

**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> , <sup>1</sup> | : | Case No. 13-12878 (PJW)          |
|  | : |                                  |
|  | : | (Jointly Administered)           |
| Debtors.                                 | : |                                  |
|  | : | Re: Dkt. No. 127, 224, 247 & 341 |

**CERTIFICATION OF COUNSEL  
REGARDING AGREED ORDER AUTHORIZING  
THE DEBTORS TO RETAIN CRAIG BOUCHER AND DELOITTE  
FINANCIAL ADVISORY SERVICES LLP NUNC PRO TUNC TO DECEMBER 3, 2013**

The undersigned hereby certifies as follows:

1. On December 3, 2013, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Application of Debtors and Debtors in Possession Pursuant to Sections 327(a) and 330(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1 for an Order Authorizing Them to Retain and Employ Deloitte Financial Advisory Services LLP as Financial Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 127] (the “Application”). On January 17, 2014, the Debtor filed a supplemental declaration made by Mr. Boucher in support of the Application [Docket No. 247]. On April 7, 2014, the Debtor filed a second supplemental declaration made by Mr. Boucher in support of the Application [Docket No. 341].

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<sup>1</sup> 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 Spear Tower, 1 Market Street Suite 1400, San Francisco, California 94105.

2. On January 7, 2014, the Office of the United States Trustee (the “Trustee”) filed the *Objection of the United States Trustee to the Application of Debtors and Debtors in Possession Pursuant to Sections 327(a) and 330(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1 for an Order Authorizing Them to Retain and Employ Deloitte Financial Advisory Services LLP as Financial Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 224] (the “Objection”).

3. Following the filing of the Objection, the Debtors, the U.S. Trustee and Deloitte Financial Advisory Services LLP entered into negotiations regarding the Application and the Objection. The proposed agreed order attached hereto as Exhibit A (the “Proposed Agreed Order”) is the product of those negotiations, and it resolves the U.S. Trustee’s Objection. No other answer, objection or responsive pleading has been filed with respect to the Application. The Debtors’ counsel sent the Committee’s counsel a copy of the Proposed Agreed Order, and the Committee has no objection to the Proposed Agreed Order.

4. For the convenience of the Court, a blackline comparing the Proposed Agreed Order to the form of order included with the Application is attached hereto as Exhibit B.

*[remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Agreed

Order at its earliest convenience.

Dated: April 4, 2014  
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown  
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ATTORNEYS FOR DEBTORS AND DEBTORS IN  
POSSESSION