

EXHIBIT A

(Motion)

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

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| | X | |
| | : | |
| In re: | : | Chapter 11 |
| | : | |
| Velti Inc., <i>et al.</i> , ¹ | : | Case No. 13-12878 (PJW) |
| | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
| | : | Proposed Hearing Date: 4/10/2014 at 10:30 a.m. |
| | : | (EDT) |
| | X | Proposed Obj. Deadline: At the Hearing |

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

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their counsel, DLA Piper LLP (US), hereby move the Court (the “Motion”) pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for entry of an order establishing an extended deadline for filing proofs of claim and approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The Court has jurisdiction over these chapter 11 cases and this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

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.

Background

A. The Chapter 11 Case

2. On November 4, 2013 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses as debtors in possession. On November 12, 2013, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee of Unsecured Creditors (the “Committee”).

3. The Debtors are direct and indirect subsidiaries of Velti plc (together with its affiliates, the “Company”). As of the Petition Date, the Company operated through three separate divisions: Mobile Marketing Business Unit (“MMBU”), Performance Marketing and Advertising. The MMBU offered a business-to-business service that assisted enterprises in optimally engaging their end-user customers by utilizing MMBU’s technology through the mobile channel. The MMBU consisted largely of the Company’s acquisitions of debtor Air2Web, Inc. and non-debtor affiliate Mobile Interactive Group, Ltd., a company formed under the laws of England and Wales.

4. On the Petition Date, the Debtors filed a motion to approve, among other things, the procedures governing the competitive bidding process for the MMBU, including the related assets owned by the Debtors (collectively, the “Assets”), and the sale of the Assets pursuant to such procedures (the “Sale”). On December 20, 2013, the Court entered an order approving the Sale to an affiliate of the Debtors’ pre- and post-petition secured lenders (“GSO”). The Sale closed on January 3, 2014.

5. On March 6, 2014, the Debtors filed the *Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 295] (the “Plan”) and the *Disclosure Statement for the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No.

297] (the “Disclosure Statement”). A hearing to consider the adequacy of the Disclosure Statement is currently scheduled for April 10, 2014.

B. The Bar Date

6. By order entered December 2, 2013, the Court extended the period in which the Debtors were required to file their schedules of assets and liabilities and statements of financial affairs (collectively, the “Schedules”) up to and including December 13, 2013. On December 13, 2013, the Debtors timely filed the Schedules.

7. On February 7, 2014, this Court entered the *Order Granting Motion of Debtors and Debtors In Possession for an Order Establishing Deadlines for Filing Proofs of Claim and Sections 503(b)(9) Claim Requests and Approving the Form and Manner of Notice Thereof* [Docket No. 270] (the “Claims Bar Date Order”). By the Claims Bar Date Order, this Court established March 17, 2014 at 5:00 p.m. (prevailing Eastern Time) (the “Bar Date”) as the deadline for each person or entity other than Governmental Units (as such term is defined in section 101(27) of the Bankruptcy Code), to file a proof of claim against the appropriate Debtor.

8. On or before February 15, 2014, as directed by the Bankruptcy Court in the Claims Bar Date Order, BMC Group, Inc. (the “Claims Agent”) served the notice of the Bar Date and proofs of claim on all of the parties identified in Bankruptcy Rule 2002(a)(7), including, but not limited to, all creditors and other known holders of claims as of the Petition Date, including all persons or entities listed in the Schedules. The proof of claim forms served by the Claims Agent on the creditors listed in the Schedules included an indication of whether the creditor had a scheduled claim, and if so the amount and priority of that claim.

9. Recently, the Debtors were informed that the proof of claim forms served by the Claims Agent on 12 of the creditors listed on Schedule E of the Debtors’ Schedules (the

“Affected Creditors”) erroneously described the priority portion of some of the creditors’ claims. A list of the Affected Creditors is attached to the Order (defined below) as Exhibit 1. In several cases, the entire amount of the claims were listed as being entitled to priority even in cases where the amount was in excess of the statutory priority limit for such claims. As a consequence, the Debtors believe that the Affected Creditors may not have timely submitted proofs of claim.

