
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 2)

(Rule 13d-101)
Under the Securities Exchange Act of 1934

PharmAthene, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

71714G102
(CUSIP NUMBER)

Phil Frohlich
1924 South Utica, Suite #1120
Tulsa, Oklahoma 74104-6429
(918) 747-3412
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

- with copies to -
Eliot D. Raffkind
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201-4618
(214) 969-2800

November 6, 2013
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box .

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, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Oklahoma	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,244,835
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 5,244,835
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,244,835	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.0%	
14	TYPE OF REPORTING PERSON* IA	

* SEE INSTRUCTIONS BEFORE FILLING OUT

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	PRESCOTT GROUP AGGRESSIVE SMALL CAP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Oklahoma	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,244,835
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,244,835
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,244,835	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.0%	
14	TYPE OF REPORTING PERSON* PN	

* SEE INSTRUCTIONS BEFORE FILLING OUT

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	PRESCOTT GROUP AGGRESSIVE SMALL CAP II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Oklahoma	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,244,835
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,244,835
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,244,835	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.0%	
14	TYPE OF REPORTING PERSON* PN	

* SEE INSTRUCTIONS BEFORE FILLING OUT

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	PHIL FROHLICH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S. CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,244,835
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 5,244,835
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,244,835	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.0%	
14	TYPE OF REPORTING PERSON* IN	

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D/A

This Amendment No. 2 (this "Amendment") to the Schedule 13D (the "Schedule 13D") is being filed on behalf of Prescott Group Capital Management, L.L.C., an Oklahoma limited liability company ("Prescott Capital"), Prescott Group Aggressive Small Cap, L.P., an Oklahoma limited partnership ("Prescott Small Cap"), Prescott Group Aggressive Small Cap II, L.P., an Oklahoma limited partnership ("Prescott Small Cap II" and, together with Prescott Small Cap, the "Small Cap Funds"), and Mr. Phil Frohlich, the principal of Prescott Capital, relating to shares of common stock of PharmAthene, Inc., a Delaware corporation (the "Issuer").

This Amendment relates to shares of Common Stock, par value \$0.0001 per share, of the Issuer (the "Common Stock") purchased by the Small Cap Funds through the account of Prescott Group Aggressive Small Cap Master Fund, G.P., an Oklahoma general partnership ("Prescott Master Fund"), of which the Small Cap Funds are the general partners. Prescott Capital serves as the general partner of the Small Cap Funds and may direct the Small Cap Funds, the general partners of Prescott Master Fund, to direct the vote and disposition of the 5,244,835 shares of Common Stock held by the Prescott Master Fund. As the principal of Prescott Capital, Mr. Frohlich may direct the vote and disposition of the 5,244,835 shares of Common Stock held by Prescott Master Fund.

The Amendment amends and restates in its entirety the Schedule 13D as set forth below.

Item 1. Security and Issuer

Securities acquired: Shares of Common Stock, par value \$0.0001 per share (the "Common Stock").

Issuer: PharmAthene, Inc.
One Park Place
Suite 450
Annapolis, Maryland 21401

Item 2. Identity and Background

(a) This Amendment is jointly filed by Prescott Capital, Prescott Small Cap, Prescott Small Cap II and Phil Frohlich. Because Phil Frohlich is the managing member of Prescott Capital, which is the general partner of the Small Cap Funds (with Phil Frohlich and Prescott Capital hereinafter referred to as the "Controlling Persons"), the Controlling Persons may be deemed, pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), to be the beneficial owners of all of the shares of Common Stock held by the Small Cap Funds. The Reporting Persons (as hereinafter defined) are filing this Amendment jointly, as they may be considered a "group" under Section 13(d)(3) of the Act. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

(b) The principal place of business for each of the Reporting Persons is 1924 South Utica, Suite #1120, Tulsa, Oklahoma, 74104.

(c) The principal occupation of Phil Frohlich is serving as the managing member of Prescott Capital. The principal business of Prescott Capital is acting as the general partner of the Small Cap Funds. The principal business of the Small Cap Funds is investing in securities.

(d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Prescott Capital and the Small Cap Funds are organized under the laws of the State of Oklahoma. Mr. Frohlich is a citizen of the United States of America.

Item 3. Source and Amount of Funds

As of November 13, 2013, the Small Cap Funds had invested \$9,477,260 (inclusive of brokerage commissions) in shares of Common Stock of the Issuer. The source of these funds was the working capital of the Small Cap Funds.

Item 4. Purpose of the Transaction

The Small Cap Funds (together with Phil Frohlich and Prescott Capital, the "Reporting Persons") purchased the Common Stock based on the belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. Although the Reporting Persons have no specific plan or proposal to acquire or dispose of the Common Stock, consistent with their investment purpose, the Reporting Persons at any time and from time to time may acquire additional Common Stock or dispose of any or all of their Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations.

The purpose of the acquisition of the Common Stock was for investment, and the acquisitions of the Common Stock were made in the ordinary course of business and were not made for the purpose of acquiring control of the Issuer or in relation to a contested solicitation for the election of directors of the Issuer.

Also, consistent with the investment purpose, the Reporting Persons may engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer and/or one or more representatives or regulators of the Issuer regarding the Issuer, including, but not limited to, its operations. The Reporting Persons may discuss ideas that, if effected, may result in any of the following: the acquisition by persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer and/or changes in the board of directors or management of the Issuer.

On October 10, 2013, the Reporting Persons filed an amendment to the Schedule 13D disclosing their intent to: (1) seek additional disclosures related to the Theraclone Sciences Inc. (“Theraclone”) merger transaction and (2) formally exercise their right under the Issuer’s Bylaws to call a special meeting of the Issuer’s shareholders.

On October 25, 2013, the Issuer filed an amendment to its Form S-4 Registration Statement. The amended S-4 disclosed that an ownership change under section 382 of the United States Internal Revenue Code of 1986, as amended (the “Code”), is expected as a result of the merger which the Reporting Persons expect will materially limit the value of this significant tax asset. The Reporting Persons further believe that disclosures contained in the Issuer’s amended S-4 related to its SIGA litigation value continue to be wholly inadequate for shareholders to make an informed decision.

On October 30, 2013, the Issuer’s amended S-4 was declared effective, with a scheduled date for the Issuer’s merger related special meeting of stockholders to be held on December 3, 2013. The Issuer has taken the position that the Reporting Person’s agenda items for a separate special meeting requested by the Reporting Persons should be governed by Rule 14a-8 of the Securities Exchange Act of 1934, as amended, with the resulting effect that it would be impractical to hold the Reporting Person’s previously requested meeting before the merger vote.

Accordingly, the Reporting Persons have decided to rescind their request for a special meeting of stockholders as detailed in their letter dated October 8, 2013. Alternatively, the Reporting Persons are requesting that the Issuer hold a special meeting on November 29, 2013 at 10:00 am at the Issuer’s headquarters, open to all Issuer’s shareholders physically as well as via internet webcast, to discuss in detail the topics described below:

(1) The valuation analysis performed by Leerink Swann as part of its fairness opinion. Specifically, the sum-of-the-parts valuation of PharmAthene with particular focus on the SIGA litigation value.

(2) The Issuer’s calculations with respect to a “change of ownership” as defined in section 382 of the Code for the periods prior to and pro forma for the proposed Theraclone merger transaction.

(3) The analysis completed by the Issuer’s Board of Directors and its advisors with respect to the ability of Theraclone shareholders to immediately sell a material portion of their PharmAthene shares acquired in the proposed merger transaction.

(4) The analysis completed by the Issuer’s Board of Directors and its advisors to determine the non-binding indication of interest for the outright purchase of PharmAthene received on June 10, 2013 (including any revisions) was “inadequate in significant respects” as disclosed in the Issuer’s amended S-4 filing.

To this end, the Reporting Persons sent the letter attached hereto as Exhibit 99.2 to the Issuer on November 10, 2013.

In addition, on November 6, 2013, the Reporting Persons sent a books and records request pursuant to Section 220 of the General Corporation Law of the State of Delaware to the Issuer requesting, among other items, all information in the Issuer's possession relating to the names of the beneficial owners of Issuer's common stock. Such request is attached hereto as Exhibit 99.3. The Reporting Persons intend to use such information in connection with Reporting Person's contemplated "Vote No" campaign with respect to corporate actions designed to facilitate the merger between Issuer and Theraclone.

Except to the extent the foregoing may be deemed a plan or proposal, the Reporting Persons have no plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of the Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 52,310,913 shares outstanding, which is the total number of shares of Common Stock outstanding as of November 1, 2013 pursuant to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 7, 2013.

