Exhibit D

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

MILTON H. FRIED, JR., and RICHARD EVANS, for themselves and all others similarly situated, Plaintiffs, v. SENSIA SALON, INC., a Texas Corporation, TEXTMUNICATIONS, INC., a California Corporation, and AIR2WEB, a division of VELTI, INC., a Delaware Corporation, Defendants.	**Case No. 4:13-cv-00312**

DECLARATION OF HARVEY SCHOLL AS CORPORATE REPRESENTATIVE OF AIR2WEB, INC.

I, Harvey Scholl, am over eighteen years of age and hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the Chief Technology Officer of Air2Web, Inc. ("Air2Web"). I have personal knowledge of the facts set forth herein or, where I lacked personal knowledge, I have verified the information, in my capacity as a corporate representative of the company, based on the records and books of the company and the knowledge of its other past and present employees.

2. In support of their Third Amended Complaint, Plaintiffs attached my declaration, titled Declaration Of Harvey Scholl As Corporate Representative Of Air2Web, Inc., which I signed on June 13, 2013 ("Scholl June 13, 2013 Declaration").

3. Among other things, the Scholl June 13, 2013 Declaration explains that "Air2Web is a mobile messaging aggregator," and that "Air2Web acts as a conduit in the chain

of transmission of short message service ('SMS') messages [(or text messages)] between content providers ('Content Providers') and subscribers ('Subscribers') of mobile telephony services offered by mobile telecommunications carriers ('Carriers')." Scholl June 13, 2013 Decl., ¶ 2. "Air2Web's customers (including through multiple tiers) are Content Providers." *Id.* Air2Web is not a Content Provider." *Id.* "Content Providers originate the ('Content') contained in the SMS messages and transmit the Content to Air2Web (either directly or indirectly through multiple tiers)." *Id.* "Air2Web transmits the Content to Carriers including indirectly via other mobile messaging aggregators." *Id.* "The Carriers transmit the Content to their Subscribers." *Id.* The Scholl June 13, 2013 Declaration also explains how Content Providers transmit their Content via Air2Web's system. *Id.* at ¶ 3.

4. While the Scholl June 13, 2013 Declaration states that "Air2Web transmits the Content to Carriers," Air2Web has no active role in transmitting text messages. Rather, Content is transmitted via Air2Web's system automatically pursuant to the information and other data inputted by Air2Web customers, like Textmunication. *See, for example, id.* at ¶¶ 3(b) and (c) ("Air2Web's system then transmits . . . . Air2Web's system does not 'dial' the MSISDN . . . in order for Air2Web's system to transmit the remainder of the Message Request . . . . Air2Web's system transmits Content only as directed by Air2Web's customers . . . ."). Specifically, the Content Provider using Air2Web's system creates the content of the text messages and determines the recipients (the addressees) of the text messages. Thereafter, the Content Provider transmits this data (consisting of the Content and addresses (telephone numbers)) via Air2Web's platform) either directly or indirectly through multiple tiers). Through an automated process, acting on the instructions provided by the Content Provider, Air2Web's platform automatically

transmits the content to Carriers with the addressee information, and the Carriers transmit the Content (in the form of a text message) to their Subscribers (the recipients of the text messages).

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6th day of September, 2013.

Harvey Scholl, CTO of Air2Web, Inc.