Relief Requested

10. Pursuant to Bankruptcy Rule 3003(c), the Debtors request entry of an order, in substantially the form attached hereto as Exhibit A (the “Order”): (i) establishing May 12, 2014 (the “Extended Deadline”) as the deadline for the Affected Creditors (as such term is defined in section 101(27) of the Bankruptcy Code), to file proofs of claims based on prepetition claims against the Debtors; (ii) approving the proposed notices of the Extended Deadline in substantially the form attached hereto as Exhibit B (the “Extended Deadline Notice”); and (iii) approving the notice procedures proposed herein.

The Proposed Extended Deadline

11. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which claimants must file Proofs of Claim in a chapter 11 case. Moreover, Bankruptcy Rule 3003(c)(2) requires that any claimant who asserts a claim against any of the Debtors that arose prior to the Petition Date, and that is not scheduled or is scheduled as disputed, contingent, or unliquidated, must file a proof of claim. Unfortunately, some proofs of claims that were mailed did not match the amounts and priority listed in the filed Schedules, and thus claimants that received the erroneous proofs of claim forms may have not submitted proofs of claims prior to the Bar Date.

12. The Extended Deadline will enable the Affected Creditors to timely submit a proof of claim after learning of the correct amount and priority of their scheduled claims.

Further, the Extended Deadline will enable the Debtors to receive, process and complete their analysis of creditors' claims in a timely and efficient manner. The Debtors are proposing the Extended Deadline to prevent delays to confirmation of the Plan.

The Proposed Procedures for Filing Proofs of Claims

13. The Debtors propose the following procedures for filing Proofs of Claims:

- (a) On or before April 11, 2014, the Claims Agent will send the Extended Deadline Notice and a proof of claim form on each of the Affected Creditors;
- (b) The Affected Creditors, and only the Affected Creditors, will have until the Extended Deadline to submit a proof of claim or amended proof of claim to the Claims Agent.
- (c) Proofs of claim must substantially conform to Official Bankruptcy Form No. 10 ("Official Form 10");²
- (d) 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

- (e) The Debtors and the Claims Agent shall not be required to accept a proof of claim sent by facsimile, telecopy, or electronic mail transmission;
- (f) Proofs of claim will be deemed timely filed only if actually received by the Velti Claims Processing Center on or before the Extended Deadline;

² Official Form 10 can be found at <http://www.uscourts.gov/bkforms/index.html>, the Official Website for the United States Bankruptcy Court.

- (g) Proofs of claim must: (i) be signed by the Affected Creditor or, if the Affected Creditor 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;
- (h) 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
- (i) Any Affected Creditor that filed 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.

Consequences of an Affected Creditor's Failure to File a Proof of Claim

14. The Debtors request that an 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

Proposed Notice Procedures

15. Pursuant to Bankruptcy Rule 2002(a)(7) and to provide sufficient notice to the Affected Creditors of the Extended Deadline, the Debtors propose to mail the proposed Extended Deadline Notice, in substantially the form attached hereto as Exhibit B, to the following parties:

- (a) the U.S. Trustee;
- (b) counsel to the Committee; and

(c) the Affected Creditors.

16. The proposed Extended Deadline Notice will notify the Affected Creditors of the Extended Deadline and contains information regarding who must file a proof of claim, the procedure for filing a proof of claim, and the consequences of failing to timely file a proof of claim. The Debtors will send the Extended Deadline Notice to each Affected Creditor's last known address included in their books and records.

17. The mailing of the Extended Deadline Notice is "reasonably calculated under the circumstances to apprise" the Affected Creditors about the requirement to file a proof of claim by the Extended Deadline, and therefore constitutes adequate and sufficient notice. *See Mullane v. Central Hanover Bank & Trust Co.*, 339 U.S. 306, 314 (1950). Bankruptcy Rule 2002(a)(7) requires only twenty-one (21) days' notice and Bankruptcy Rule 2002(p)(2), which applies to foreign creditors, requires only thirty (30) days' notice. Because the Debtors' proposed notice procedures provide at least thirty (30) days' notice of the Extended Deadline, notice will be more than adequate.

