



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE CLEAR CHANNEL OUTDOOR ) CONSOLIDATED  
HOLDINGS, INC. DERIVATIVE )  
LITIGATION ) C.A. No. 7315-CS

**AFFIDAVIT OF CHRISTOPHER M. TEMPLE**

Christopher M. Temple, being duly sworn, deposes and says:

1. I am competent to make this Affidavit and have personal knowledge of the statements made herein. I am the Chairman of the Special Litigation Committee ("SLC") of the Board of Directors (the "Board") of Nominal Defendant Clear Channel Outdoor Holdings, Inc. ("Outdoor") and submit this Affidavit in support of the Stipulation of Settlement being contemporaneously filed in this derivative action.

2. As set forth in the Stipulation of Settlement, the SLC, with the assistance of Counsel for the SLC, has engaged in an intensive investigation and evaluation of the derivative claims asserted in this derivative action, as well as additional possible claims relating to the subject matter of this derivative action identified by the SLC.

3. Attached as Exhibit A hereto is a true and correct copy of the summary of the SLC's relevant factual determinations based upon the SLC's investigation, evaluation, and analysis of matters raised by the claims and allegations asserted in the Verified Stockholder Derivative Complaint, which summary has been approved by the SLC.

  
\_\_\_\_\_  
Christopher M. Temple

Dated: July 3, 2013 in Dallas, Texas

Sworn to before me on this 3<sup>rd</sup> day of July, 2013

  
\_\_\_\_\_  
Notary Public