As of November 13, 2013, the Small Cap Funds beneficially owned 5,244,835 shares of Common Stock, representing approximately 10.0% of the issued and outstanding Common Stock of the Issuer.

Prescott Capital, as the general partner, of the Small Cap Funds may also be deemed to beneficially own the 5,244,835 shares of Common Stock held by the Small Cap Funds, representing approximately 10.0% of the issued and outstanding Common Stock of the Issuer.

In addition, Phil Frohlich, as managing member of Prescott Capital, the general partner of the Small Cap Funds, may also be deemed to beneficially own the 5,244,835 shares of Common Stock beneficially owned by the Small Cap Funds, representing approximately 10.0% of the issued and outstanding Common Stock of the Issuer.

Prescott Capital and Mr. Frohlich disclaim beneficial ownership of the shares of Common Stock held by the Small Cap Funds except to the extent of their pecuniary interest therein.

(b) By virtue of his position with Prescott Capital and the Small Cap Funds, Phil Frohlich has the sole power to vote and dispose of the shares of Common Stock owned by the Small Cap Funds reported in this Amendment.

The filing of this Amendment on Schedule 13D shall not be construed as admission that Prescott Capital or Mr. Frohlich is for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the 5,244,835 shares of Common Stock owned by the Small Cap Funds. Pursuant to Rule 13d-4, Prescott Capital and Mr. Frohlich disclaim all such beneficial ownership.

(c) There have been no transactions in the Issuer's Common Stock since the most recent filing of Schedule 13D.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses to Item 4 are incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits

Exhibit 99.2 Letter to the Issuer from the Reporting Persons dated November 10, 2013.

Exhibit 99.3 Letter to the Issuer from the Reporting Persons dated November 6, 2013.

Signatures

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2013

Prescott Group Capital Management, L.L.C.

By: /s/ Phil Frohlich
Phil Frohlich, Managing Member

Prescott Group Aggressive Small Cap, L.P.

By: Prescott Group Capital Management, L.L.C., its general partner

By: /s/ Phil Frohlich
Phil Frohlich, Managing Member

Prescott Group Aggressive Small Cap II, L.P.

By: Prescott Group Capital Management, L.L.C., its general partner

By: /s/ Phil Frohlich
Phil Frohlich, Managing Member

Phil Frohlich

By: /s/ Phil Frohlich
Phil Frohlich



Prescott Group Capital Management, L.L.C.

1924 South Utica Avenue, Suite 1120
Tulsa, Oklahoma 74104
(918) 747-3412

November 10, 2013

PharmAthene, Inc.
One Park Place Suite #450
Annapolis, MD 21401
(410) 269-2600
Fax: (410) 269-2601
Attn: Jordan Karp

Dear Mr. Karp:

Given that the special meeting of stockholders will be held on December 3, 2013 and that PharmAthene, Inc. ("the Company") has taken the position that Prescott Group Capital Management's ("Prescott") proposed resolutions should be governed by Rule 14a-8 of the Securities Exchange Act of 1934, with the resulting effect that it is not practical to hold our previously requested meeting before the merger vote, Prescott has decided to rescind its request for a special meeting of stockholders as detailed in our letter dated October 8, 2013. Alternatively, Prescott is requesting that the Company hold a special meeting on November 29, 2013 at 10:00 am at the Company's headquarters, open to all PharmAthene shareholders physically as well as via internet webcast, to discuss in detail the topics described below:

(1) Discuss the detailed valuation analysis performed by Leerink Swann as part of its fairness opinion. Specifically, discuss the sum-of-the-parts valuation of PharmAthene including all material assumptions and valuations utilized for each of the Company's "parts", with particular focus on the SIGA litigation value, which sum to \$89 million in aggregate.

(2) Discuss and disclose, as of the record date for the December 3, 2013 special meeting of stockholders, the company's calculation with respect to a "change of ownership" as defined in section 382 of the internal revenue code in a format consistent with requirements under Treas. Reg. § 1.382-2T(a)(2)(ii) and Treas. Reg. § 1.382-11. In addition, discuss the Company's pro forma calculation with respect to this section 382 "change of ownership" assuming the Theraclone merger transaction is completed as described in the Company's amended S-4 filing in a format consistent with requirements under Treas. Reg. § 1.382-2T(a)(2)(ii) and Treas. Reg. § 1.382-11.

