

PRIMUS TELECOMMUNICATIONS GROUP INC

Form SC 13G/A

February 14, 2013

SECURITIES AND
EXCHANGE
COMMISSION
Washington, D.C.
20549

SCHEDULE 13G/A*
(Rule 13d-102)

INFORMATION TO
BE INCLUDED IN
STATEMENTS
FILED PURSUANT
TO RULES
13d-1(b), (c) AND
(d) AND
AMENDMENTS
THERE TO FILED
PURSUANT TO
13d-2(b)

(Amendment No. 2)

Primus
Telecommunications
Group
(Name of Issuer)

Common Stock, par
value \$0.01 per share
(Title of Class of
Securities)

741929301
(CUSIP Number)

December 31, 2012
(Date of event which
requires filing of this
statement)

Check the
appropriate box to
designate the rule
pursuant to which
this Schedule 13G is
filed:

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

(Page 1 of 21 Pages)

*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).

	NAMES OF REPORTING PERSONS
1	THE RAPTOR EVOLUTION FUND L.P. CHECK THE APPROPRIATE
2	BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	0 SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	585,712 SOLE DISPOSITIVE POWER
7	0 SHARED DISPOSITIVE POWER
8	585,712
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 4.21%
TYPE OF
REPORTING
PERSON

PN

		NAMES OF REPORTING PERSONS
1		THE RAPTOR EVOLUTION FUND OFFSHORE L.P. CHECK THE
		APPROPRIATE
2		BOX IF A MEMBER (b) x
		OF A GROUP
3		SEC USE ONLY CITIZENSHIP OR
4		PLACE OF ORGANIZATION
		Cayman Islands
		SOLE VOTING
5		POWER
		0
		SHARED VOTING
6		POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		206,925
		SOLE DISPOSITIVE
7		POWER
		0
		SHARED DISPOSITIVE
8		POWER
		206,925
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 1.49%
TYPE OF
REPORTING
PERSON

PN

	NAMES OF REPORTING PERSONS
1	RAPTOR EVOLUTION FUND GP LLC CHECK THE APPROPRIATE
2	BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	0 SHARED VOTING POWER
6	792,637 SOLE DISPOSITIVE POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	0 SHARED DISPOSITIVE POWER
8	792,637
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.70%
TYPE OF
REPORTING
PERSON

OO

1 NAMES OF REPORTING PERSONS

2 RAPTOR CAPITAL MANAGEMENT LP

3 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP**

4 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

6 0 SHARED VOTING POWER

7 881,892 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 0 SHARED DISPOSITIVE POWER

9 881,892 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 ..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 6.34%
TYPE OF
REPORTING
PERSON

PN

	NAMES OF REPORTING PERSONS
1	RAPTOR CAPITAL MANAGEMENT GP LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP**
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	0 SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	881,892 SOLE DISPOSITIVE POWER
7	
	0 SHARED DISPOSITIVE POWER
8	
	881,892
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 6.34%
TYPE OF
REPORTING
PERSON

OO

1	NAMES OF REPORTING PERSONS
2	RAPTOR GROUP HOLDINGS LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP**
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	881,892 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	881,892 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 6.34%
TYPE OF
REPORTING
PERSON

PN, HC

1	NAMES OF REPORTING PERSONS
2	RAPTOR HOLDCO GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP**
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	881,892 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	881,892 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 6.34%
TYPE OF
REPORTING
PERSON

OO

	NAMES OF REPORTING PERSONS
1	RAPTOR CAPITAL MANAGEMENT, INC.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP**
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	0 SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	881,892 SOLE DISPOSITIVE POWER
7	
	0 SHARED DISPOSITIVE POWER
8	
	881,892
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	6.34% TYPE OF REPORTING PERSON CO

1	NAMES OF REPORTING PERSONS
2	JAMES J. PALLOTTA CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP**
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States of America
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	881,892 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	881,892 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 6.34%
TYPE OF
REPORTING
PERSON

IN

The Amendment No. 1 to the Schedule 13G filed on February 14, 2012, which amended the Schedule 13 G filed on July 7, 2010 is hereby amended and restated by this Amendment No. 2 to the Schedule 13G.

