Clear Channel Outdoor Holdings, Inc. Form SC 13G/A January 12, 2007

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1) *

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)

December 31, 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:

- 1_1 Rule 13d-1(b)
- |X| 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 33 Pages

13G CUSIP No. 18451C109 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Asset Management, 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 1,415,000 Class A Shares, which is 3.6% 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. -----SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 1,415,000 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 1,415,000 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,415,000 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

	3.6%	
1.0	TYPE OF REPOR	TING PERSON (See Instructions)
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		Page 2 of 33 Pages
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SIP No.	. 18451C109 	
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1		ORTING PERSONS OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday G.P.	(U.S.), L.L.C.
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**
	**	The reporting persons making this filing hold aggregate of 1,415,000 Class A Shares, which is 3. of the class of securities. The reporting person this cover page, however, may be deemed a benefici owner only of the securities reported by it on the cover page.
3	SEC USE ONLY	
3		PLACE OF ORGANIZATION
4	CITIZENSHIP O	
4 	CITIZENSHIP O Delaware	OR PLACE OF ORGANIZATION SOLE VOTING POWER 5
4 BE	CITIZENSHIP O Delaware NUMBER OF SHARES ENEFICIALLY	SOLE VOTING POWER SHARED VOTING POWER 6

10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES tructions)	[]
11	PERCENT OF CLA	ASS REPRES	ENTED BY AMOUNT IN ROW (9)	=====	
12	TYPE OF REPORT	FING PERSOI	N (See Instructions)		
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3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE OF	ORGANIZATION		
N	UMBER OF	5	SOLE VOTING POWER		
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	EACH EPORTING RSON WITH	7	SOLE DISPOSITIVE POWER -0		
			STIVITIO DISLOSITIAE LOMEK		

1,415,000 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,415,000 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 3.6% _____ TYPE OF REPORTING PERSON (See Instructions) 12 Page 4 of 33 Pages 13G ______ CUSIP No. 18451C109 _____ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) David I. Cohen 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 1,415,000 Class A Shares, which is 3.6% 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. _____ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 1,415,000 OWNED BY

	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
	PERSON WITH		=
		8	1,415,000
			1,413,000
9	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	1,415,000		
10	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES structions)
11	PERCENT OF CL	ASS REPRE	SENTED BY AMOUNT IN ROW (9)
	3.6%		
	TYPE OF REPOR	TING PERS	ON (See Instructions)
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===== SIP No ====== 	NAMES OF REPO		
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1	NAMES OF REPORT I.R.S. IDENTIFY Saurabh K. Mi	The re aggrega of the this co owner o	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** porting persons making this filing hold a te of 1,415,000 Class A Shares, which is 3.6 class of securities. The reporting person over page, however, may be deemed a beneficianly of the securities reported by it on thi
1 2	NAMES OF REPORT I.R.S. IDENTIFY Saurabh K. Mither CHECK THE APPRAGE **	The reaggrega of the this co owner o cover p	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** porting persons making this filing hold a te of 1,415,000 Class A Shares, which is 3.6 class of securities. The reporting person o ver page, however, may be deemed a beneficia nly of the securities reported by it on thi
1 2	NAMES OF REPORT I.R.S. IDENTIFY Saurabh K. Mither CHECK THE APPRAGE **	The reaggrega of the this co owner o cover p	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** porting persons making this filing hold a te of 1,415,000 Class A Shares, which is 3.6 class of securities. The reporting person over page, however, may be deemed a beneficianly of the securities reported by it on thiage.

SOLE VOTING POWER

N	NUMBER OF	5	-0-
BE1	SHARES BENEFICIALLY		SHARED VOTING POWER
C	DWNED BY		1,415,000
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING	,	-0-
PE	ERSON WITH -		SHARED DISPOSITIVE POWER
		8	1,415,000
9	AGGREGATE AMOU	JNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON
9	1,415,000		
10	CHECK IF THE F CERTAIN SHARES	GGREGATE A	AMOUNT IN ROW (9) EXCLUDES
	========	:=======	
11	PERCENT OF CLA	SS REPRESE	ENTED BY AMOUNT IN ROW (9)
11	3.6%		
1.0	TYPE OF REPORT	ING PERSON	N (See Instructions)
12	IN		
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1	I.R.S. IDENTIE Noonday Capita	CICATION NC	OS. OF ABOVE PERSONS (ENTITIES ONLY)
1	I.R.S. IDENTIE Noonday Capita	The report aggregate of the clubs.	DS. OF ABOVE PERSONS (ENTITIES ONLY) S, L.L.C. DX IF A MEMBER OF A GROUP (See Instructions) (a) []

CITIZENSHIP OR PLACE OF ORGANIZATION

4	CITIZENSHIP	OR PLACE OF	F ORGANIZATION	
<u>.</u>	Delaware			
		5	SOLE VOTING POWER	
1	NUMBER OF		-0-	
	SHARES		SHARED VOTING POWER	
	NEFICIALLY OWNED BY	6	26,100	
	EACH		SOLE DISPOSITIVE POWER	
1	REPORTING	7	-0-	
Pl	ERSON WITH		=	
		8	26,100	
	AGGREGATE AM	OUNT BENEF		
9	26,100			
	===========	AGGREGATE	AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHAR			
	PERCENT OF C	LASS REPRE	======================================	
11	0.1%	LINII CCAL.	SENTED BY AROUNT IN NOW (3)	
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12		RIING PERSO	ON (See Instructions)	
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SIP No.	18451C109			
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Farallon Cap	ital Partne	ers, L.P.	
	CHECK THE AP	PROPRIATE E	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**	
2	**	aggregat	porting persons making this filing hold te of 1,415,000 Class A Shares, which is 3. class of securities. The reporting person wer page, however, is a beneficial owner or	

		of the se	ecurities reported by it	on th	is cover pag
3	SEC USE ONLY			=====	
4	CITIZENSHIP O	R PLACE OF	ORGANIZATION		
	California				
		_	SOLE VOTING POWER		
	NUMBER OF	5	-0-		
	SHARES		SHARED VOTING POWER	=====	
	NEFICIALLY OWNED BY	6	284,900		
	EACH		SOLE DISPOSITIVE POWER	=====	
	REPORTING	7	-0-		
Р	ERSON WITH		SHARED DISPOSITIVE POWE	===== R	
		8	284,900		
	AGGREGATE AMO	UNT BENEFIC	CIALLY OWNED BY EACH REPO	===== RTING	PERSON
9	284,900				
10	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDE (ructions)	S	[]
	PERCENT OF CL	ASS REPRESE	ENTED BY AMOUNT IN ROW (9)	
11	0.7%				
1.0	TYPE OF REPOR	TING PERSON	See Instructions)	=====	
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	Farallon Capi	tal Institu	ntional Partners, L.P.		
	CHECK THE APP	ROPRIATE BO	DX IF A MEMBER OF A GROUP	(a)	Instruction [] [X]**

2	**	The reporting persons making this filing hold a aggregate of 1,415,000 Class A Shares, which is 3.6 of the class of securities. The reporting person of 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 O	R PLACE OF ORGANIZATION
	NUMBER OF	SOLE VOTING POWER 5 -0-
ВІ	SHARES ENEFICIALLY OWNED BY	SHARED VOTING POWER 6 142,200
	EACH REPORTING	SOLE DISPOSITIVE POWER 7
I	PERSON WITH	SHARED DISPOSITIVE POWER 8 142,200
9	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES S (See Instructions) []
11	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
12	TYPE OF REPOR	TING PERSON (See Instructions)
		Page 9 of 33 Pages
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SIP No	. 18451C109	
	NAMES OF REPO	

	Farallon Capi	tal Insti	tutional Partners II, L.P.		
2	CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggrega of the this co	porting persons making this filing hold an te of 1,415,000 Class A Shares, which is 3.6% class of securities. The reporting person on ver page, however, is a beneficial owner only securities reported by it on this cover page.		
3	SEC USE ONLY		=======================================		
4	CITIZENSHIP C	R PLACE O	F ORGANIZATION		
<u>.</u>	California				
		5	SOLE VOTING POWER		
	NUMBER OF	3	-0-		
	SHARES	6	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		14,800		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	7	-0-		
	PERSON WITH		SHARED DISPOSITIVE POWER		
		8	14,800		
	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
9	14,800				
10			AMOUNT IN ROW (9) EXCLUDES structions) []		
	PERCENT OF CI	ASS REPRE	======================================		
11	0.0%				
	TYPE OF REPOR	TING PERS	ON (See Instructions)		
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		Page	10 of 33 Pages		

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CUSIP No. 18451C109

		NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIE	FICATION N	NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Farallon Capit	al Instit	cutional Partners III, L.P.				
	CHECK THE APPE	ROPRIATE E	30X IF A MEMBER OF A GROUP (See Instructions)				
			(a) [] (b) [X]**				
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	^ ^		porting persons making this filing hold and ϵ of 1,415,000 Class A Shares, which is 3.69				
			class of securities. The reporting person or ver page, however, is a beneficial owner only				
			securities reported by it on this cover page.				
3	SEC USE ONLY	-======					
	CITIZENSHIP OF	R PLACE OF	ORGANIZATION				
4	Delaware						
			SOLE VOTING POWER				
		5					
	NUMBER OF		-0- 				
	SHARES BENEFICIALLY	6	SHARED VOTING POWER				
	OWNED BY	б	9,700				
	EACH		SOLE DISPOSITIVE POWER				
	REPORTING	7	-0-				
	PERSON WITH -		·				
		8	SHARED DISPOSITIVE POWER				
			9,700				
	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON				
9	9,700						
	CHECK IF THE Z	GGREGATE	AMOUNT IN ROW (9) EXCLUDES				
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	TYPE OF REPORT	ING PERSO	DN (See Instructions)				
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aggregate of 1,415,000 Class A Shares, which is 3. of the class of securities. The reporting person this cover page, however, is a beneficial owner on	USIP N	Jo. 18451C109			
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [x]** 2 ** The reporting persons making this filing hold aggregate of 1,415,000 Class A Shares, which is 3. of the class of securities. The reporting person this cover page, however, is a beneficial owner on of the securities reported by it on this cover page 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION New York SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY OWNED BY 8,500 EACH 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 8,500 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 8,500 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0%	1				
** The reporting persons making this filing hold aggregate of 1,415,000 Class A Shares, which is 3. of the class of securities. The reporting person this cover page, however, is a beneficial owner on of the securities reported by it on this cover page 3 SEC USE ONLY **CITIZENSHIP OR PLACE OF ORGANIZATION* New York **SOLE VOTING POWER* **SOLE VOTING POWER* **SHARES** **SHARED VOTING POWER* **BENEFICIALLY* **OWNED BY** **SOLE DISPOSITIVE POWER* **REPORTING** **PERSON WITH** **SHARED DISPOSITIVE POWER* **SHARED DISPOSITIVE POW		Tinicum Partn	ers, L.P. ======		
** The reporting persons making this filing hold aggregate of 1,415,000 Class A Shares, which is 3. of the class of securities. The reporting person this cover page, however, is a beneficial owner on of the securities reported by it on this cover page 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 New York SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 8,500 EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 8,500 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 8,500 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0% TYPE OF REPORTING PERSON (See Instructions)	2	CHECK THE APP	ROPRIATE E	(a) []	
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11 0.0% TYPE OF REPORTING PERSON (See Instructions) 12	10			structions)	
11 0.0% TYPE OF REPORTING PERSON (See Instructions) 12		PERCENT OF CL	======= ASS REPRES	EENTED BY AMOUNT IN ROW (9)	
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		TYPE OF REPOR	 TING PERSO	DN (See Instructions)	
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13G CUSIP No. 18451C109 ----------NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Offshore Investors II, 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 1,415,000 Class A Shares, which is 3.6% 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. -----SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 257,000 EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 257,000 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 257,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 ------

TYPE OF REPORTING PERSON (See Instructions) 12 -----Page 13 of 33 Pages 13G ______ CUSIP No. 18451C109 _____ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. 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 1,415,000 Class A Shares, which is 3.6% 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. -----SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 671,800 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 671**,**800 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 671,800 -------CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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2	**	aggregate of the cl this cove	orting persons making this filing hold a e of 1,415,000 Class A Shares, which is 3.6 lass of securities. The reporting person cer page, however, may be deemed a beneficially of the securities reported by it on thige.				
3	SEC USE ONLY						
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9	AGGREGATE AMOU	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	743,200					
10		GGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions) []				
11	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF REPORT	ING PERSON (See Instructions)				
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CUSIP N	 No. 18451C109					
1	NAMES OF REPOR	TING PERSONS CICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Chun R. Ding					
2	CHECK THE APPF	COPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**				
2	**	The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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 OF	PLACE OF ORGANIZATION				
4	United States					
	NUMBER OF	SOLE VOTING POWER 5 -0-				
	SHARES BENEFICIALLY	SHARED VOTING POWER				
	OWNED BY	1,415,000				
	EACH	SOLE DISPOSITIVE POWER				

REPORTING PERSON WITH -		
r	EKSON WITH	SHARED DISPOSITIVE POWER
		1,415,000
9	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES (See Instructions)
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11	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)
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12	TYPE OF REPO	RTING PERSON (See Instructions)
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	18451C109 NAMES OF REPO	
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P No.	18451C109 NAMES OF REPORT William F. Decomposition	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
P No.	18451C109 NAMES OF REPORT NAMES OF REPORT William F. Dr CHECK THE AP	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
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P No.	18451C109 NAMES OF REPORT NAMES OF REPORT William F. Dr CHECK THE AP	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6%
P No.	18451C109 NAMES OF REPORT NAMES OF REPORT William F. Dr CHECK THE AP	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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.
1 2 2	18451C109 NAMES OF REPORT I.R.S. IDENT William F. Do CHECK THE API **	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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.
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1 2 2	18451C109	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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. OR PLACE OF ORGANIZATION S SOLE VOTING POWER
1 2 2	18451C109	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) uhamel PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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. OR PLACE OF ORGANIZATION

	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6	1,415,000
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
	PERSON WITH -		SHARED DISPOSITIVE POWER
		8	1,415,000
	AGGREGATE AMOU		CIALLY OWNED BY EACH REPORTING PERSON
9	1,415,000		
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES tructions) []
	PERCENT OF CLA	SS REPRES	ENTED BY AMOUNT IN ROW (9)
11	3.6%		
1.0	TYPE OF REPORT	'ING PERSO	N (See Instructions)
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	o. 18451C109		
1	NAMES OF REPOR		ONS OS. OF ABOVE PERSONS (ENTITIES ONLY)
	Richard B. Fri	ed	
	CHECK THE APPR	OPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregate of the c	orting persons making this filing hold an e of 1,415,000 Class A Shares, which is 3.6% lass of securities. The reporting person on er page, however, may be deemed a beneficial ly of the securities reported by it on this ge.
3	SEC USE ONLY	====	
4	CITIZENSHIP OR	PLACE OF	ORGANIZATION

United States _____ SOLE VOTING POWER NUMBER OF -0-_____ SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 1,415,000 _____ SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH _____ SHARED DISPOSITIVE POWER 1,415,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,415,000 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 3.6% -----TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 18 of 33 Pages 13G CUSIP No. 18451C109 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Monica R. Landry 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 1,415,000 Class A Shares, which is 3.6%

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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

3	SEC USE ONLY	======	=======================================				
4	CITIZENSHIP OR United States	PLACE OF	ORGANIZATION				
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	NUMBER OF	5	SOLE VOTING POWER				
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			1,415,000				
9	AGGREGATE AMOU	HENEFI	CIALLY OWNED BY EACH REPORTI	NG PERSON			
	1,415,000	1,415,000					
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
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CUSIP N	No. 18451C109						
1	NAMES OF REPOR		ONS OS. OF ABOVE PERSONS (ENTITI	ES ONLY)			
	William F. Mel	William F. Mellin					
	CHECK THE APPR	OPRIATE BO		ee Instructions) a) [] b) [X]**			

