

Edgar Filing: Clear Channel Outdoor Holdings, Inc. - Form SC 13G

Clear Channel Outdoor Holdings, Inc.
Form SC 13G
April 27, 2006

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. ___)*

Clear Channel Outdoor Holdings, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

18451C109

(CUSIP Number)

April 20, 2006

(Date of Event which Requires Filing of this Statement)

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

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

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

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). (Continued on following pages) Page 1 of 36 Pages Exhibit Index Found on Page 34

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(Continued on following pages)
Page 1 of 36 Pages
Exhibit Index Found on Page 34

13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday Asset Management, L.P.

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

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 1,254,900

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
1,254,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,254,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 3.6%

TYPE OF REPORTING PERSON (See Instructions)

12 PN

Page 2 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

=====

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday G.P. (U.S.), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

=====

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

=====

SOLE VOTING POWER

5 NUMBER OF -0-

=====

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 1,254,900

=====

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON WITH -0-

=====

SHARED DISPOSITIVE POWER

8 1,254,900

=====

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

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1,254,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.6%

12 TYPE OF REPORTING PERSON (See Instructions) 00

Page 3 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday Capital, L.L.C.

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-
6 SHARED VOTING POWER
1,254,900
7 SOLE DISPOSITIVE POWER
-0-

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SHARED DISPOSITIVE POWER

8

1,254,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,254,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6%

12 TYPE OF REPORTING PERSON (See Instructions)

00

Page 4 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David I. Cohen

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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

6 SHARED VOTING POWER

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OWNED BY 1,254,900

EACH 7 SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON WITH -----
8 SHARED DISPOSITIVE POWER
1,254,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,254,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.6%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 5 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Saurabh K. Mittal

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
India

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| | | |
|--------------|--|---|
| | | SOLE VOTING POWER |
| 5 | | |
| NUMBER OF | | -0- |
| | | ===== |
| | | SHARED VOTING POWER |
| 6 | | |
| BENEFICIALLY | | 1,254,900 |
| OWNED BY | | ===== |
| | | SOLE DISPOSITIVE POWER |
| 7 | | |
| EACH | | -0- |
| | | ===== |
| | | SHARED DISPOSITIVE POWER |
| 8 | | |
| | | 1,254,900 |
| | | ===== |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 1,254,900 |
| | | ===== |
| 10 | | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) |
| | | [] |
| | | ===== |
| 11 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| | | 3.6% |
| | | ===== |
| 12 | | TYPE OF REPORTING PERSON (See Instructions) |
| | | IN |
| | | ===== |

Page 6 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

| | | |
|---|----|---|
| 1 | | NAMES OF REPORTING PERSONS |
| | | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |
| | | Noonday Capital Partners, L.L.C. |
| | | ===== |
| 2 | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
| | | (a) [] |
| | | (b) [X]** |
| | ** | The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. |

3 SEC USE ONLY

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=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      Delaware
=====
      SOLE VOTING POWER
      5      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      6      24,000
      EACH
      REPORTING
      PERSON WITH
      7      -0-
      SHARED VOTING POWER
      8      24,000
      SHARED DISPOSITIVE POWER
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      24,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      0.1%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      OO
=====

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Page 7 of 36 Pages

13G

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CUSIP No. 18451C109
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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Farallon Capital Partners, L.P.
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**
2

```

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this

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cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

| | | |
|----|---|--|
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | California |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER 5 -0- SHARED VOTING POWER 6 471,200 SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 471,200 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 471,200 |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | [] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 1.3% |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | PN |

13G

=====
CUSIP No. 18451C109
=====

| | | |
|---|--|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | Farallon Capital Institutional Partners, L.P. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | (a) [] |

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(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

-0-

NUMBER OF

SHARED VOTING POWER

6

223,300

SHARES
BENEFICIALLY
OWNED BY

SOLE DISPOSITIVE POWER

7

-0-

EACH
REPORTING
PERSON WITH

SHARED DISPOSITIVE POWER

8

223,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

223,300

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.6%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

=====
CUSIP No. 18451C109
=====

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

**

The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

California

| | | | |
|--------------|---|---|--------------------------|
| | | 5 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| SHARES | | | |
| BENEFICIALLY | 6 | | SHARED VOTING POWER |
| OWNED BY | | | 23,000 |
| EACH | | | |
| REPORTING | 7 | | SOLE DISPOSITIVE POWER |
| PERSON WITH | | | -0- |
| | | | |
| | 8 | | SHARED DISPOSITIVE POWER |
| | | | 23,000 |

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12

TYPE OF REPORTING PERSON (See Instructions)

PN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------|--------|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | -0- | |
| SHARES | | ----- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | 17,400 | |
| EACH | | ----- |
| REPORTING | 7 | SOLE DISPOSITIVE POWER |
| PERSON WITH | -0- | |
| | | ----- |
| | 8 | SHARED DISPOSITIVE POWER |
| | 17,400 | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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13G

=====
CUSIP No. 18451C109
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| | |
|-------|---|
| ----- | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum Partners, L.P. |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION New York |
| ----- | |
| | SOLE VOTING POWER |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | -0- |
| ----- | |
| | SHARED VOTING POWER |
| 6 | 13,000 |
| ----- | |
| | SOLE DISPOSITIVE POWER |
| 7 | -0- |
| ----- | |
| | SHARED DISPOSITIVE POWER |
| 8 | 13,000 |
| ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,000 |
| ----- | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] |
| ----- | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% |
| ----- | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) PN |
| ----- | |

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Page 12 of 36 Pages

13G

=====
 CUSIP No. 18451C109
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Offshore Investors II, L.P.

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

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 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Cayman Islands

 5 SOLE VOTING POWER
 NUMBER OF -0-

 6 SHARED VOTING POWER
 BENEFICIALLY OWNED BY 656,000

 7 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON WITH -0-

 8 SHARED DISPOSITIVE POWER
 656,000

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 656,000

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
 []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.9%

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 TYPE OF REPORTING PERSON (See Instructions)
 12 PN

Page 13 of 36 Pages

13G

=====
 CUSIP No. 18451C109
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Management, L.L.C.

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

2 ** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

 3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 Delaware

| | | | |
|--------------|--|---|--------------------------|
| | | 5 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| | | 6 | SHARED VOTING POWER |
| SHARES | | | 645,500 |
| BENEFICIALLY | | | |
| OWNED BY | | 7 | SOLE DISPOSITIVE POWER |
| EACH | | | -0- |
| REPORTING | | 8 | SHARED DISPOSITIVE POWER |
| PERSON WITH | | | 645,500 |

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 645,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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10 CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.8%

12 TYPE OF REPORTING PERSON (See Instructions)
IA, OO

Page 14 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 5 -0-

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 6 1,427,900

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 7 -0-

8 SHARED DISPOSITIVE POWER
8 1,427,900

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```

=====
          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
          1,427,900
=====
          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10         CERTAIN SHARES (See Instructions)
                                           [   ]
=====
          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
          4.1%
=====
          TYPE OF REPORTING PERSON (See Instructions)
12
          00
=====
    
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Page 15 of 36 Pages

13G

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CUSIP No. 18451C109
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=====
          NAMES OF REPORTING PERSONS
1         I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

          Chun R. Ding
=====
          CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**
2
          **      The reporting persons making this filing hold an
                   aggregate of 2,073,400 Shares, which is 5.9% of the
                   class of securities. The reporting person on this
                   cover page, however, may be deemed a beneficial owner
                   only of the securities reported by it on this cover
                   page.
=====
3         SEC USE ONLY
=====
          CITIZENSHIP OR PLACE OF ORGANIZATION
4
          United States
=====
    
```

```

=====
          SOLE VOTING POWER
          5
          NUMBER OF          -0-
          SHARES
          BENEFICIALLY      6
          OWNED BY          2,073,400
          EACH
          SOLE DISPOSITIVE POWER
    
```

