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

OMB APPROVAL

OMB Number: 3235-0145 Expires: February 28, 2009 Estimated average burden hours per response....14.5

\_\_\_\_\_\_

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	RTING PERSON (See Instructions)
12	IA, PN	
		Page 2 of 33 Pages
		13G
SIP No.	18451C109 	
1		DRTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday G.P.	(U.S.), L.L.C.
2	CHECK THE APP	PROPRIATE 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.
		this cover page, however, may be deemed a benefici
 3	SEC USE ONLY	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 th cover page.
3		this cover page, however, may be deemed a benefici owner only of the securities reported by it on the
4	CITIZENSHIP O	this cover page, however, may be deemed a benefici owner only of the securities reported by it on th cover page.
4 	CITIZENSHIP O  Delaware	this cover page, however, may be deemed a benefici owner only of the securities reported by it on the cover page.  OR PLACE OF ORGANIZATION  SOLE VOTING POWER  5
4 BE	CITIZENSHIP O  Delaware  NUMBER OF  SHARES CNEFICIALLY	this cover page, however, may be deemed a benefici owner only of the securities reported by it on the cover page.  OR PLACE OF ORGANIZATION  SOLE VOTING POWER  5  -0-  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)		
		Page	3 of 33 Pages		
			13G		
CUSIP No.	18451C109 ======				
1		FICATION NO	ONS OS. OF ABOVE PERSONS (ENTITI	===== ES ONI	 .Y)
	Noonday Capita ===================================		DX IF A MEMBER OF A GROUP (S	===== ee Ins	structions)
2	**	aggregate of the chis cover owner on cover page	orting persons making this of 1,415,000 Class A Share lass of securities. The reper page, however, may be dely of the securities reported.	s, whorting emed a	ing hold an nich is 3.6% g person on a beneficial
3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE OF	ORGANIZATION		
N	UMBER OF	5	SOLE VOTING POWER		
BEN	SHARES EFICIALLY WNED BY	6	SHARED VOTING POWER  1,415,000		
	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)
12	IN		
			13G
===== STP Na	 - 18451C109		13G
===== SIP No	 o. 18451C109		13G
===== SIP No	 . 18451C109 		13G
===== SIP No =====	D. 18451C109 NAMES OF REPO	====== RTING PER	
===== SIP No ====== 	NAMES OF REPO		
	NAMES OF REPO	FICATION	======================================
	NAMES OF REPO	FICATION :	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)  BOX IF A MEMBER OF A GROUP (See Instructions)
	NAMES OF REPORT I.R.S. IDENTIFY Saurabh K. Mi	FICATION : ttal ======= ROPRIATE	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)  BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**
1	NAMES OF REPO	The reaggrega of the this co	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	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		
		Page	6 of 33 Pages
SIP No.	 18451C109		
=======			
		:=======	
1	NAMES OF REPOR		DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)
1		'ICATION NO	OS. OF ABOVE PERSONS (ENTITIES ONLY)
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
	Delaware		
			SOLE VOTING POWER
NUMBER OF		5	-0-
	SHARES		SHARED VOTING POWER
	NEFICIALLY OWNED BY	6	26,100
	EACH		SOLE DISPOSITIVE POWER
1	REPORTING	7	-0-
Pl	ERSON WITH		SHARED DISPOSITIVE POWER
		8	26,100
			·
9		IOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	26 <b>,</b> 100 =====		
10	CHECK IF THE CERTAIN SHAR		AMOUNT IN ROW (9) EXCLUDES
	=======	:=======	
11	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (9)
11	0.1%		
	TYPE OF REPC	RTING PERSO	DN (See Instructions)
12	00		
	=======		
		Page	e 7 of 33 Pages
			13G
======			150
31P No.	18451C109 ======		
	NAMES OF REP	ORTING PERS	SONS
1	I.R.S. IDENT	'IFICATION N	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	**	The rep	porting persons making this filing hold
		aggregat	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 o	n this cover page
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-	
P	ERSON WITH		SHARED DISPOSITIVE POWER	:========::
		8	284,900	
	AGGREGATE AMO	UNT BENEFIC	CIALLY OWNED BY EACH REPOR	TING PERSON
9	284,900			
10	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES	[ ]
	PERCENT OF CL	ASS REPRESE	ENTED BY AMOUNT IN ROW (9)	
11	0.7%			
12	TYPE OF REPOR	TING PERSON	(See Instructions)	
12	PN 			
		Page	8 of 33 Pages	
			13G	
	18451C109			
=====				
1	NAMES OF REPO		DNS DNS DS. OF ABOVE PERSONS (ENTI	TIES ONLY)
	Farallon Capi	tal Institu	ntional Partners, L.P.	
	CHECK THE APP	ROPRIATE BO	OX IF A MEMBER OF A GROUP	(See Instruction (a) [ ] (b) [ 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		=			
11	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPOR	TING PERSON (See Instructions)			
		Page 9 of 33 Pages			
		13G			
JSIP No	. 18451C109				
	NAMES OF REPO	RTING PERSONS			