(3) Discuss in detail the analysis completed by the Company's Board of Directors and its advisors with respect to the ability of Theraclone shareholders to immediately sell a material portion of their PharmAthene shares acquired in the proposed merger transaction.

(4) Discuss in detail the analysis completed by the Company's Board of Directors and its advisors to determine the non-binding indication of interest for the outright purchase of PharmAthene received on June 10, 2013 (including any revisions) was "inadequate in significant respects."

The reason for conducting the business at the proposed meeting as set forth in items (1) through (4) above is because the undersigned believe that shareholders cannot make an informed decision with respect to each of the proposals to be voted on at the December 3, 2013 special meeting of stockholders without fully understanding the imperative issues outlined in items (1) through (4) above.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of the day and year first above written.

Prescott Group Aggressive Small Cap Master Fund, G.P.

By: Prescott Group Aggressive
Small Cap, L.P., General
Partner

By: Prescott Group Capital
Management, L.L.C., General
Partner

By: _____

Name:

Title:

Prescott Group Aggressive Small Cap Master Fund, G.P.

By: Prescott Group Aggressive
Small Cap II, L.P., General
Partner

By: Prescott Group Capital
Management, L.L.C., General
Partner

By: _____

Name:

Title:

Prescott Group Aggressive Small Cap Master Fund, G.P.

1924 South Utica Avenue, Suite 1120
Tulsa, Oklahoma 74104
(918) 747-3412

November 6, 2013

PharmAthene, Inc.
One Park Place Suite #450
Annapolis, MD 21401
Telephone: (410) 269-2600
Fax: (410) 269-2601
Attn: Jordan P. Karp

Re: Inspection of Stocklist Materials

Gentlemen:

Prescott Group Aggressive Small Cap Master Fund, G.P. ("Prescott Group") is the beneficial holder of 5,244,835 shares of common stock (the "Common Stock") of PharmAthene, Inc. (the "Corporation"). Attached hereto as Exhibit A are true and correct redacted copies of brokerage statements evidencing the beneficial ownership of such stock.

As a common stockholder of the Corporation, Prescott Group hereby demands, pursuant to Section 220 of the General Corporation Law of the State of Delaware and the common law of the State of Delaware, the right to inspect, no later than November 14, 2013, during normal business hours, the following documents and records of the Corporation, and to make copies or abstracts therefrom:

(a) A complete record or list of the Corporation's common stockholders, certified by the Corporation or its transfer agent, showing the names and addresses of each stockholder and the number of shares of stock registered in the name of each such stockholder as of the most recent date available, as well as the names, addresses and share amounts held by participants in any corporation dividend reinvestment plan, employee plan, and/or any similar plan as of the most recent date available;

(b) A magnetic computer tape or cartridge or other electronic medium containing the lists of the holders of Common Stock requested herein as of the most recent date available, showing the names, addresses and number of shares held by each stockholder, such computer processing data as is necessary for Prescott Group to make use of such magnetic computer tape or cartridge or other electronic medium, and a printout of such magnetic computer tape or cartridge or other electronic medium for verification purposes;

(c) All daily transfer sheets showing changes in the names, addresses and number of shares owned of the Corporation's common stockholders which are in or come into the possession of the Corporation or its transfer agent, or which can reasonably be obtained from brokers, dealers, banks, clearing agencies or voting trustees or their nominees, from the date of the stockholder lists referred to herein to the conclusion of the December 2013 special meeting of stockholders of the Corporation (together with any adjournment, postponement or continuation thereof, the "Special Meeting");

(d) All information in the Corporation's, its transfer agent's or its proxy solicitor's or any of their agents' possession, or which can reasonably be obtained from nominees of any central certificate depository systems or their nominees, brokers, dealers, banks, respondent banks, clearing agencies, voting trusts and their nominees or other nominees, concerning the number, identity of, and shares held by the actual beneficial owners of Common Stock as of the most recent date available and as of the close of business of each Friday thereafter until the Special Meeting including an alphabetical breakdown of any holdings in the respective names of Cede & Co. and other similar depositories or nominees as well as any material request list provided by Broadridge Financial Solutions, Inc. or Mediant Communications LLC and any omnibus proxies issued by such entities. If such information is not in the Corporation's possession, custody or control, such information should be requested from Broadridge Financial Solutions, Inc. or Mediant Communications LLC;

