

**Exhibit A**  
**(Rau Declaration)**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
  
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Velti Inc., et al.,<sup>1</sup> : Case No. 13-12878 (PJW)
  
:
  
: (Jointly Administered)
  
Debtors. :
  
:
  
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**DECLARATION OF SALLY J. RAU IN SUPPORT OF APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE BANKRUPTCY CODE FOR AN ORDER AUTHORIZING THEM TO ENTER INTO CONSULTING AGREEMENT WITH SALLY J. RAU NUNC PRO TUNC TO APRIL 1, 2014**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Sally J. Rau, under penalty of perjury, declares as follows:

1. I am a Director of the debtors and debtors in possession in the above-captioned cases (the “Debtors”). I submit this declaration (the “Declaration”) in accordance with Bankruptcy Rule 2014(a) and in support of the Debtors’ application to employ and retain me (the “Application”), *nunc pro tunc* to April 1, 2014 pursuant to the terms and conditions set forth in the consulting agreement, attached as an exhibit to the Application (the “Agreement”).

2. The statements set forth in this Declaration are based upon my personal knowledge and upon my information and belief.

<sup>1</sup> 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, 14<sup>th</sup> Floor, San Francisco, California 94111.

3. Subject to the foregoing, except as set forth herein, and in the attachments hereto, to the best of my information, knowledge and belief based on reasonable inquiry, (1) I do not hold any interest adverse to the Debtors or their affiliates with respect to the matters on which I seek to be retained in the above-captioned chapter 11 cases (the "Cases"), and (2) I have no relationship to the Debtors, their significant creditors, certain other parties-in-interest herein, or to the attorneys that are known to be assisting the Debtors in the Cases, except as stated herein or on any attachment hereto.

4. In connection with my proposed retention by the Debtors in these Cases, I obtained from the Debtors' counsel the names of individuals and entities that may be parties-in-interest in these Cases (the "Potential Parties-in-Interest"). To check upon and disclose possible relationships with Potential Parties-in-Interest in these Cases, I researched and performed reasonable due diligence to determine whether I had any relationships with the Debtors or their affiliates, subsidiaries, directors or officers, or any of the Debtors' significant creditors, equity security holders, professionals or other such entities with significant relationships with the Debtors. Aside from the disclosures below, I do not have any relationships with the Potential Parties-in-Interest.

5. I provided prepetition services to the Debtors. I served as the secretary and general counsel to each of the Debtors from August 2010 to January 2014. Further, until January 2014, I also served on the board of directors of each of the Debtors.

6. I do not have a claim against the Debtors. During the one year prior to the Petition Date, Velti Inc. paid me an annual salary in the amount of \$325,000 and made equity distributions to me. After the Petition Date, Velti Inc. continued to pay me my pro rata monthly salary until January 2014.

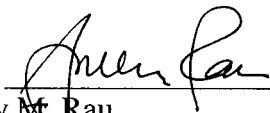
7. Following the Sale (as defined in the Application), I provided services to the Debtors up to and through March 31, 2014 pursuant to a Reverse Transition Services Agreement between GSO (as defined in the Application) and affiliates of Velti Inc. On account of such services GSO paid me my pro rata monthly salary.

8. Furthermore, through reasonable inquiry, I do not believe there is any connection between myself and the United States Bankruptcy Judge presiding in the Cases, United States Trustee for Region 3, the Assistant United States Trustee for the District of Delaware and the attorney therefor assigned to the Cases.

9. Except as may be disclosed herein, to the best of my knowledge, I do not hold or represent any interest adverse to the Debtors.

9. I will provide assistance to the Debtors with the matters specified in the Agreement in accordance with the terms and conditions thereof. I have received no promises regarding compensation in these Cases other than in accordance with the Bankruptcy Code and as set forth in this Declaration. I have no agreement with any nonaffiliated or unrelated entity to share any compensation earned in these Cases.

Dated: April \_\_, 2014

By:   
Sally M. Rau  
J. 