Notice

18. Notice of this Motion has been provided to: (a) the US Trustee, (b) counsel to the Committee, (c) the United States Attorney's Office for the District of Delaware, (d) the Securities and Exchange Commission, (e) GSO, (f) those parties requesting notice pursuant to Bankruptcy Rule 2002; and (g) the Affected Creditors.

WHEREFORE, the Debtors respectfully request that the Court enter the Order substantially in the form attached hereto as Exhibit A: (a) granting the relief requested herein and (b) granting to the Debtors such other and further relief as the Court may deem proper.

Dated: April 7, 2014
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown
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-and-

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chun.jang@dlapiper.com

ATTORNEYS FOR DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

(Proposed Claim Deadline Order)

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

| | | |
|--|---|-------------------------|
| | X | |
| | : | |
| In re: | : | Chapter 11 |
| | : | |
| Velti Inc., <i>et al.</i> , ¹ | : | Case No. 13-12878 (PJW) |
| | : | |
| | : | (Jointly Administered) |
| | : | |
| Debtors. | : | |
| | : | Re: Docket No. ____ |

**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.

Exhibit B

(Claim Deadline Notice)

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

-----X
:
In re: : Chapter 11
:
Velti Inc., *et al.*,¹ : Case No. 13-12878 (PJW)
:
: (Jointly Administered)
Debtors. :
: **Re: Docket No. ____**
-----X

NOTICE OF EXTENDED DEADLINE FOR FILING PROOFS OF CLAIM

PLEASE TAKE NOTICE that on November 4, 2013 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on December 13, 2013, the Debtors filed their Schedules of Assets and Liabilities (the “Schedules”).

PLEASE TAKE FURTHER NOTICE that, on April 7, 2014, the Debtors filed the *Motion of Debtors and Debtors in Possession for Entry of an Order Establishing Extended Deadline for Filing Proofs of Claim* (the “Motion”).²

PLEASE TAKE FURTHER NOTICE that, on April 10, 2014, the Court, having jurisdiction over the Debtors’ chapter 11 cases, entered an order (the “Extended Deadline Order”): (i) establishing **May 12, 2014 at 5:00 p.m. (prevailing Eastern Time) (the “Extended Deadline”)** as the deadline for each Affected Creditor to file a proof of claim (“Proof of Claim”) against any of the Debtors for a claim that arose prior to the Petition Date.

AN AFFECTED CREDITOR SHOULD CONSULT AN ATTORNEY IF THE AFFECTED CREDITOR HAS ANY QUESTIONS, INCLUDING WHETHER TO FILE A PROOF OF CLAIM.

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.

If you have any questions with respect to this notice (the “Extended Deadline Notice”), you may contact the Debtors’ claims agent, BMC Group, Inc. (“BMC”), by telephone at (888) 909-0100 or by email to BMC-Velti@bmcgroup.com.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim if you have a claim that arose prior to the Petition Date, and it is not a claim described in Section 2 below. Acts or omissions of the Debtors that arose prior to the Petition Date may give rise to claims against the Debtors that must be filed by the Extended Deadline, notwithstanding that such claims may not have matured or become fixed or liquidated as of the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need **NOT** file a Proof of Claim if:

- (a) You have **already** properly filed a Proof of Claim against a Debtor with the Clerk of the United States Bankruptcy Court for the District of Delaware or BMC in a form substantially similar to Official Form 10;
- (b) Your claim is listed on a Debtor’s Schedule D, E, or F, and (i) the claim is **not** described as “disputed,” “contingent,” or “unliquidated,” (ii) you agree with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) you agree that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;³
- (c) Your claim has been allowed by order of the Court entered on or before the applicable Claim Deadline;
- (d) Your claim has been satisfied in full prior to the applicable Claim Deadline;
- (e) You are an officer, director, or employee with a claim for indemnification, contribution, or reimbursement; **provided, however,** that you must file a

³ Should the Debtors amend or supplement the Schedules subsequent to entry of the order establishing the Extended Deadline, the Debtors will give notice of any amendment or supplement to the holders of the claims affected thereby, and such holders shall, except as otherwise set forth herein, be afforded thirty (30) days from the date on which such notice is given to file Proofs of Claims in respect of their claims.

