
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

RTI International Metals, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

74973W107
(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 is filed:

- Rule 13d-1(b)
 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).

1	Names of reporting persons The Carlyle Group 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person PN	

1	Names of reporting persons Carlyle Group 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person OO (Limited Liability Company)	

1	Names of reporting persons Carlyle Holdings I GP Inc.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person CO	

1	Names of reporting persons	
	Carlyle Holdings I GP Sub 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	Citizen or place of organization	
	Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power
		0
	6	Shared voting power
		2,031,615
	7	Sole dispositive power
		0
	8	Shared dispositive power
		2,031,615
9	Aggregate amount beneficially owned by each reporting person	
	2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares	
	Not Applicable	
11	Percent of class represented by amount in Row 9	
	6.7%	
12	Type of reporting person	
	OO (Limited Liability Company)	

1	Names of reporting persons Carlyle Holdings I 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person PN	

1	Names of reporting persons	
	TC Group, 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	Citizen or place of organization	
	Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power
		0
	6	Shared voting power
		2,031,615
	7	Sole dispositive power
		0
	8	Shared dispositive power
		2,031,615
9	Aggregate amount beneficially owned by each reporting person	
	2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares	
	Not Applicable	
11	Percent of class represented by amount in Row 9	
	6.7%	
12	Type of reporting person	
	OO (Limited Liability Company)	

1	Names of reporting persons TC Group Sub 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person PN	

1	Names of reporting persons TC Group CSP II, 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person OO (Limited Liability Company)	

1	Names of reporting persons CSP II General Partner, 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 2,031,615
	7	Sole dispositive power 0
	8	Shared dispositive power 2,031,615
9	Aggregate amount beneficially owned by each reporting person 2,031,615	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.7%	
12	Type of reporting person PN	

1	Names of reporting persons Carlyle Strategic Partners 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 1,963,371
	7	Sole dispositive power 0
	8	Shared dispositive power 1,963,371
9	Aggregate amount beneficially owned by each reporting person 1,963,371	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 6.5%	
12	Type of reporting person PN	

1	Names of reporting persons CSP II Coinvestment, 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	Citizen or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 68,244
	7	Sole dispositive power 0
	8	Shared dispositive power 68,244
9	Aggregate amount beneficially owned by each reporting person 68,244	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 0.2%	
12	Type of reporting person PN	

1	Names of reporting persons DBD Cayman Holdings, Ltd.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 0
	7	Sole dispositive power 0
	8	Shared dispositive power 0
9	Aggregate amount beneficially owned by each reporting person 0	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 0.0%	
12	Type of reporting person OO (Cayman Islands Exempt Company)	

1	Names of reporting persons DBD Cayman, Ltd.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC use only	
4	Citizen or place of organization Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 0
	7	Sole dispositive power 0
	8	Shared dispositive power 0
9	Aggregate amount beneficially owned by each reporting person 0	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 0.0%	
12	Type of reporting person OO (Cayman Islands Exempt Company)	

1	Names of reporting persons TCG Holdings Cayman 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	Citizen or place of organization Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power 0
	6	Shared voting power 0
	7	Sole dispositive power 0
	8	Shared dispositive power 0
9	Aggregate amount beneficially owned by each reporting person 0	
10	Check if the aggregate amount in Row (9) excludes certain shares Not Applicable	
11	Percent of class represented by amount in Row 9 0.0%	
12	Type of reporting person PN	

1	Names of reporting persons	
	TC Group Cayman Investment Holdings, 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	Citizen or place of organization	
	Cayman Islands	
Number of shares beneficially owned by each reporting person with	5	Sole voting power
		0
	6	Shared voting power
		0
	7	Sole dispositive power
		0
	8	Shared dispositive power
		0
9	Aggregate amount beneficially owned by each reporting person	
	0	
10	Check if the aggregate amount in Row (9) excludes certain shares	
	Not Applicable	
11	Percent of class represented by amount in Row 9	
	0.0%	
12	Type of reporting person	
	PN	

ITEM 1. (a) Name of Issuer:

RTI International Metals, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

Westpointe Corporate Center One, 5th Floor
1550 Coraopolis Heights Road
Pittsburgh, Pennsylvania 15108-2973

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Carlyle Group Management L.L.C.
The Carlyle Group L.P.
Carlyle Holdings I GP Inc.
Carlyle Holdings I GP Sub L.L.C.
Carlyle Holdings I L.P.
TC Group, L.L.C.
TC Group Sub L.P.
TC Group CSP II, L.L.C.
CSP II General Partner, L.P.
Carlyle Strategic Partners II, L.P.
CSP II Coinvestment, L.P.
DBD Cayman Holdings, Ltd.
DBD Cayman, Ltd.
TCG Holdings Cayman II, L.P.
TC Group Cayman Investment Holdings, L.P.

Following an internal reorganization on May 2, 2012, TC Group Cayman Investment Holdings, L.P. is no longer the managing member of TC Group CSP II, L.L.C. Accordingly, DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and , TC Group Cayman Investment Holdings, L.P. may no longer be deemed to beneficially own the shares reported herein.

(b) Address or Principal Business Office:

The address for each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is c/o Walker Corporate Services Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001 Cayman Islands. The address for each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship:

Each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is organized under the laws of the Cayman Islands. Each of the other Reporting Persons is organized under the laws of the state of Delaware.

(d) Title of Class of Securities:

Common Stock, \$0.01 par value ("Common Stock")

(e) CUSIP Number:

74973W107

ITEM 3.

Not applicable.

ITEM 4. Ownership**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2012, based upon 30,327,939 shares of the Issuer's Common Stock outstanding as of October 26, 2012.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
The Carlyle Group L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Holdings I GP Inc.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Holdings I GP Sub L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Holdings I L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
TC Group, L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
TC Group Sub L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
TC Group CSP II, L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
CSP II General Partner, L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Strategic Partners II, L.P.	1,963,371	6.5%	0	1,963,371	0	1,963,371
CSP II Coinvestment, L.P.	68,244	0.2%	0	68,244	0	68,244
DBD Cayman Holdings, Ltd.	0	0.0%	0	0	0	0
DBD Cayman, Ltd.	0	0.0%	0	0	0	0
TCG Holdings Cayman II, L.P.	0	0.0%	0	0	0	0

Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record owners of 1,963,371 and 68,244 shares of Common Stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. Accordingly, each of the forgoing entities may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

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

Not applicable.

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.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

CARLYLE HOLDINGS I L.P.

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

TC GROUP, L.L.C.

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

TC GROUP SUB L.P.

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

TC Group CSP II, L.L.C.by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Managing Director

CSP II General Partner, L.P.by: /s/ John Beczak

Name: John Beczak

Title: Authorized Person

Carlyle Strategic Partners II, L.P.

by: CSP II General Partner, L.P., its general partner

by: /s/ John Beczak

Name: John Beczak

Title: Authorized Person

CSP II Coinvestment, L.P.

by: CSP II General Partner, L.P., its general partner

by: /s/ John Beczak

Name: John Beczak

Title: Authorized Person

DBD Cayman Holdings, Ltd.by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Ordinary Member

DBD Cayman, Ltd.

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Ordinary Member

TCG Holdings Cayman II, L.P.

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Ordinary Member

TC Group Cayman Investment Holdings, L.P.

by: TCG Holdings Cayman II, L.P., its general partner

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
24	Power of Attorney
99	Joint Filing Agreement

POWER OF ATTORNEY

The undersigned understands that, from time to time, the Carlyle Companies (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Curt Buser, Jeff Ferguson, David Pearson, Catherine Ziobro, R. Rainey Hoffman, Joanne Cosiol, Monica Harris, Jeremy Anderson, Bruno De Gusmao, Ann Siebecker, Andrea Pekala, Tom Mayrhofer, Orit Mizrachi, John Beczak, Rick Kappler, Matt LoRusso, Rob Konigsberg, James Sloan, Anne Frederick, Norma Kuntz, Victoria Jong, Erica Herberg or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Carlyle Company and on behalf of each Carlyle Company, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Carlyle Company, in the undersigned's capacity as a Chairman, authorized person, officer and/or director of each Carlyle Company, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Carlyle Company which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) 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 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, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Carlyle Companies or entities that directly or indirectly hold interests in the Carlyle Companies.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by The Carlyle Group Employee Co., L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Carlyle Companies" shall consist of: (i) Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., Carlyle Holdings III GP Management L.L.C., Carlyle Holdings III GP L.P., Carlyle Holdings III GP Sub L.L.C., Carlyle Holdings III L.P., TC Group Sub L.P., TC Group Investment Holdings Sub L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group Cayman Sub L.P. and (ii) the subsidiaries and affiliates of the foregoing in clause (i), including without limitation investment funds sponsored directly or indirectly by one or more of the Carlyle Companies.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of May, 2012.

/s/ Daniel A. D'Aniello

Name: Daniel A. D'Aniello

Title: Chairman

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock beneficially owned by each of them of RTI International Metals, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2013.

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

CARLYLE HOLDINGS I L.P.

By: Carlyle Holdings I GP Sub L.L.C., its general partner

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

TC GROUP, L.L.C.

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

TC GROUP SUB L.P.

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Chairman

TC Group CSP II, L.L.C.

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Managing Director

CSP II General Partner, L.P.

by: /s/ John Beczak

Name: John Beczak

Title: Authorized Person

Carlyle Strategic Partners II, L.P.

by: CSP II General Partner, L.P., its general partner

by: /s/ John Beczak

Name: John Beczak

Title: Authorized Person

CSP II Coinvestment, L.P.

by: CSP II General Partner, L.P., its general partner

by: /s/ John Beczak

Name: John Beczak

Title: Authorized Person

DBD Cayman Holdings, Ltd.

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Ordinary Member

DBD Cayman, Ltd.

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Ordinary Member

TCG Holdings Cayman II, L.P.

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D'Aniello

Title: Ordinary Member

TC Group Cayman Investment Holdings, L.P.

by: TCG Holdings Cayman II, L.P., its general partner

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member