

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
VELTI, INC., <i>et al.</i> , ¹	:	Case No. 13-12878 (PJW)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	X	

**SECOND SUPPLEMENTAL DECLARATION OF CRAIG M. BOUCHER IN
SUPPORT OF APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION
PURSUANT TO SECTIONS 327(a) AND 330(a) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2014(a) AND LOCAL BANKRUPTCY RULE 2014-1 FOR
AN ORDER AUTHORIZING THEM TO RETAIN AND EMPLOY DELOITTE
FINANCIAL ADVISORY SERVICES LLP AS FINANCIAL ADVISOR
NUNC PRO TUNC TO THE PETITION DATE**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Craig M. Boucher, under penalty of perjury, declares as follows:

1. I am a former Director of the firm of Deloitte Financial Advisory Services LLP (“**Deloitte FAS**”) and currently a Director of Deloitte Transactions and Business Analytics LLP (“**DTBA**”), an affiliate of Deloitte FAS and, together with Deloitte FAS, hereinafter (“**Deloitte**”) which has an office at 1750 Tysons Boulevard, McLean, Virginia. I am duly authorized to make and submit this supplemental declaration (the “**Second Supplemental Declaration**”) in accordance with section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Bankruptcy Rule 2014(a) in

¹ The debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Velti Inc. (4475), Air2Web, Inc. (5572), Air2Web Interactive, Inc. (2364), Velti North America, Inc. (8900), Velti North America Holdings, Inc. (3953) and Velti US Holdings, Inc. (8299). The mailing address of each of the Debtors, solely for purposes of notices and communications, is 201 California Street, 14th Floor, San Francisco, California 94111.

further support of the above-captioned debtors' (the "**Debtors**" or "**Velti**") application to employ and retain Deloitte FAS as financial advisor (the "**Application**"), *nunc pro tunc* to November 4, 2013 (the "**Petition Date**") and to supplement and correct the prior disclosure made in my Declaration dated December 3, 2013 (the "**December 3, 2013 Declaration**") [Doc. 127-2] and in my Supplemental Declaration dated January 3, 2014 (the "**First Supplemental Declaration**") [Doc. 241]].

2. Deloitte FAS has implemented a reorganization of some of its business units, including, among others, the business unit providing financial advisory services. Under this reorganization, as of December 29, 2013, DTBA began providing services to its clients. As noted, DTBA is an affiliate of Deloitte FAS; but, is not a certified public accounting firm. The First Supplemental Declaration incorrectly referred to me as an employee of Deloitte FAS rather than of DTBA, which correction is hereby noted.

3. It is anticipated that in support of my engagement to serve as the bankruptcy administrative officer of the Debtors, certain personnel of DTBA (such personnel were formerly employed by Deloitte FAS as well) have, as of December 29, 2013 provided services to assist me as needed.

4. Paragraph 10(3) of the December 3, 2013 Declaration referred to certain ongoing services being rendered by the United Kingdom member firm or its affiliate (the "**U.K. Member Firm**") of Deloitte Touche Tohmatsu Limited ("**DTTL**") to a non-debtor affiliate of the Debtors in the United Kingdom. Since the close of the sale of the Debtors' assets on or about January 4, 2014, personnel of the U.K. Member Firm have worked and continue to work as joint administrators of certain non-Debtor affiliates of Velti. The U.K. Member Firm is not an affiliate of either Deloitte FAS or DTBA.

Dated: April 7, 2014

By: /s/ Craig M. Boucher
Craig M. Boucher
Director
Deloitte Transactions and Business Analytics LLP