Item 1(a). NAME OF ISSUER:

The name of the issuer is Primus Telecommunications Group (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive office is located at 7901 JONES BRANCH DRIVE, SUITE 900 MCLEAN, VA 22102.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

(i) The Raptor Evolution Fund L.P., a Delaware Limited Partnership (the "Partnership") with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(ii) The Raptor Evolution Fund Offshore L.P., a Cayman Islands Exempted Limited Partnership (the "Master Fund"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(iii) Raptor Evolution Fund GP LLC, a Delaware limited liability company (the "Fund General Partner"), which serves as the general partner of the Partnership and the Master Fund, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership and the Master Fund;

(iv) Raptor Capital Management LP, a Delaware limited partnership (the "Manager"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership, the Master Fund and shares of Common Stock which are held for the benefit of a third party in a separately managed account;

(v) Raptor Capital Management GP LLC, a Delaware limited liability company (the "General Partner"), which serves as the general partner of the Manager, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership, the Master Fund and shares of Common Stock which are held for the benefit of a third party in a separately managed account;

(vi) Raptor Group Holdings LP, a Delaware limited partnership ("Group Holdings"), which serves as the managing member of the General Partner of the Manager, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership, the Master Fund and shares of Common Stock which are held for the benefit of a third party in a separately managed account;

(vii) Raptor Holdco GP LLC, a Delaware limited liability company ("Holdco"), which serves as the general partner of Group Holdings, the managing member of the General Partner of the Manager, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership, the Master Fund and shares of Common Stock which are held for the benefit of a third party in a separately managed account;

(viii) Raptor Capital Management, Inc., a Delaware corporation ("RCM, Inc."), which serves as the managing member of Holdco, the general partner of Group Holdings, the managing member of the General Partner of the Manager with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership, the Master Fund and shares of Common Stock which are held for the benefit of a third party in a separately managed account; and

(ix) Mr. James J. Pallotta ("Mr. Pallotta"), who serves as the sole shareholder of RCM, Inc., the managing member of Holdco, the general partner of Group Holdings, the managing member of the General Partner of the Manager with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by the Partnership, the Master Fund and shares of Common Stock which are held for the benefit of a third party in a separately managed account.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office of each of the Partnership, the Fund General Partner, the Manager, the General Partner, Group Holdings, Holdco, RCM, Inc. and Mr. Pallotta is 280 Congress Street, 12th Floor, Boston, MA 02210. The address of the principal business office of the Master Fund is Citco Fund Services (Curaçao) N.V., P.O. Box 4774, Kaya Flamboyan 9, Curaçao, Netherlands Antilles.

Item 2(c). CITIZENSHIP:

See Item 2(a) above.

Item 2a). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share (the "Common Stock").

Item 2b). CUSIP NUMBER:

741929301

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Not applicable.

Item 4. **OWNERSHIP.**

A. The Raptor Evolution Fund L.P.

- (a) Amount beneficially owned: 585,712
Percent of class: 4.21%. The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon the 13,899,543
- (b) shares of Common Stock issued and outstanding as reflected in the Company's Form 10-Q filed with the SEC on November 9, 2012.
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 585,712
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 585,712

B. The Raptor Evolution Fund Offshore L.P.

- (a) Amount beneficially owned: 206,925
- (b) Percent of class: 1.49%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 206,925
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 206,925

C. Raptor Evolution Fund GP LLC

- (a) Amount beneficially owned: 792,637
- (b) Percent of class: 5.70%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 792,637
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 792,637

D. Raptor Capital Management LP

- (a) Amount beneficially owned: 881,892
- (b) Percent of class: 6.34%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 881,892
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 881,892

E. Raptor Capital Management GP LLC

- (a) Amount beneficially owned: 881,892
- (b) Percent of class: 6.34%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 881,892

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 881,892

F. Raptor Group Holdings LP

- (a) Amount beneficially owned: 881,892
- (b) Percent of class: 6.34%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 881,892
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 881,892

G. Raptor Holdco GP LLC

- (a) Amount beneficially owned: 881,892
- (b) Percent of class: 6.34%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 881,892
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 881,892

H. Raptor Capital Management, Inc.

- (a) Amount beneficially owned: 881,892
- (b) Percent of class: 6.34%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 881,892
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 881,892

I. Mr. James J. Pallotta.

- (a) Amount beneficially owned: 881,892
- (b) Percent of class: 6.34%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 881,892
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 881,892

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 beneficial owner of more than five percent of the class of securities, check the following: .

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.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 2.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its 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.

