

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

In re:)	
)	Chapter 11
)	
VELTI, INC., <i>et al.</i> , ¹)	Case No. 13-12878 (PJW)
)	Jointly Administered
Debtors.)	
)	Objection Deadline: May 6, 2014 at 4:00 p.m. (ET)
)	

**NOTICE OF FIFTH MONTHLY APPLICATION OF ASGAARD CAPITAL
LLC, AS FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FOR THE PERIOD
MARCH 1, 2014 THROUGH MARCH 31, 2014**

Attached hereto is the **Fifth Monthly Application Of Asgaard Capital LLC, As Financial Advisor For The Official Committee Of Unsecured Creditors, For Allowance Of Interim Compensation And Reimbursement Of Actual And Necessary Expenses Incurred For The Period March 1, 2014 Through March 31, 2014** (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must: (a) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, by **May 6, 2014, at 4:00 p.m. (Eastern Time)** (the "Objection Deadline"); and (b) be served so as to be received on or before the Objection Deadline by:

- (i) the Applicant: Asgaard Capital, LLC, 1934 Old Gallows Road, Suite 350, Vienna, VA 22182, Attn: Charles C. Reardon, Senior Managing Director;
- (ii) the Debtors: Velti Inc., Spear Tower, 1 Market Street, Suite 1400, San Francisco, CA 94105, Attn.: Sally Rau;
- (iii) counsel for the Debtors: DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, IL 60601, Attn: Richard A. Chesley, Esq. and DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, DE 19801, Attn.: Stuart M. Brown, Esq.;

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 Spear Tower, 1 Market Street Suite 1400, San Francisco, California 94105.

- (iv) counsel for the Lenders: Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Sandy Qusba, Esq. and Morris Massel, Esq.;
- (v) counsel for the Official Committee of Unsecured Creditors: McGuireWoods LLP, 7 Saint Paul Street, Suite 1000, Baltimore, MD 21202-1671, Attn: James E. Van Horn, Esq.; and McGuireWoods LLP, 1750 Tysons Boulevard, Suite 1800, Tysons Corner, VA 22102-4215, Attn: David I. Swan, Esq. and Morris Nichols Arshat & Tunnell LLP, 1201 North Market Street, Suite 1600, Wilmington, DE 19801, Attn: Gregory W. Werkheiser, Esq. and William M. Alleman, Jr., Esq.; and
- (vi) the Office of the United States Trustee: 844 King Street, Suite 207, Lockbox 35, Wilmington, DE 19801 Attn.: Benjamin A. Hackman, Esq.

A HEARING ON THE APPLICATION, IF NECESSARY, WILL BE HELD AT THE CONVENIENCE OF THE COURT AND NOTICE OF ANY SUCH HEARING WILL BE GIVEN ONLY TO THE OBJECTING PARTY OR PARTIES.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

[Signature follows]

Dated: April 16, 2014
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ William M. Alleman, Jr.

Gregory W. Werkheiser (No. 3553)
William M. Alleman, Jr. (No. 5449)
1201 North Market Street, Suite 1600
Wilmington, Delaware 19801
Telephone: (302) 658-9200
Facsimile: (302) 658-3989

- and -

McGUIREWOODS LLP

Douglas M. Foley
James E. Van Horn
2001 K Street N.W., Suite 400
Washington, D.C. 20006
Telephone: (202) 857-1700
Facsimile: (202) 857-1737

- and -

David I. Swan
1750 Tysons Boulevard
Suite 1800
Tysons Corner, VA 22102-4215
Telephone: (703) 712-5365
Facsimile: (703) 712-5246

*Counsel for Official Committee of
Unsecured Creditors*