(e) All information in or which comes into the Corporation's possession or control, or which can reasonably be obtained from brokers, dealers, banks, clearing agencies, voting trustees or other nominees relating to the names of the beneficial owners of Common Stock ("NOBO's") pursuant to Rule 14b-1(c) or Rule 14b-2(c) under the Securities Exchange Act of 1934, as amended, in the format of a printout in descending order balance and magnetic computer tape or cartridge or other electronic medium (together with such computer processing data as is necessary for the Icahn Parties to make use of such magnetic computer tape or cartridge or other electronic medium) and a printout of such magnetic computer tape or cartridge or other electronic medium for verification purposes. If such information is not in the Corporation's possession, custody or control, such information should be requested from Broadridge Financial Solutions, Inc. or Mediant Communications LLC;

(f) A list as of the most recent date available of common stockholders of the Corporation who are participants in any Corporation employee stock ownership, stock purchase, stock option, retirement, restricted stock, incentive, profit sharing, dividend reinvestment or any similar plan in which voting of Common Stock under the plan is controlled, directly or indirectly, individually or collectively, by such plan's participants, showing (i) the name and address of each such participant, (ii) the number of shares of Common Stock attributable to each such participant in any such plan, and (iii) the method by which Prescott Group or its agents may communicate with each such participant, as well as the name, firm and phone number of the trustee or administrator of such plan, and a detailed explanation of the voting treatment not only of shares for which the trustee or administrator receives instructions from participants, but also shares for which either they do not receive instructions or shares which are outstanding in the plan but are unallocated to any participant;

(g) A list of all holders of Common Stock and respondent banks (and their email addresses) who have elected to receive electronic copies of proxy materials with respect to meetings of stockholders of the Corporation pursuant to Rule 14(a)- 16(j)(2) of the Exchange Act as of the most recent date available;

(h) A stop list or stop lists relating to any shares of Common Stock and any additions or deletions from the date of the list referred to in paragraph (a) above;

(i) A list of all stockholders owning 1,000 or more shares of Common Stock arranged in descending order as of the most recent date available;

(j) All omnibus proxies and related respondent bank proxies and listings issued pursuant to Rule 14b-2 under the Securities Exchange Act of 1934, as amended, which are now or hereafter in the Corporation's possession or control, or which can reasonable be obtained by the Corporation;

(k) A correct and complete copy of the Corporation's bylaws, and any and all changes of any sort to the bylaws hereafter made through the Special Meeting, including without limitation, any amendment to existing bylaws, any adoption of new bylaws or deletions of existing bylaws, and any rules and regulations of the Corporation regarding the nomination and election of directors, stockholder proposals and conduct of the Annual Meeting; and

(1) The information and records specified in the foregoing paragraphs should also be provided for the record date for the Special Meeting, and any other record date set by the Corporation's board of directors, by operation of law or otherwise for the Annual Meeting.

The undersigned further demands that modifications, additions or deletions to any and all information referred to in paragraphs (a) through (1) above be immediately furnished to the undersigned as such modifications, additions or deletions become available to the Corporation or its agents or representatives.

The undersigned will bear the reasonable costs incurred by the Corporation in connection with the production of the above information.

The purpose of this demand is to enable the undersigned to communicate with other stockholders of the Corporation concerning solicitation of proxies from such stockholders to vote their shares at the Special Meeting.

Please advise the undersigned, at (918) 747-3412 as promptly as practicable when and where the items demanded above will be made available to the undersigned. Please also advise the undersigned immediately whether you voluntarily will supply the requested information.

Prescott Group Aggressive Small Cap Master Fund, G.P.

By: Prescott Group Aggressive
Small Cap, L.P., General
Partner

By: Prescott Group Capital
Management, L.L.C., General
Partner

By: _____
Name:
Title:

Prescott Group Aggressive Small Cap Master Fund, G.P.

By: Prescott Group Aggressive
Small Cap II, L.P., General
Partner

By: Prescott Group Capital
Management, L.L.C., General
Partner

By: _____
Name:
Title:

SWORN TO AND SUBSCRIBED
before me this 6th day of November, 2013

Notary Public