EXHIBIT 1

[Proposed Order]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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	:	Chapter 11
In re	:	
	:	Case No. 13-12878 (PJW)
Velti Inc., *et al.*,[1]	:	
	:	(Jointly Administered)
Debtors.	:	
	:	**Re: D.I. 129, _____**
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ORDER PURSUANT TO 11 U.S.C. §§ 328(a), 504, AND 1103(a); FED. R. BANKR. P. 2014, 2016, AND 5002; AND DEL. BANKR. L.R. 2014-1 AUTHORIZING RETENTION AND EMPLOYMENT OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS DELAWARE CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC* TO NOVEMBER 12, 2013

Upon the application (the "Application")[2] of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (the "Debtors") for entry of an order authorizing the retention and employment of Morris, Nichols, Arsht & Tunnell LLP ("Morris Nichols") as Delaware co-counsel to the Committee, *nunc pro tunc* to November 12, 2013, pursuant to sections 328(a), 504, and 1103(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Rules 2014, 2016, and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"); and upon the Declaration of Gregory W. Werkheiser (the "Werkheiser Declaration") attached as **Exhibit A** to the Application; and the Court having

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[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)m 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.

[2] Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A) and pursuant to the Court's exclusive jurisdiction regarding this matter as granted by 28 U.S.C. § 1334(e)(2); and due and adequate notice of the Application having been given; and this Court having determined that the relief requested in the Application is just and proper; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.

2. Pursuant to sections 328(a), 504, and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized to retain and employ Morris Nichols as its Delaware co-counsel in these chapter 11 cases, effective as of November 12, 2013, on the terms set forth in the Application and the Werkheiser Declaration.

3. Morris Nichols shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, applicable Local Rules, and any other such procedures as may be fixed by order of this Court.

4. Morris Nichols shall take all reasonable steps to avoid unnecessary duplication of the efforts of other professionals retained in these cases.

5. The Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: _____, 2013
Wilmington, Delaware

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THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE