

Exhibit A

(Proposed Claim Deadline Order)

**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.*,¹ : Case No. 13-12878 (PJW)

:

: (Jointly Administered)

Debtors. :

: **Re: Docket No. ____**

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**ORDER GRANTING MOTION OF
DEBTORS AND DEBTORS IN POSSESSION FOR AN ORDER
ESTABLISHING EXTENDED DEADLINE FOR FILING PROOFS OF CLAIM**

This matter coming before the Court on the *Motion of Debtors and Debtors in Possession for Entry of an Order Establishing Extended Deadlines for Filing Proofs of Claim* (the “Motion”);² and the Court having found that: (i) the Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (iv) notice of the Motion was sufficient under the circumstances; and after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; and good and sufficient cause having been shown;

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 201 California Street, 14th Floor, San Francisco, California 94111.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Any objections or other responses to the Motion not withdrawn or settled are hereby overruled in their entirety.
3. May 12, 2014 at 5:00 p.m. (prevailing Eastern Time) shall be the deadline (the “Extended Deadline”) for the Affected Creditors listed in Exhibit 1 hereto, to file a proof of claim against the appropriate Debtor.
4. For the avoidance of doubt, all parties and entities that are not Affected Creditors shall be bound by the *Order Granting Motion of Debtors and Debtors in Possession for an Order Establishing Deadlines for Filing Proofs of Claim and Section 503(b)(9) Claim requests and Approving the Form and Manner of Notice Thereof* [Docket No. 270] (the “Bar Date Order”) and the Claim Deadlines (as defined in the Bar Date Order) established therein.
5. Except as otherwise provided herein, each Affected Creditor that asserts a claim against any of the Debtors that arose prior to November 4, 2013, including any such claims that may have been preserved in any written agreement with the Debtors or in any pleading filed with this Court, shall do so by filing an original proof of claim so that the Velti Claims Processing Center receives such proof of claim on or before the Extended Deadline.
6. The following procedures for filing proofs of claims are hereby approved and adopted in these cases for the Affected Creditors:
 - (a) Proofs of claim must substantially conform to Official Bankruptcy Form No. 10 (“Official Form 10”);³

³ Official Form 10 can be found at <http://www.uscourts.gov/bkforms/index.html>, the Official Website for the United States Bankruptcy Court.

- (b) Proofs of claim must be received on or before the Extended Deadline by the Claims Agent, at (the “Velti Claims Processing Center”):

By regular US Mail:

BMC Group, Inc.
Attn: Velti Inc. Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

By messenger or overnight delivery:

BMC Group, Inc.
Attn: Velti Inc. Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

- (c) The Debtors and the Claims Agent shall not be required to accept a proof of claim sent by facsimile, telecopy, or electronic mail transmission;
- (d) Proofs of claim will be deemed timely filed only if actually received by the Velti Claims Processing Center on or before the Extended Deadline;
- (e) Proofs of claim must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation or, if voluminous, a summary or explanation as to why documentation is not available and identify where such supporting documentation may be obtained; (iii) be in the English language; and (iv) be denominated in United States currency;
- (f) Proofs of claim must specify by name the Debtor against which the proof of claim is asserted; and if the Affected Creditor asserts a claim against more than one Debtor, a separate proof of claim must be filed against each Debtor; and
- (g) An Affected Creditor that files a proof of claim by mail and wishes to receive a date-stamped copy by return mail shall include an additional copy of the proof of claim and a self-addressed postage-paid envelope.

7. Any Affected Creditor who receives notice of the Extended Deadline (whether such notice was actually or constructively received) and is required, but fails, to file a Proof of Claim in accordance with this Order on or before the Extended Deadline shall not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases or participate in any

distribution from the Debtors on account of such claim or receive further notices regarding such claim; provided, however, that a claimant shall be able to vote upon, and receive distributions under, any plan of reorganization or liquidation in this case to the extent, and in such amount, as any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such claimant.

8. The Extended Deadline Notice is approved in all respects. The Extended Deadline Notice will be served not later than April 11, 2014. Prior to mailing the Extended Deadline Notice, the Debtors and Claims Agent may fill in, or cause to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other, non-material changes as the Debtors deem necessary or appropriate.

9. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors shall serve the Extended Deadline Notice, a form proof of claim by first-class mail on:

- (a) the US Trustee;
- (b) counsel to the Committee; and
- (c) the Affected Creditors.

10. If the Debtors amend or supplement the Schedules subsequent to the date hereof, and if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and the Affected Claimant has not filed a proof of claim, the Affected Claimant may file a proof of claim on the later of (i) the Extended Deadline or (ii) the first business day following thirty (30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009(a). In the case of any amendment to the Schedules after the Extended Deadline where the Affected Claimant did not file a proof of claim prior to the

applicable Extended Deadline, such Affected Claimant may only file a proof of claim to the extent such proof of claim does not exceed the amount scheduled for such claim prior to such amendment. Further, Affected Creditors are not entitled to a further extension of the Extended Deadline if an amendment to the Schedules increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

11. If the Debtors determine after the mailing date of the Extended Deadline Notice that an additional party or parties should receive the Extended Deadline Notice, the date by which a proof of claim must be filed by such party or parties shall be the later of (i) the Extended Deadline or (ii) the first business day that is thirty (30) days from the mailing date of an amended notice of the Extended Deadline to such additional party or parties.

12. Notwithstanding the above, the last day for an Affected Creditor asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Extended Deadline or (ii) the first business day that is at least forty-five (45) calendar days after payment in full satisfaction of the order approving the avoidance and recovery of the transfer.

13. The Debtors and the Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary or appropriate to implement and effectuate the terms of this Order.

14. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Claim Deadlines (as defined in the Bar Date Order).

15. The Court shall retain jurisdiction with respect to this Order and any related proceedings.

Dated: April ____, 2014
Wilmington, Delaware

The Honorable Peter J. Walsh
United States Bankruptcy Judge

Exhibit 1

(List of Affected Creditors)

LIST OF AFFECTED CREDITORS:

1. State of Georgia, Department of Labor
2. Internal Revenue Service Center
3. Georgia Department of Revenue, Government Services Division
4. Vinay Prasad
5. Vasundhara Agarwal
6. Satish Dandu
7. Robert Mudry
8. Kirti Dalvi
9. Jonathan Hsu
10. Jesper Helt
11. Jason Hoffman
12. Craig Berlingo.