	**	The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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 O United States	R PLACE OF ORGANIZATION			
	NUMBER OF	SOLE VOTING POWER 5 -0-			
	SHARES BENEFICIALLY OWNED BY	SHARED VOTING POWER 6 1,415,000			
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		8 1,415,000			
9	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []				
11	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)			
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	 o. 18451C109 				
1	NAMES OF REPO	RTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			

Stephen L. Millham _____ 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 1,415,000 Class A Shares, which is 3.6% 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. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 1,415,000 OWNED BY _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 1,415,000 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,415,000 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 10 _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 3.6% _____ TYPE OF REPORTING PERSON (See Instructions) 12

Page 21 of 33 Pages

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1		NAMES OF REPORTING PERSONS				
Τ	1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Jason E. Moment					
2	CHECK THE APPR	OPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
2	**	The reporting persons making this filing hold aggregate of 1,415,000 Class A Shares, which is 3 of the class of securities. The reporting person this cover page, however, may be deemed a benefic owner only of the securities reported by it on the cover page.				
3	SEC USE ONLY					
4	CITIZENSHIP OR	PLACE OF	ORGANIZATION			
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			SOLE VOTING POWER			
	NUMBER OF	5	-0-			
	SHARES		SHARED VOTING POWER			
	BENEFICIALLY OWNED BY	6	1,415,000			
	EACH		SOLE DISPOSITIVE POWER			
	REPORTING	7	-0-			
	PERSON WITH -		SHARED DISPOSITIVE POWER			
		8	1,415,000			
9	AGGREGATE AMOU	HENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES tructions)			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	3.6%					
	TYPE OF REPORT	'ING PERSO	N (See Instructions)			
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13G _____ CUSIP No. 18451C109 _____ _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Rajiv A. Patel _____ 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 1,415,000 Class A Shares, which is 3.6% 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. _____ SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 1,415,000 -----EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 1,415,000 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,415,000 ------CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 -----TYPE OF REPORTING PERSON (See Instructions) 12

CUSIP No. 18451C109 *** *** *** The reporting persons making this filing hold a aggregate of 1,415,000 Class A Shares, which is 3.61 of the class of securities reported by it on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. *** *** *** The reporting persons making this filing hold as aggregate of 1,415,000 Class A Shares, which is 3.61 of the class of securities. The reporting person of this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. *** *** *** *** *** *** ***				Page	23 of 33 Pages
CUSIP No. 18451C109 NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Derek C. Schrier CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting persons making this filing hold at aggregate of 1,415,000 Class A Shares, which is 3.6' 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 OWNED BY 1,415,000 EACH SOLE DISPOSITIVE POWER 8 1,415,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 1,415,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions)					13G
Derek C. Schrier CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []	===== CUSIP	No. 18451C10	9		200
Derek C. Schrier CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []		-=======	=		
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []	1				
** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6 of the class of securities. The reporting person of 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 6 OWNED BY 1,415,000 EACH SOLE DISPOSITIVE POWER 8 1,415,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 1,415,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions)		Derek (C. Schri	er ======	
** The reporting persons making this filing hold an aggregate of 1,415,000 Class A Shares, which is 3.6% 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 5 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 1,415,000 EACH SOLE DISPOSITIVE POWER 8 1,415,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 1,415,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions)	2	CHECK '	THE APPR	OPRIATE	(a) []
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1,415,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		AGGREG	ATE AMOU	NT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
10 CERTAIN SHARES (See Instructions)	9	1,415,	000		
	10				structions)

