

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

In re:)	Chapter 11
)	
Velti Inc., et al. ¹)	Case No. 13-12878 (PJW)
)	
)	Jointly Administered
)	
)	
Debtor.)	

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

**DECLARATION OF NOTICE, BALLOTING AND CLAIMS AGENT
REGARDING SOLICITATION AND TABULATION OF VOTES
IN CONNECTION WITH THE DEBTORS’ PLAN OF LIQUIDATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Terri Marshall, certify and declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I am employed as a Director by BMC Group, Inc. (“BMC”), the noticing, claims and balloting agent for the above-captioned debtors (the “Debtors”) in the chapter 11 cases. My business address is 600 1st Ave Suite 300, Seattle, WA 98104.

2. The Court established April 10, 2014 as the record date (the “Voting Record Date”) for determining which creditors and holders of interests were entitled to vote on the *Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 360] (the “Plan”).

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 DLA Piper LLP (US) (Attn: Chun I. Jang), 203 N. LaSalle Street, Suite 1900, Chicago, IL 60601

3. Pursuant to the Plan Holders of Class 1 Senior Secured Loan Claims, Class 3a General Unsecured Claims, Class 3b GSO Deficiency Claim, and Class 3c Intercompany Claims are entitled to vote to accept or reject the Plan. Class 2 Other Secured Claims are unimpaired under the Plan and therefore deemed to accept the Plan and not entitled to vote. Class 4 Equity Interests are impaired under the Plan and deemed to reject the Plan and therefore not entitled to vote.

4. In accordance with the solicitation procedures (the “Solicitation Procedures”) approved by the Court in the *Order (I) Approving Disclosure Statement, (II) Approving Notice and Objection Deadline and Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Deadline and Procedures for Confirmation of the Proposed Plan* [Docket No. 356] (the “Disclosure Statement Order”), BMC served the following solicitation package (the “Solicitation Package”) to the Class 1 Senior Secured Term Loan Claims, Class 3a General Unsecured Claims, Class 3b GSO Deficiency Claim, and Class 3c Intercompany Claims via first class delivery on April 15, 2014:

- (a) a CDROM containing (A) *the Disclosure Statement for the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code - with Exhibits* [Docket No. 361], including (B) *the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 360], and (C) *the Order (I) Approving Disclosure Statement, (II) Approving Notice and Objection Deadline and Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Deadline and Procedures for Confirmation of the Proposed Plan (the “Disclosure Statement Order”)* [Docket No. 356];
- (b) *Notice of (I) Approval of the Disclosure Statement, (II) Establishment of Solicitation and Voting Procedures, (III) Scheduling a Confirmation Hearing, and (IV) Establishment of Notice and Objection Procedures for Confirmation of the Proposed Plan (the “Confirmation Hearing Notice”)* [Docket 363]; and

(c) the appropriate Plan Class Ballot

5. A certificate evidencing the service of the Solicitation Package was filed with Court on April 16, 2014 [Docket No. 370].

6. Pursuant to the Disclosure Statement Order the Court established May 20, 2014, at 5:00 p.m. Eastern Time as the Voting Deadline.

7. The Disclosure Statement, Plan and Disclosure Statement Order served as BMC's guide for the solicitation and tabulation of votes to accept or reject the Plan. All ballots received were reviewed in accordance with the procedures described in the Disclosure Statement and Plan and approved in the Disclosure Statement Order.

8. In tabulating the Ballots, the following procedures were utilized in addition to those provided in the Federal Rules of Bankruptcy Procedure:

(a) any Ballot that was illegible or contained insufficient information to permit the identification of the holder;

(b) any Ballot cast by an entity that does not hold a claim;

(c) any unsigned Ballot or any Ballot lacking an original signature;

(d) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan;

(e) any Ballot submitted by any entity was not entitled to vote pursuant to the procedures described herein

(f) if multiple Ballots are received from the same holder with respect to the same claim prior to the Voting Deadline, the last valid Ballot timely received will be deemed to reflect that voter's intent and will superseded and revoke any prior Ballot;

(g) Holders must vote all of their claims either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted; or

(h) An original executed Ballot is required to be submitted by the entity submitting such Ballot. Delivery of a Ballot to the Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.

9. Below is a summary of all Ballots tabulated:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 1 Senior Secured Loan Claims ²	2 100.00%	\$24,011,522.62 100.00%	0 0.00%	\$0.00 0.00%
Class 3a General Unsecured Claims	21 84.00%	\$2,632,508.66 94.48%	4 16.00%	\$153,951.17 5.52%
Class 3b GSO Deficiency Claim ²	1 100.00%	\$18,070,590.60 100.00%	0 0.00%	\$0.00 0.00%
Class 3c Intercompany Claims	0 0.00%	\$0.00 0.00%	0 0.00%	\$0.00 0.00%

10. Attached hereto as **Exhibit A** is the full tabulation report that provides both summary and detail of all ballots received as of May 20, 2014. Exhibit A also sets forth whether any ballots cast were excluded from tabulation and the basis for such exclusion.

[remainder of page intentionally left blank]

² The ballots for Class 1 Senior Secured Loan Claims and Class 3b GSO Deficiency Claim were received on May 22, 2014 rather than by May 20, 2014

11. All ballots received by BMC are stored at BMC's Chanhassen office located at 18675 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 23, 2014

Respectfully submitted,

A handwritten signature in cursive script that reads "Terri Marshall". The signature is written in black ink and is positioned above a horizontal line.

Terri Marshall, Director
BMC Group, Inc.