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7
 REPORTING PERSON WITH -----
 -0-
 SHARED DISPOSITIVE POWER
 8
 2,073,400

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,073,400

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.9%

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 16 of 36 Pages

13G

=====
 CUSIP No. 18451C109
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 William F. Duhamel

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
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 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

 5 SOLE VOTING POWER

NUMBER OF

-0-

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| | | |
|---|---|--------------------------|
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | SHARED VOTING POWER |
| | 6 | 2,073,400 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | -0- |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 2,073,400 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,073,400 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | |
| | [] | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 5.9% | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | |
| | IN | |

Page 17 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

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

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

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4

United States

| | | |
|----|---|--------------------------|
| | | SOLE VOTING POWER |
| 5 | NUMBER OF | -0- |
| | SHARES | |
| 6 | BENEFICIALLY OWNED BY | SHARED VOTING POWER |
| | EACH | 2,073,400 |
| | REPORTING PERSON WITH | SOLE DISPOSITIVE POWER |
| 7 | | -0- |
| | | SHARED DISPOSITIVE POWER |
| 8 | | 2,073,400 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 2,073,400 |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | |
| | | [] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | | 5.9% |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | |
| | | IN |

Page 18 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

| | | |
|---|---|-------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Monica R. Landry | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | |
| | | (a) [] |
| | | (b) [X]** |

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover

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page.

