



**CC Media Holdings, Inc.****CCMO.****OTC****Broadcasting**

Market Capitalization USD:

\$457.04 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: C. William Eccleshare**Age: 56****CEO Since: 2012**

	2009	2010	2011
Base Salary	\$314,421	\$1,006,907	\$1,000,000
Discretionary Bonus	\$0	\$0	\$500,000
Annual Cash Incentive	\$139,635	\$0	\$0
Benefits and Perquisites	\$107,491	\$1,419,058	\$278,129
TOTAL ANNUAL COMPENSATION	\$561,547	\$2,425,965	\$1,778,129
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$2,653,784	\$0
Stock Awards	\$0	\$5,970,000	\$0
TOTAL COMPENSATION	\$561,547	\$11,049,749	\$1,778,129
Median of Other Named Executive Officers Total Compensation	\$1,316,939	\$3,118,038	\$2,736,527
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$167,783	\$987,222	\$968,226
TOTAL REALIZED EQUITY COMPENSATION	\$167,783	\$987,222	\$968,226

Proxy Date: 9 Apr 2012

Annual Meeting Date: 18 May 2012

Equity Reserves: 11.92%

Stock Option Run Rate: 3.55%

CC Media Holdings, Inc.

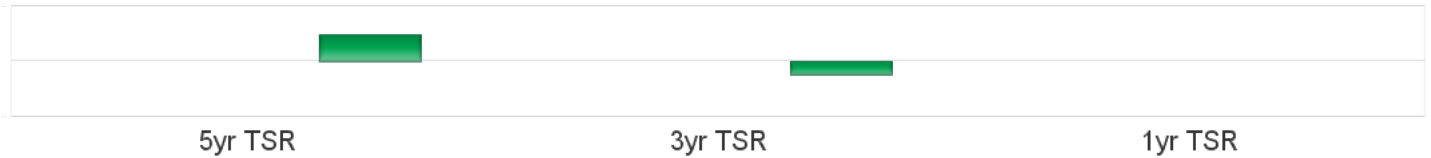
CCMO. OTC

Broadcasting

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Performance Comparison

■ S&P500 ■ Industry ■ CCMO.PK



Peer Comparisons (TRBC) =Broadcasting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CCMO.	CC Media Holdings, Inc.	\$561,547	\$11,049,749	\$1,778,129	\$457,040,391
TIVO	TiVo Inc.	\$5,933,728	\$8,418,515		\$1,126,617,857
SBGI	Sinclair Broadcast Group, Inc.	\$1,000,000	\$3,608,000		\$580,357,588
CRWN	Crown Media Holdings, Inc.	\$910,934	\$1,166,601		\$514,336,588
BLC	Belo Corp.	\$803,000	\$3,618,208	\$2,736,174	\$456,800,019
CMLS	Cumulus Media Inc.	\$1,956,099	\$2,905,864	\$19,889,797	\$376,356,842
ETM	Entercom Communications Corp.	\$2,037,292	\$9,116,968	\$2,317,107	\$200,860,395

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

NA

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John P. Connaughton	Chairman	46	Male	5	Outside Related
Blair E. Hendrix	Member	47	Male	4	Outside Related
Charles A. Brizius	Member	43	Male	5	Outside Related
David C. Abrams	Member	51	Male	4	Outside
Jonathan Jacobson	Member	50	Male	4	Outside Related
Richard J. Bressler	Member	54	Male	5	Outside Related

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