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: February 14, 2013

THE RAPTOR
EVOLUTION FUND
L.P.

By: Raptor
Evolution
Fund GP
LLC, its
general
partner;
Raptor

By: Holdco GP
LLC, its
managing
member;
Raptor

By: Capital
Management,
Inc., its
managing
member;

By: James J.
Pallotta, its
Chairman of
the
Board of
Directors,
President and
Managing
Director

/s/ Daniel P. Hart
Daniel P. Hart, Attorney
in Fact for
James J. Pallotta

THE RAPTOR
EVOLUTION FUND
OFFSHORE L.P.

By: Raptor
Evolution
Fund GP
LLC, its
general
partner;
Raptor
Holdco GP
LLC, its
managing
member;
Raptor
Capital
Management,
Inc., its
managing
member;
James J.
Pallotta, its
Chairman of
the
Board of
Directors,
President and
Managing
Director

/s/ Daniel P. Hart
Daniel P. Hart, Attorney
in Fact for
James J. Pallotta

RAPTOR EVOLUTION
FUND GP LLC

By: Raptor
Holdco GP
LLC, its
managing
member;
By: Raptor
Capital
Management,
Inc., its
managing
member;
By: James J.
Pallotta, its
Chairman of
the
Board of
Directors,
President and
Managing
Director

/s/ Daniel P. Hart
Daniel P. Hart, Attorney
in Fact for
James J. Pallotta

RAPTOR CAPITAL
MANAGEMENT LP

By: Raptor
Capital
Management
GP LLC, its
general
partner;
By: Raptor Group
Holdings LP,
its managing
member;
By: Raptor
Holdco GP
LLC, its
general

By: partner;
Raptor
Capital
Management,
Inc., its
managing
member;
James J.
Pallotta, its
Chairman of
the
Board of
Directors,
President and
Managing
Director

/s/ Daniel P. Hart
Daniel P. Hart, Attorney in
Fact for
James J. Pallotta

RAPTOR CAPITAL MANAGEMENT GP LLC

By: Raptor Group Holdings LP, its managing
member;
By: Raptor Holdco GP LLC, its general partner;
By: Raptor Capital Management, Inc., its
managing member;
By: James J. Pallotta, its Chairman of the
Board of Directors, President and Managing
Director

/s/ Daniel P. Hart
Daniel P. Hart,
Attorney in Fact
for
James J. Pallotta

RAPTOR GROUP
HOLDINGS LP

By: Raptor
Holdco GP
LLC, its
general
partner;
Raptor
Capital
Management,
Inc., its
managing
member;
James J.
Pallotta, its
Chairman of
the
Board of
Directors,
President and
Managing
Director

/s/ Daniel P.
Hart
Daniel P. Hart,
Attorney in Fact for
James J. Pallotta

RAPTOR HOLDCO
GP LLC

By: Raptor
Capital
Management,
Inc., its
managing
member;
James J.
Pallotta, its
Chairman of
the
Board of
Directors,
President and

Managing
Director

/s/ Daniel P.
Hart
Daniel P. Hart,
Attorney in Fact for
James J. Pallotta

RAPTOR CAPITAL
MANAGEMENT, INC.

By: James J.
Pallotta,
its
Chairman
of the
Board of
Directors,
President
and
Managing
Director

/s/ Daniel P. Hart
Daniel P. Hart, Attorney
in Fact for
James J. Pallotta

JAMES J.
PALLOTTA

/s/ Daniel P. Hart
Daniel P. Hart,
Attorney in Fact
for
James J. Pallotta

CUSIP No. 741929301 13G/APage 20 of 21 Pages
EXHIBIT 1

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Daniel P. Hart and Robert Needham, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and
(1) Exchange Commission (the "SEC") electronic filings with the SEC of reports required by Section 13(d) and Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

execute for and on behalf of the undersigned, in the undersigned's individual capacity and as Chairman of the
(2) Board of Directors, President and Managing Director of Raptor Capital Management, Inc., Schedules 13D, 13G, Forms 3, 4, and 5 in accordance with Section 13(d) and Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to
(3) complete and execute any such Schedules 13D, 13G, Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC; and

take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such
attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being
(4) understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of February, 2013.

/s/ James J. Pallotta
James J. Pallotta,
individually and as
the
Chairman of the
Board of
Directors, President
and
Managing Director
of Raptor
Capital
Management, Inc.