	Farallon Capi	tal Insti	tutional Partners II, L.P.		
2	CHECK THE APF	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	J	-0-		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER		
	OWNED BY		14,800		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING	7	-0-		
	PERSON WITH		SHARED DISPOSITIVE POWER		
		8	14,800		
	AGGREGATE AMC	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)		
12	PN ===========	:=======			
		Page	10 of 33 Pages		

13G

CUSIP No. 18451C109

	NAMES OF REPOR					
1	I.R.S. IDENTIE	I.R.S. IDENTIFICATION 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 ]**			
2	**	ml-				
	^ ^		porting persons making this filing hold and $\epsilon$ 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	0	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			
10			structions)			
		-======	[ ]			
11		ASS REPRES	SENTED BY AMOUNT IN ROW (9)			
11	0.0%					
	TYPE OF REPORT	ING PERSO	DN (See Instructions)			
12						
	PN 	-======				

Page 11 of 33 Pages

13G

\_\_\_\_\_

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) [ ]	
CITIZENSHIP OR PLACE OF ORGANIZATION  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 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10 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)		**	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 o this cover page, however, is a beneficial owner onl of the securities reported by it on this cover page.		
SOLE VOTING POWER  SOLE VOTING POWER  NUMBER OF  OWNED SY  EACH  SOLE DISPOSITIVE POWER  8,500  EACH  SOLE DISPOSITIVE POWER  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  CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  10  11  0.0%  TYPE OF REPORTING PERSON (See Instructions)	3	SEC USE ONLY			
SOLE VOTING POWER  5 NUMBER OF 5 -0-  SHARES SHARED VOTING POWER  BENEFICIALLY 6 OWNED BY 8,500  EACH 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)	4	CITIZENSHIP O	======= R PLACE OF	F ORGANIZATION	
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)		New York			
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 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)			-	SOLE 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  CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  10 0.0%  TYPE OF REPORTING PERSON (See Instructions)		NUMBER OF	5	-0-	
EACH SOLE DISPOSITIVE POWER  7 REPORTING 7 PERSON WITH SHARED DISPOSITIVE POWER  8 8,500  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  9 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11 0.0%  TYPE OF REPORTING PERSON (See Instructions)		SHARES		SHARED VOTING POWER	
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  CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11 0.0%  TYPE OF REPORTING PERSON (See Instructions)			6	8 <b>,</b> 500	
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)		EACH	7	SOLE DISPOSITIVE POWER	
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)			/	-0-	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  8,500  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  0.0%  TYPE OF REPORTING PERSON (See Instructions)		PERSON WITH		SHARED DISPOSITIVE POWER	
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)			8	8,500	
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)		AGGREGATE AMO	UNT BENEF	CIALLY OWNED BY EACH REPORTING PERSON	
10 CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  0.0%  TYPE OF REPORTING PERSON (See Instructions)  12	9	8,500			
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)	
12	11			· ·	
		TYPE OF REPOR	 TING PERSO	DN (See Instructions)	
	12	PN			

Page 12 of 33 Pages

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)

			[ ]				
	PERCENT OF CL	ASS REPRESI	ENTED BY AMOUNT IN ROW (9)				
11	1.7%	1.7%					
	TYPE OF REPOR	======= IING PERSON	N (See Instructions)				
12	IA, 00						
	==========	========					
		Page 1	14 of 33 Pages				
			13G				
SIP No.	 18451C109						
:=====							
1	NAMES OF REPORE I.R.S. IDENTIF		ONS OS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Farallon Part	ners, L.L.(	c.				
	CHECK THE APP	======================================	OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**				
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						
	CITIZENSHIP O	R PLACE OF	ORGANIZATION				
4	CITIZENSHIP O	R PLACE OF	ORGANIZATION				
4			ORGANIZATION  SOLE VOTING POWER				
		R PLACE OF					
	Delaware NUMBER OF SHARES	5	SOLE VOTING POWER				
 BE	Delaware		SOLE VOTING POWER  -0-				
 BE	Delaware  NUMBER OF  SHARES CNEFICIALLY	5	SOLE VOTING POWER  -0- SHARED VOTING POWER				
BE	Delaware  NUMBER OF  SHARES NEFICIALLY OWNED BY  EACH  REPORTING	5	SOLE VOTING POWER  -0- SHARED VOTING POWER  743,200				
BE	Delaware  NUMBER OF  SHARES NEFICIALLY OWNED BY  EACH	5	SOLE VOTING POWER  -0- SHARED VOTING POWER  743,200 SOLE DISPOSITIVE POWER				

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)				
		Page 15 of 33 Pages				
		13G				
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
	1,415,000	
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES (See Instructions)
	=========	[ ] ====================================
11	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)
	3.6%	
12	TYPE OF REPO	RTING PERSON (See Instructions)
12	IN	
		Page 16 of 33 Pages
		13G
	194510100	13G
	18451C109	13G
		13G
	18451C109 NAMES OF REPO	ORTING PERSONS
	18451C109 NAMES OF REPO	
IP No.	18451C109 NAMES OF REPO	ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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 ]**
IP 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) [ ] (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
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.
1 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.
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)
12	IN		
		Page	17 of 33 Pages
======	=======		13G
	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%

cover page.

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				
	==================================						
	NUMBER OF	5	SOLE VOTING POWER				
	SHARES BENEFICIALLY	6	SHARED VOTING POWER				
	OWNED BY		1,415,000				
	EACH	7	SOLE DISPOSITIVE POWER				
	REPORTING		-0-				
	PERSON WITH -	8	SHARED DISPOSITIVE POWER	========			
			1,415,000				
9	AGGREGATE AMOU	HENEFI	CIALLY OWNED BY EACH REPORTI	NG PERSON			
	1,415,000						
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	FERCENT OF CLA						
	3.6%						
12	TYPE OF REPORT	ING PERSO	N (See Instructions)	========			
	IN						
		Page 1	19 of 33 Pages				
			13G				
======	104515100						
CUSIP N	No. 18451C109						
1	NAMES OF REPOR		ONS OS. OF ABOVE PERSONS (ENTITI	ES ONLY)			
	William F. Mel	lin =======					
	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
	EACH	SOLE DISPOSITIVE POWER 7
	REPORTING PERSON WITH	-0- SHARED DISPOSITIVE POWER
		8 1,415,000
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 20 of 33 Pages
		13G
	 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

13G

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 benefici owner only of the securities reported by it on the cover page.				
3	SEC USE ONLY					
4	CITIZENSHIP OR	PLACE OF	ORGANIZATION			
	United States					
			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)			
12	IN 					

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

			Page	23 of 33 Pages
				13G
 CUSIP 1	 No. 18451C109	= 9		
	=======	=		
1			TING PER	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Derek (	C. Schri	er ======	
2	CHECK :	THE APPR	OPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
Z	7	* *	aggrega of the this co	eporting persons making this filing hold and the of 1,415,000 Class A Shares, which is 3.6% class of securities. The reporting person on ever page, however, may be deemed a beneficial only of the securities reported by it on this page.
3	SEC USI	E ONLY		
4		States	PLACE C	F ORGANIZATION
			======	SOLE VOTING POWER
	NUMBER OF		5	-0-
	SHARES	_		SHARED VOTING POWER
	OWNED BY	Y	6	1,415,000
	EACH	=		SOLE DISPOSITIVE POWER
	REPORTING	T	7	-0-
	PERSON WIII	ERSON WITH		SHARED DISPOSITIVE POWER
			8	1,415,000
	AGGREGA	ATE AMOU	NT BENEF	TCIALLY OWNED BY EACH REPORTING PERSON
9	1,415,0	000		
10				EAMOUNT IN ROW (9) EXCLUDES  Structions)  [ ]

11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	3.6%					
12	TYPE OF REPO	ORTING PERS	ON (See Instructions)			
12	IN					
	=========					
		Page	24 of 33 Pages			
			13G			
	18451C109					
	=======					
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			
BENEFICIALLY 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 reported.	(a) [ ] (b) [ X ]**  is filing hold and the search of the
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)

Page 26 of 33 Pages

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.

Page 27 of 33 Pages

(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."

Page 28 of 33 Pages

# 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.

Page 29 of 33 Pages

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.

Page 30 of 33 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 33 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: 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

· -----

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

Page 32 of 33 Pages

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.

Page 33 of 33 Pages