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=====
3      SEC USE ONLY
=====
      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      United States
=====
      SOLE VOTING POWER
      NUMBER OF
5      -0-
      SHARES
      BENEFICIALLY
      OWNED BY
6      2,073,400
      EACH
      REPORTING
      PERSON WITH
7      -0-
      SHARED VOTING POWER
8      2,073,400
      SHARED DISPOSITIVE POWER
9      2,073,400
      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
      [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.9%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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Page 19 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      William F. Mellin
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [ ]
      (b) [ X ]**

```

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2

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,073,400

EACH

SOLE DISPOSITIVE POWER

7

REPORTING PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,073,400

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.9%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 20 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

=====
NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

**

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3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

2,073,400

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,073,400

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.9%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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=====
-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Jason E. Moment
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**

      **      The reporting persons making this filing hold an
              aggregate of 2,073,400 Shares, which is 5.9% of the
              class of securities. The reporting person on this
              cover page, however, may be deemed a beneficial owner
              only of the securities reported by it on this cover
              page.
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----
5      SOLE VOTING POWER
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      5      -0-
      -----
      6      SHARED VOTING POWER
      2,073,400
      -----
      7      SOLE DISPOSITIVE POWER
      -0-
      -----
      8      SHARED DISPOSITIVE POWER
      2,073,400
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      2,073,400
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
        CERTAIN SHARES (See Instructions)
                                           [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      5.9%
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      IN
-----

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13G

=====
CUSIP No. 18451C109
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

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

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,073,400

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
2,073,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,073,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.9%

TYPE OF REPORTING PERSON (See Instructions)

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12

IN

Page 23 of 36 Pages

13G

CUSIP No. 18451C109

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Derek C. Schrier

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

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF -0-
SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
2,073,400
EACH 7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 7 -0-
8 SHARED DISPOSITIVE POWER
2,073,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,073,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

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 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.9%

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 24 of 36 Pages

13G

=====
 CUSIP No. 18451C109
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Thomas F. Steyer

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

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

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

 -0-

 6 SHARED VOTING POWER
 2,073,400

 7 SOLE DISPOSITIVE POWER

 -0-

 8 SHARED DISPOSITIVE POWER
 2,073,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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9

2,073,400

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 25 of 36 Pages

13G

=====
CUSIP No. 18451C109
=====

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Mark C. Wehrly

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

2,073,400

EACH
REPORTING

7

SOLE DISPOSITIVE POWER

-0-

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| | |
|-------------|--|
| PERSON WITH | ----- |
| | SHARED DISPOSITIVE POWER |
| 8 | 2,073,400 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,073,400 |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9% |
| 12 | TYPE OF REPORTING PERSON (See Instructions) IN |

Page 26 of 36 Pages

Item 1. Issuer

(a) Name of Issuer:

Clear Channel Outdoor Holdings, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

200 East Basse Road, San Antonio, Texas 78209

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Class A Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 18451C109.

Name Of Persons Filing, Address Of Principal Business Office And

Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Sub-adviser Entities

(i) Noonday G.P. (U.S.), L.L.C., a Delaware limited

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liability company which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts;

- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts; and
- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Noonday

(1) The First Noonday Sub-adviser and the Second Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the First Noonday Sub-adviser and the Second Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts.

Page 27 of 36 Pages

Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

The Noonday Managing Members

- (iv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons."

The Noonday Fund

- (v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held by it.

The Farallon Funds

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- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (x) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and
- (xi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

Page 28 of 36 Pages

The Management Company

- (xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The Farallon General Partner

- (xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

The Farallon Managing Members

- (xiv) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"),

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Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"),
Derek C. Schrier ("Schrier"), Thomas F. Steyer
("Steyer"), and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Fried, Landry, Mellin, Millham, Moment, Patel, Schrier,
Steyer, and Wehrly are together referred to herein as the "Farallon Individual
Reporting Persons." The Farallon Individual Reporting Persons and the Noonday
Individual Reporting Persons are together referred to herein as the "Individual
Reporting Persons."

The citizenship of each of the Noonday Sub-adviser Entities, the Funds,
the Management Company and the Farallon General Partner is set forth above. Each
of the Individual Reporting Persons other than Mittal is a citizen of the United
States. Mittal is a citizen of India. The address of the principal business
office of each of the Noonday Sub-adviser Entities and the Noonday Individual
Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street,
Suite 2140, Charlotte, North Carolina 28202. The address of the principal
business office of each of the Reporting Persons other than the Noonday
Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o
Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San
Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or

240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In

(a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check

This Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5
through 11 of the cover page for each Reporting Person hereto is incorporated
herein by reference for each such Reporting Person.

The Shares reported hereby for the Funds are owned directly by the
Funds and those reported by the Management Company on behalf of the Managed
Accounts are owned directly by the Managed Accounts. The First Noonday
Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to
the Funds and Managed Accounts, may be deemed to be the beneficial owner of all
such Shares owned by the Noonday Fund and certain of such Shares owned by the
Farallon Funds and the Managed Accounts. The Noonday General Partner, as general
partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial
owner of all such Shares owned by the Noonday Fund and certain of such Shares
owned by the Farallon Funds and the Managed Accounts. The Noonday Individual
Reporting Persons, as managing members of both the First Noonday Sub-adviser and
the Noonday General Partner, may each be deemed to be the beneficial owner of
all such Shares owned by the Noonday Fund and certain of such Shares owned by
the Farallon Funds and the Managed Accounts. The Management Company, as

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investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The

Security Being Reported On By The Parent Holding Company

Not Applicable.

Page 30 of 36 Pages

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 31 of 36 Pages

SIGNATURES

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

Dated: April 27, 2006

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf,
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

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each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which

Page 32 of 36 Pages

were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.

Page 33 of 36 Pages

EXHIBIT INDEX

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EXHIBIT 1

Joint Acquisition Statement Pursuant to
Section 240.13d-1(k)

Page 34 of 36 Pages

EXHIBIT 1
to
SCHEDULE 13G

JOINT ACQUISITION STATEMENT
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: April 27, 2006

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.

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By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf,
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Monica R. Landry, Managing Member

Page 35 of 36 Pages

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for
each of David I. Cohen, Chun R. Ding, William F. Duhamel,
Richard B. Fried, William F. Mellin, Stephen L. Millham,
Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel,
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

Page 36 of 36 Pages