

We have audited the accompanying consolidated balance sheets of Clear Channel Communications, Inc. and subsidiaries (the Company) as of December 31, 2003 and 2002, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the 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 Communications, Inc. and subsidiaries at December 31, 2003 and 2002, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States.

As discussed in Note B to the consolidated financial statements, effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*.

/s/Ernst & Young LLP

San Antonio, Texas

February 11, 2004, except for Note O, as to which the date is February 25, 2004

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CONSOLIDATED BALANCE SHEETS

ASSETS

(In thousands)

	December 31,	
	2003	2002
CURRENT ASSETS		
Cash and cash equivalents	\$ 123,334	\$ 170,086
Accounts receivable, less allowance of \$56,586 in 2003 and \$67,338 in 2002	1,703,393	1,584,995
Prepaid expenses	196,494	203,578
Other current assets	162,461	164,836
	<hr/>	<hr/>
Total Current Assets	2,185,682	2,123,495
PROPERTY, PLANT AND EQUIPMENT		
Land, buildings and improvements	1,635,611	1,519,845
Structures	2,888,834	2,581,414
Towers, transmitters and studio equipment	829,488	743,463
Furniture and other equipment	694,163	629,264
Construction in progress	161,973	227,853
	<hr/>	<hr/>
	6,210,069	5,701,839
Less accumulated depreciation	1,949,154	1,459,027
	<hr/>	<hr/>
	4,260,915	4,242,812
INTANGIBLE ASSETS		
Definite-lived intangibles, net	717,181	761,728
Indefinite-lived intangibles licenses	11,797,742	11,738,947
Indefinite-lived intangibles permits	424,640	389,801
Goodwill	7,306,338	7,241,231
OTHER ASSETS		
Notes receivable	19,389	21,658
Investments in, and advances to, nonconsolidated affiliates	353,132	542,214
Other assets	361,306	520,423
Other investments	926,368	89,844
	<hr/>	<hr/>
Total Assets	\$28,352,693	\$27,672,153
	<hr/>	<hr/>

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	December 31,	
	2003	2002
CURRENT LIABILITIES		
Accounts payable	\$ 402,289	\$ 345,093
Accrued interest	93,848	71,335
Accrued expenses	941,263	894,166
Current portion of long-term debt	143,664	1,396,532
Deferred income	284,904	277,042
Other current liabilities	26,751	26,471
	<hr/>	<hr/>
Total Current Liabilities	1,892,719	3,010,639
Long-term debt	6,921,348	7,382,090
Other long-term obligations	153,311	64,114
Deferred income taxes	3,049,337	2,470,458
Other long-term liabilities	723,676	488,687
Minority interest	58,363	46,073
SHAREHOLDERS EQUITY		
Preferred Stock Class A, par value \$1.00 per share, authorized 2,000,000 shares, no shares issued and outstanding		
Preferred Stock, Class B, par value \$1.00 per share, authorized 8,000,000 shares, no shares issued and outstanding		
Common Stock, par value \$.10 per share, authorized 1,500,000,000 shares, issued 616,321,231 and 613,402,780 shares in 2003 and 2002, respectively	61,632	61,340
Additional paid-in capital	30,950,820	30,868,725
Retained deficit	(15,630,387)	(16,652,789)
Accumulated other comprehensive loss	194,406	(47,798)
Other	(1,293)	(3,131)
Cost of shares (427,971 in 2003 and 302,214 in 2002) held in treasury	(21,239)	(16,255)
	<hr/>	<hr/>
Total Shareholders Equity	15,553,939	14,210,092
	<hr/>	<hr/>
Total Liabilities and Shareholders Equity	\$ 28,352,693	\$ 27,672,153
	<hr/>	<hr/>