Proof of Claim if you wish to assert any other claims against any of the Debtors, unless another exception identified herein applies;

- (f) Your claim is allowable under sections 503(b) (other than a Section 503(b)(9) Claim) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- (g) You hold an interest in any Debtor based **exclusively** upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; **provided, however**, that if you wish to assert any claim (as opposed to ownership interest) against any of the Debtors that arises out of or relates to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the security or interest, you must file a Proof of Claim on or before the applicable Claim Deadline, unless another exception identified herein applies; or
- (h) You are a holder of a claim for which the Court has already fixed a specific deadline to file a Proof of Claim.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. CLAIMS ARISING UNDER EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you are a party to an executory contract or unexpired lease with a Debtor and assert a claim for amounts accrued and unpaid on the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Extended Deadline, unless an exception in Section 2 otherwise applies.

If in addition you hold a claim that arises from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) the Extended Deadline, or (ii) the date that is thirty (30) days following service of notice of the effective date of such rejection (unless the order authorizing such rejection provides otherwise).

4. WHEN AND WHERE TO FILE A PROOF OF CLAIM

All proofs of Claim must be filed so as to be received on or before the Extended Deadline at the following addresses (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

Proofs of Claims will be deemed timely filed only if actually received by the Velti Claims Processing Center on or before the Extended Deadline. If a Proof of Claim is filed by submission of a hard copy by mail, messenger or overnight courier, such Proof of Claim must be submitted with an original signature before the Extended Deadline. Proofs of Claims may not be delivered by facsimile, telecopy, or electronic mail transmission.

5. HOW TO FILE A PROOF OF CLAIM

Attached hereto is a copy of Official Form 10. Additional copies of Official Form 10 may be obtained at <http://www.uscourts.gov/bkforms> or <http://bmcbgroup.com/velti>.

If you wish to file a Proof of Claim, you must complete a claim form substantially in the form of Official Form 10. Your filed Proof of Claim must (i) be signed with an original signature by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in united States currency.

Any holder of a claim against more than one Debtor must file a separate Proof of Claim against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. The Debtors' names and case numbers are set forth above.

If you file a Proof of Claim and wish to receive a file-stamped receipt copy by return mail, you must include with your Proof of Claim an additional copy of your Proof of Claim and a self-addressed, postage-paid envelope.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed in the Schedules as the holder of a claim against the Debtors.

Interested parties may examine copies of the Schedules at <http://bmcgroup.com/velti> or on the Court's electronic docket at <http://ecf.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://pacer.psc.uscourts.gov>).

If you rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Schedules, and if you do not dispute that your claim is only against the Debtor specified, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Extended Deadline in accordance with the procedures set forth in this Extended Deadline Notice.

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 you have not filed a Proof of Claim, you may file a Proof of Claim on the later of (i) the applicable 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 Extended Deadline where you did not file a Proof of Claim prior to the Extended Deadline, you 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, you are not entitled to an extension of the Extended Deadline with respect to a claim scheduled as undisputed, liquidated and non-contingent if an amendment to the Schedules increases the scheduled amount of your claim.

7. EFFECT OF SUBSEQUENT NOTICE

If the Debtors determine after the mailing date of this Extended Deadline Notice that an additional party or parties should appropriately 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 to such additional party or parties.

Notwithstanding the above, the last day for any entity 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.

Dated: _____, 2014
Wilmington, Delaware

Respectfully submitted,

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