11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.6%				
	3.6% ========					
12	TYPE OF REPO	ORTING PERS	ON (See Instructions)			
12	IN					
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	18451C109					
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1	NAMES OF REE		SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Thomas F. St	eyer				
	CHECK THE A	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**			
2	**	aggrega of the this co	eporting persons making this filing hold the of 1,415,000 Class A Shares, which is 3. class of securities. The reporting person over page, however, may be deemed a beneficionly of the securities reported by it on the bage.			
3	SEC USE ONLY	 !				
	CITIZENSHIP	OR PLACE C	F ORGANIZATION			
4	United State	es.				
	NUMBER OF	5	SOLE VOTING POWER -0-			
	SHARES		SHARED VOTING POWER			
BE	CNEFICIALLY OWNED BY	6	1,415,000			
	EACH		SOLE DISPOSITIVE POWER			
REPORTING		7	-0-			
P	PERSON WITH -	8	SHARED DISPOSITIVE POWER			
		O	1,415,000			

	1,415,000			
10	CHECK IF THE A		MOUNT IN ROW (9) EXCLUDES ructions)	[]
11	PERCENT OF CLA	SS REPRESE	NTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORT	ING PERSON	(See Instructions)	
		Page 2	5 of 33 Pages	
			13G	
CUSIP No.	18451C109 			
1	NAMES OF REPOR I.R.S. IDENTIF Mark C. Wehrly	ICATION NO	NS S. OF ABOVE PERSONS (ENTIT	TIES ONLY)
2	CHECK THE APPR	The repo aggregate of the cl this cove	orting persons making the of 1,415,000 Class A Shar ass of securities. The rear page, however, may be day of the securities repose.	(a) [] (b) [X]** is filing hold and tes, which is 3.6% exporting person on the emed a beneficial
3	SEC USE ONLY			
4	CITIZENSHIP OR United States		ORGANIZATION	
1	NUMBER OF	5	SOLE VOTING POWER	
	SHARES NEFICIALLY DWNED BY	6	SHARED VOTING POWER 1,415,000	
F	EACH REPORTING	7	SOLE DISPOSITIVE POWER -0-	
PE	ERSON WITH -			

SHARED DISPOSITIVE POWER 8 1,415,000 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,415,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 3.6% TYPE OF REPORTING PERSON (See Instructions)

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This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on April 27, 2006 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

ΙN

(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 "Class A Shares"), of the Company. The CUSIP number of the Class A Shares is 18451C109.

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 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 Class A Shares held by the 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 Class A Shares held by the Funds and the Managed Accounts; and

(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.

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(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 Class A Shares held by the 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 Class A Shares held by the
 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 Class A Shares held by it.

The Farallon Funds

- (vi) Farallon Capital Partners, L.P., a California limited
 partnership ("FCP"), with respect to the Class A
 Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a
 California limited partnership ("FCIP"), with respect
 to the Class A Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a
 Delaware limited partnership ("FCIP III"), with
 respect to the Class A Shares held by it;
- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Class A Shares held by it; and

FCP, FCIP, FCIP II, FCIP III, Tinicum 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."

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The Management Company

(xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Class A 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 Class A 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 Class A 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"), 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, 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.

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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 Class A 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 Class A Shares owned by the 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 Class A Shares owned by the 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 Class A Shares owned by the Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all

such Class A 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 Class A 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 Class A 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 Class A Shares.

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

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

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.

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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.

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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: January 12, 2007

/s/ Mark C. Wehrly

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

/s/ Mark C. Wehrly

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

By Mark C. Wehrly, Attorney-in-fact

/s/ Mark C. Wehrly

FARALLON PARTNERS, L.L.C.,

On its own behalf and

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 Mark C. Wehrly,

Managing Member

/s/ Mark C. Wehrly

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly

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

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The Powers of Attorney executed by Ding and Schrier authorizing Wehrly 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 Wehrly 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 Wehrly to sign and file this Schedule 13G on each person's 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 Wehrly 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 Wehrly 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. The Powers of Attorney executed by Duhamel, Fried, Landry, Mellin, Millham and Steyer authorizing Wehrly to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13G filed with the Securities and Exchange Commission on January 13, 2006, by such Reporting Persons with respect to the Common Stock of Arbor Realty Trust, Inc., are hereby incorporated by reference.

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