

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

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In re:	:	Chapter 11
	:	
Velti Inc., <i>et al.</i> , ¹	:	Case No. 13-12878 (PJW)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	Hearing Date: 5/29/14 at 9:30 a.m. (EDT)
-----X	:	Objection Deadline: 5/22/14 at 4:00 p.m. (EDT)

**NOTICE OF APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION
PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE BANKRUPTCY CODE FOR
AN ORDER AUTHORIZING THEM TO ENTER INTO CONSULTING AGREEMENT
WITH SALLY J. RAU NUNC PRO TUNC TO APRIL 1, 2014**

PLEASE TAKE NOTICE that, on April 28, 2014, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Application of Debtors and Debtors In Possession Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing them to Enter Into Consulting Agreement with Sally J. Rau Nunc Pro Tunc to April 1, 2014* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), a copy of which is attached hereto.

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Debtors on or before **May 22, 2014 at 4:00 p.m. (Eastern Daylight Time)**.

PLEASE TAKE FURTHER NOTICE that if a response is timely filed, served and received, you or your attorney must attend the hearing on the Motion scheduled to be held before The Honorable Peter J. Walsh at the Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **May 29, 2014 at 9:30 a.m. (Eastern Daylight Time)**.

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 Spear Tower, 1 Market Street Suite 1400, San Francisco, California 94105.

IF NO REPONSES TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 28, 2014
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown
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-and-

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ATTORNEYS FOR DEBTORS AND DEBTORS IN
POSSESSION