

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

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In re: : Chapter 11
:
Velti Inc., *et al.*,¹ : Case No. 13-12878 (PJW)
:
Debtors. : (Jointly Administered)
:
-----X Objection Deadline: June 30, 2014 at 4:00 p.m. (EDT)

**SIXTH MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
THE PERIOD FROM APRIL 1, 2014 THROUGH APRIL 30, 2014**

Name of Applicant: DLA Piper LLP (US)

Authorized to Provide Professional Services to: The Above-Captioned Debtors and
Debtors-in-Possession

Date of Retention: December 20, 2013, *Nunc Pro Tunc* to
November 4, 2013 [Docket No. 199]

Period for which compensation and
reimbursement are sought: April 1, 2014 through April 30, 2014

Amount of Compensation sought as actual,
reasonable, and necessary: \$ 114,921.50 (80% of which is \$ 91,937.20)

Amount of Expense Reimbursement sought as
actual, reasonable, and necessary: \$1,840.20

This is a: X monthly interim final application

The total time expended for fee application preparation is approximately 8.0 hours and the total compensation requested is \$1,000.00

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, Illinois 60601.

Prior applications filed:

<i>Applications</i>					<i>CNOs</i>	
Date Filed	Docket No.	Period Covered	Total Fees	Expenses	Date Filed	Docket No.
1/21/2014	252	11/4/2013- 11/30/2013	\$578,866.75	\$27,609.50	2/12/2014	278
2/6/2014	266	12/1/2013- 12/31/2013	\$440,892.75	\$23,189.79	2/28/2014	289
3/05/2014	294	1/1/2014- 1/31/2014	\$195,699.00	\$15,520.43	4/3/2014	334
3/27/2014	331	2/1/2014- 2/28/2014	\$70,835.00	\$4,011.48	5/5/2014	379
6/10/2014	442	3/1/2014- 3/31/2014	\$83,693.50	\$206.12		

COMPENSATION BY PROFESSIONALS AND PARAPROFESSIONALS
APRIL 1, 2014 THROUGH APRIL 30, 2014

Name of Professional Individual	Position, Year Assumed Position, Year Obtained Relevant License to Practice	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
Stuart Brown	Partner; Member of the New Jersey Bar since 1988; Member of the Pennsylvania Bar since 1988; Member of the Delaware Bar since 2001; Joined the Firm in 2011.	\$815.00	1.10	\$896.50
Richard A. Chesley	Partner; Member of the Ohio Bar since 1985; Member of the Illinois Bar since 1997; Joined the Firm in 2011.	\$975.00	26.50	\$18,232.50
		\$487.50 (non-working travel)	2.20	\$1,072.50
Craig Martin	Partner; Member of the Texas Bar since 1999; Member of the District of Columbia Bar since 2001; Member of the Pennsylvania Bar since 2001; Member of the Delaware Bar since 2007; Member of the New York Bar since 2008; Joined the Firm in 2011.	\$675.00	3.10	\$2,092.50
Nathaniel D. McKitterick	Partner; Member of the California Bar since 1994; Joined the Firm in 2000.	\$875.00	5.20	\$4,550.00
Matthew M. Murphy	Partner; Member of the Illinois Bar since 1999; Joined the Firm in 2011.	\$850.00	10.20	\$8,670.00
Anisa Afnani	Associate; Member of the California Bar since 2012; Joined the Firm in 2012.	\$450.00	7.20	\$3,240.00

James R. Irving	Associate; Member of the Illinois Bar since 2008; Joined the Firm in 2008.	\$650.00	58.00	\$37,700.00
Chun I. Jang	Associate; Member of the Delaware Bar since 2006; Member of the Illinois Bar since 2012; Joined the Firm in 2011.	\$700.00	24.10	\$16,870.00
Oksana Koltko Rosaluk	Associate; Member of the Illinois Bar since 2010; Joined the Firm in 2011.	\$550.00	0.20	\$110.00
Bertrand Pan	Associate; Member of the California Bar since 2004; Joined the Firm in 2010.	\$715.00	0.50	\$357.50
Carolyn B. Fox	Paralegal; Joined the Firm in 2011.	\$250.00	40.30	\$10,075.00
Theresa Marie Pullan	Paralegal; Joined the Firm in 2013.	\$250.00	11.60	\$2,900.00
Rosemary Mikol	Case Assistant; Joined the Firm in 2005.	\$125.00	4.40	550.00

COMPENSATION BY PROJECT CATEGORY
APRIL 1, 2014 THROUGH APRIL 30, 2014

Project Category	Total Hours	Total Fees
Administration		
Case Administration (B110)	35.90	\$9,173.00
Creditor Inquiries (B112)	0.70	\$504.50
Asset Analysis and Recovery (B120)	5.20	\$4,550.00
Asset Sales and Other Disposition of Assets (B130)	0.50	\$357.50
Adequate Protection Proceedings / Relief from Stay (B140)	1.20	\$1,157.50
Court Hearings (B155)	13.80	\$10,575.00
Employment Applications (B160)	14.60	\$9,420.00
Fee Applications (B170)	17.30	\$7,285.00
Executory Contracts and Leases (B185)	0.60	\$390.00
Litigation and Contested Matters (B190)	3.80	\$2,470.0
Non-Working Travel (B195) (Billed at 50%)	2.20	\$1,072.50
Operations		
Business Operations / Strategic Planning (B210)	14.60	\$12,527.50
Financing/DIP/Cash Collateral Matters (B230)	0.40	\$390.00
Tax Issues (B240)	0.50	\$487.50
Claims and Plan		
Claims Administration and Objections (B310)	32.80	\$19,842.50
Plan and Disclosure Statement / Business Plans (B320)	50.50	\$34,719.00
TOTAL	194.60	\$114,921.50

EXPENSE SUMMARY
APRIL 1, 2014 THROUGH APRIL 30, 2014

Expense Category	Total Expenses
Air Fare	475.62
Car Service/Taxi	125.80
Hotel	461.34
Meals	70.00
Parking/Mileage Reimbursement	79.50
Rail Service	252.00
Delivery Services	69.92
Duplicating	108.40
Long Distance Telephone	197.62
TOTAL	\$1,840.20

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EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
THE PERIOD FROM APRIL 1, 2014 THROUGH APRIL 30, 2014**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the *Order Granting Motion of the Debtors and Debtors-in-Possession for an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 111] (the “Administrative Order”), DLA Piper LLP (US) (“DLA Piper”) hereby files this *Fifth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel to the Debtors and Debtors-in-Possession for the Period from April 1, 2014 Through April 30, 2014* (the “Application”). By this Application, DLA Piper seeks an allowance pursuant to the Administrative Order for the sums of \$114,921.50 as compensation and \$1,840.20 for reimbursement of actual and necessary expenses for a total of

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, Illinois 60601.

\$116,761.70 for the period from April 1, 2014 through and including April 30, 2014 (the “Compensation Period”). In support of this Application, DLA Piper respectfully represents as follows:

BACKGROUND

1. On November 4, 2013 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. DLA Piper was retained effective *nunc pro tunc* as of the Petition Date by this Court’s Order dated December 20, 2013 [Docket No. 199] (the “Retention Order”). The Retention Order authorized DLA Piper to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

COMPENSATION PAID AND ITS SOURCE

3. All services for which compensation is requested by DLA Piper were performed on behalf of or for the benefit of the Debtors.

4. During the period covered by this Application, DLA Piper has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DLA Piper and any other person other than the partners of DLA Piper for the sharing of compensation to be received for services rendered in these cases.

FEE STATEMENTS

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this Compensation Period. To the best of DLA Piper’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules,

the Guidelines adopted by the Office of the United States Trustee, Rule 2016-2 of the Local Rules and the Administrative Order.

ACTUAL AND NECESSARY EXPENSES

6. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper during the Compensation Period is attached hereto as Exhibit B. DLA Piper charges its bankruptcy clients \$.10 per page for black-and-white photocopying expenses. DLA Piper does not charge its bankruptcy clients for local or long-distance carrier charges for outgoing facsimile transmissions.

7. DLA Piper believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, DLA Piper believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES RENDERED

8. The partners and associates of DLA Piper who have rendered professional services in these cases during this Compensation Period are: Stuart Brown (Partner), Richard A. Chesley (Partner), Craig Martin (Partner), Nathaniel D. McKitterick (Partner), Matthew M. Murphy (Partner), Anisa Afnani (Associate), James R. Irving (Associate), Chun I. Jang (Associate), Oksana Koltko Rosaluk (Associate) and Bertrand Pan (Associate).

9. The DLA Piper paraprofessionals who provided services to these attorneys in these cases during this Compensation Period are: Carolyn B. Fox (Paralegal), Theresa Marie Pullan (Paralegal), and Rosemary Mikol (Case Assistant).

10. DLA Piper, by and through the above-named persons, has prepared or assisted in the preparation of various applications and orders submitted to the Court for consideration,

advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services, which are described and narrated in detail hereinafter.

SUMMARY OF SERVICES BY PROJECT

11. The services rendered by DLA Piper during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A attached hereto.

A. Case Administration

Fees: \$9,173.00; Total Hours: 35.90

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, review of work in progress reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$504.50; Total Hours: 0.70

This category includes all matters related to responding to creditor inquiries.

C. Asset Analysis and Recovery

Fees: \$4,550.00; Total Hours: 5.20

This category includes all matters related to and including identification, review and analysis of the debtors' potential assets, including causes of action and recovery of such assets from third parties by means other than litigation.

D. Asset Sales and Other Disposition of Assets

Fees: \$357.50; Total Hours: 0.50

This category includes all matters related to and including asset sales, procedures for asset sales, abandonment and transaction work related to asset disposition.

E. Adequate Protection Proceedings / Relief from Stay

Fees: \$0.00; Total Hours: 0.00

This category includes all matters related to and including all motions to modify the automatic stay, issues related to the effect of the automatic stay on pending matters and all other types of actions where adequate protection is the central issue.

F. Utilities

Fees: \$0.00; Total Hours: 0.00

This category includes all matters related to utility companies, including any negotiations or disputes related to adequate protection payments requested by any utility company, any issues related to the effect of the automatic stay and all other matters where payment or provision of utilities is the central issue.

G. Meetings and Communications with Statutory and Creditors' Committees

Fees: \$1,157.50; Total Hours: 1.20

This category includes all matters related to preparing for and attending meetings and communications with the creditors' committees and statutory committees.

H. Court Hearings

Fees: \$10,575.00; Total Hours: 13.80

This category includes all matters relating to and including preparation for and attendance at court hearings.

I. Employment Applications

Fees: \$9,420.00; Total Hours: 14.60

This category includes all matters relating to retention of various professionals on behalf of the debtors and the creditors' committees.

J. Fee Applications

Fees: \$7,285.00; Total Hours: 17.30

This category includes all matters relating to submission, preparation and prosecution of fee applications filed by professionals retained by the debtors and creditors' committees.

K. Executory Contracts and Leases

Fees: \$390.00; Total Hours: 0.60

This category includes all matters relating to and including analysis of executory contracts and unexpired leases and preparation of motions related to such leases and contracts.

L. Litigation and Contested Matters

Fees: \$2,470.00; Total Hours: 3.80

This category includes all matters relating to and including analysis and preparation for all litigation matters, including adversary proceedings.

M. Non-Working Travel

Fees: \$1,072.50; Total Hours: 2.20

This category includes all travel time not otherwise chargeable.

N. Regulatory and SEC Matters

Fees: \$0.00; Total Hours: 0.00

This category includes all matters related to any regulatory agency or the SEC, including the filing of 10-Ks, 10-Qs or other reports required by the SEC, responding to any inquiry, report

or investigation commenced by any governmental agency with authority to regulate any aspect of the debtor's operations and all other matters involving a regulatory agency or the SEC.