See Notes to Consolidated Financial Statements

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CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Year Ended December 31,		
	2003	2002	2001
Revenue	\$8,930,899	\$ 8,421,055	\$ 7,970,003
Operating expenses:			
Divisional operating expenses (excludes non-cash compensation expense of \$1,609, \$4,400 and \$13,111 in 2003, 2002 and 2001, respectively)	6,488,856	6,052,761	5,866,706
Non-cash compensation expense	5,018	5,436	17,077
Depreciation and amortization	671,338	620,766	2,562,480
Corporate expenses (excludes non-cash compensation expense of \$3,409, \$1,036 and \$3,966 in 2003, 2002 and 2001, respectively)	174,154	176,370	187,434
Operating income (loss)	1,591,533	1,565,722	(663,694)
Interest expense	388,000	432,786	560,077
Gain (loss) on sale of assets related to mergers		3,991	(213,706)
Gain (loss) on marketable securities	678,846	(3,096)	25,820
Equity in earnings of nonconsolidated affiliates	22,026	26,928	10,393
Other income (expense) net	20,959	57,430	152,267
Income (loss) before income taxes and cumulative effect of a change in accounting principle	1,925,364	1,218,189	(1,248,997)
Income tax benefit (expense):			
Current	(246,681)	(149,143)	(57,363)
Deferred	(533,092)	(344,223)	162,334
Income (loss) before cumulative effect of a change in accounting principle	1,145,591	724,823	(1,144,026)
Cumulative effect of a change in accounting principle, net of tax of \$4,324,446		(16,778,526)	
Net income (loss)	1,145,591	(16,053,703)	(1,144,026)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	132,816	81,740	11,699
Unrealized gain (loss) on securities and derivatives:			
Unrealized holding gain (loss)	192,323	(101,455)	(141,055)
Unrealized holding gain (loss) on cash flow derivatives	(63,527)		

Adjustment for gains on securities transferred to trading			(45,315)
Adjustment for gains on shares held prior to mergers		(3,982)	
Adjustment for (gain) loss included in net income	(19,408)	10,369	172,634
	<u> </u>	<u> </u>	<u> </u>
Comprehensive income (loss)	\$ 1,387,795	\$(16,067,031)	\$(1,146,063)
	<u> </u>	<u> </u>	<u> </u>
Net income (loss) per common share:			
Income (loss) before cumulative effect of a change in accounting principle Basic	\$ 1.86	\$ 1.20	\$ (1.93)
Cumulative effect of a change in accounting principle Basic		(27.65)	
	<u> </u>	<u> </u>	<u> </u>
Net income (loss) Basic	\$ 1.86	\$(26.45)	\$ (1.93)
	<u> </u>	<u> </u>	<u> </u>
Income (loss) before cumulative effect of a change in accounting principle Diluted	\$ 1.85	\$ 1.18	\$ (1.93)
Cumulative effect of a change in accounting principle Diluted		(26.74)	
	<u> </u>	<u> </u>	<u> </u>
Net income (loss) Diluted	\$ 1.85	\$(25.56)	\$ (1.93)
	<u> </u>	<u> </u>	<u> </u>

See Notes to Consolidated Financial Statement

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CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<i>(Amounts, except share data)</i>	Common	Common	Additional	Common	Retained	Accumulated		Treasury	
	Shares	Stock	Paid-in	Stock	Earnings	Other		Stock	T
	Issued	Stock	Capital	Warrants	(Deficit)	Comprehensive	Other	Stock	T
						Income			
						(Loss)			
at December 31, 2000	585,766,166	\$58,577	\$29,558,908	\$ 249,312	\$ 544,940	\$ (32,433)	\$(26,298)	\$ (5,833)	\$ 30,000
					(1,144,026)				(1,144,026)
Common Stock, stock options and stock warrants issued for acquisitions	282,489	28	18,205					(89)	
Issuance of treasury shares								(9,000)	
Issuance of Liquid Yield Notes	3,868,764	387	259,364						
Issuance of stock options and stock warrants	8,353,014	835	479,749	(236,939)			(2,138)	(324)	
Issuance and adjustment of compensation			4,690				20,218	(33)	
Foreign translation adjustment						11,699			
Unrealized gains (losses) on investments						(13,736)			
at December 31, 2001	598,270,433	59,827	30,320,916	12,373	(599,086)	(34,470)	(8,218)	(15,279)	29,000
					(16,053,703)				(16,053,703)
Common Stock and stock options for business acquisitions	11,955,946	1,195	477,652						
Issuance of Notes	213		17						
Issuance of stock options, stock warrants and other	3,176,188	318	67,039	(12,373)			(166)	(770)	
Issuance and adjustment of compensation			3,101				5,253	(206)	
Foreign translation adjustment						81,740			
Unrealized gains (losses) on investments						(95,068)			
at December 31, 2002	613,402,780	61,340	30,868,725		(16,652,789)	(47,798)	(3,131)	(16,255)	14,000
Common Stock					1,145,591				1,145,591
Dividends declared					(123,189)				(123,189)
Issuance of stock options and stock warrants	2,918,451	292	80,334					(4,464)	
Issuance and adjustment of compensation			1,761				1,838	(520)	

compensation	
translation adjustment	132,816
ed gains (losses) on cash	
derivatives	(63,527)