

Exhibit B

(Proposed Order)

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

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

**ORDER GRANTING 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**

This matter coming before the Court upon 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 the Petition Date* (the “Amended Application”),² filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”); the Court having reviewed the Application and the Rau Declaration, and having scheduled a hearing before the Court (the “Hearing”); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b), (iii) venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (iv) notice of this Application and the Hearing was

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 not otherwise defined herein shall have the meanings ascribed to them in the Application.

appropriate under the circumstances and due and proper notice of the Application having been given under the circumstances; and the Court being satisfied based on the representations made in the Application and in the Rau Declaration that Ms. Rau does not represent an interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged, and that its employment is necessary and would be in the best interests of the Debtors' estates, and after due deliberation and sufficient cause appearing therefor,

NOW, THEREFORE, THE COURT ORDERS THAT:

1. The Motion is GRANTED as modified herein.
2. The Debtors are authorized, *nunc pro tunc* to April 1, 2014, to employ and retain Ms. Rau on the terms set forth in the Agreement and the Application, subject to the following terms, which apply notwithstanding anything in the Application or any exhibit(s) related thereto to the contrary.
3. All compensation and reimbursement due to, and other rights of, Ms. Rau under the Agreement shall be treated and allowed as administrative expenses in accordance with section 503 of the Bankruptcy Code and shall be paid in accordance with the Agreement.
4. Ms. Rau shall not act in any other capacity (for example, and without limitation, as a claims agent/claims administrator or investor/acquirer) in connection with the above-captioned cases. However, Ms. Rau shall continue to serve as a director of the Debtors.
5. The terms of this Order shall be immediately effective and enforceable upon its entry.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____, 2014
Wilmington, Delaware

The Honorable Peter J. Walsh
United States Bankruptcy Judge