O. Business Operations / Strategic Planning

Fees: \$12,527.50; Total Hours: 14.60

This category includes all issues relating to general debtor-in-possession operations in chapter 11.

P. Financial Reports (Monthly Operating Reports, Schedules and Statements)

Fees: \$0.00; Total Hours: 0.00

This category includes all matters relating to preparation of schedules and statements and monthly operating reports, including collating data, retrieving documents, meetings with the U.S. Trustee and any other applicable activities.

Q. Employee Matters - Benefits/Pensions/Unions

Fees: \$0.00; Total Hours: 0.00

This category includes all matters relating to and including review of issues such as severance, retention, 401k coverage, ERISA matters, continuance of pension plans and union matters.

R. Financing/DIP/Cash Collateral Matters

Fees: \$390.00; Total Hours: 0.40

This category includes all matters under sections 361, 363 and 364 of the Bankruptcy Code, including cash collateral and secured claims and loan document analysis.

S. Tax Issues

Fees: \$487.50; Total Hours: 0.50

This category includes all matters relating to and including analysis and advice regarding tax-related issues, including the preservation of net operating loss carry forwards.

T. Environmental Issues**Fees: \$0.00; Total Hours: 0.00**

This category includes all matters relating to and including review and analysis of environmental-related matters.

U. Real Estate**Fees: \$0.00; Total Hours: 0.00**

This category includes all matters relating to and including review and analysis of real estate-related matters, including purchase agreements and lease provisions (*e.g.*, common area maintenance clauses).

V. Claims Administration and Objections**Fees: \$19,842.50; Total Hours: 32.80**

This category includes all matters related to claims administration matters and bar date matters, including claims objections and related contested matters.

W. Plan and Disclosure Statement / Business Plans**Fees: \$34,719.00; Total Hours: 50.50**

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of business plans, plans of reorganization, disclosure statements and related corporate documentation and research relating thereto.

Valuation of Services

12. Attorneys and paraprofessionals of DLA Piper have expended a total of 194.60 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional	Hourly Billing Rate (Including Changes)	Total Hours Billed
Stuart Brown	\$815.00	1.10

Name of Professional	Hourly Billing Rate (Including Changes)	Total Hours Billed
Richard A. Chesley	\$975.00	26.50
	\$487.50 (non-working travel)	2.20
Craig Martin	\$675.00	3.10
Nathaniel D. McKitterick	\$875.00	5.20
Matthew M. Murphy	\$850.00	10.20
Anisa Afnani	\$450.00	7.20
James R. Irving	\$650.00	58.00
Chun I. Jang	\$700.00	24.10
Oksana Koltko Rosaluk	\$550.00	0.20
Bertrand Pan	\$715.00	0.50
Carolyn B. Fox	\$250.00	40.30
Theresa Marie Pullan	\$250.00	11.60
Rosemary Mikol	\$125.00	4.40

The nature of the work performed by these professionals is fully set forth in Exhibit A attached hereto. These are DLA Piper's normal hourly rates for work of this character. The reasonable value of the services rendered by DLA Piper to the Debtors during the Compensation Period is \$114,921.50.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by DLA Piper is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under this title. Moreover, DLA Piper has reviewed the requirements of Local Rule 2016-2

and believes that this Application complies with that Rule.

WHEREFORE, DLA Piper respectfully requests that the Court authorize that for the period from April 1, 2014 through April 30, 2014, an allowance be made to DLA Piper pursuant to the terms of the Administrative Order, with respect to the sum of \$114,921.50 as compensation for necessary professional services rendered (80% of which equals \$91,937.20) and the sum of \$1,840.20 as reimbursement of actual and necessary costs and expenses, for a total of \$116,761.70 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

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Dated: June 10, 2014
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown

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-and-

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ATTORNEYS FOR DEBTORS AND DEBTORS-IN-
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