

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

	X	
	:	
In re:	:	Chapter 11
	:	
Velti Inc., <i>et al.</i> , <sup>1</sup>	:	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)

**THE DEBTORS' FIRST OMNIBUS  
(NON-SUBSTANTIVE) OBJECTION TO CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their counsel, DLA Piper LLP (US), hereby file this objection (the “First Omnibus Objection”) to certain claims asserted against the Debtors. Pursuant to this First Omnibus Objection, the Debtors request that the Court enter an order disallowing certain claims (each a “Claim” and, collectively, the “Claims”) pursuant to section 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support of this First Omnibus Objection, the Debtors respectfully represent as follows:

---

<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 201 California Street, 14<sup>th</sup> Floor, San Francisco, California 94111.

### **Jurisdiction**

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is section 502 of the Bankruptcy Code.

### **Background**

#### **A. The Chapter 11 Cases**

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. On November 12, 2013, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee of Unsecured Creditors (the “Committee”) in these chapter 11 cases.

3. The Debtors are direct and indirect subsidiaries of Velti plc (“PLC” and together with its affiliates, the “Company”), which is incorporated under the laws of Jersey, Channel Islands and traded on the NASDAQ. The Company is a leading global provider of mobile marketing and advertising technology that enables brands, advertising agencies, mobile operators and media companies to implement highly targeted, interactive and measurable campaigns by communicating with and engaging consumers via their mobile devices. The Company operates through three separate business units, Mobile Marketing (“MMBU”), Performance Marketing and Advertising.

4. Velti, A2W and certain affiliates are parties or guarantors to a Credit Agreement dated as of August 10, 2012 (the “Credit Agreement”) with HSBC Bank USA, National Association, as Administrative Agent (“HSBC”). As of the Petition Date, the amount outstanding under the Credit Agreement was approximately \$57.5 million, exclusive of outstanding interest. Before the Petition Date the Company defaulted under the terms of the

Credit Agreement. In response, the Company explored a number of strategic alternatives which ultimately led to a series of transactions that began on November 1, 2013, when the debt outstanding under the Credit Agreement was purchased by GSO Credit-A Partners LP, GSO Palmetto Opportunistic Investment Partners LP and GSO Coastline Partners LP (together, “GSO”), which are owned by GSO Capital Partners, the credit division of Blackstone.

5. On the Petition Date, the Debtors filed a motion to approve, among other things, the procedures governing the competitive bidding process for the sale of the MMBU and 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 of the Assets to GSO. The Sale closed on January 3, 2014.

6. On March 6, 2014, the Debtors filed the *Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 295] (as amended from time to time, the “Plan”) and the *Disclosure Statement for the Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 297] (as amended from time to time, the “Disclosure Statement”). On April 10, 2014, the Court entered its *Order (I) Approving Disclosure Statement, (II) Approving Notice and Objection Deadline and Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Deadline and Procedures for Confirmation of the Proposed Plan* [Docket No. 356] (the “Disclosure Statement Order”). A hearing to consider confirmation of the Plan is set for May 29, 2014.

#### **B. The Debtors’ Schedules and the Bar Date**

7. 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.

8. 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. On April 10, 2014, this Court entered an order extending the Bar Date for nine creditors to May 12, 2014.

#### **Relief Requested**

9. By this First Omnibus Objection, the Debtors request that this Court enter an order pursuant to sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, disallowing the claims identified on Exhibit B for the reasons set forth below.

10. Attached hereto as Exhibit A is the declaration made by Craig M. Boucher (the “Boucher Declaration”), the bankruptcy administrative officer of the Debtors, in support of this First Omnibus Objection. Mr. Boucher, has personally reviewed the proofs of claim identified in this First Omnibus Objection, and the Boucher Declaration sets forth the reasons for each objection in further detail.

#### **Objections to Claims**

11. The Claims listed on Exhibit B have no basis in the Debtors’ books and records and there are not sufficient documents attached to the claims to support their status as priority claims. Though the Debtors have made a reasonable effort to research the claims listed on

Exhibit B and have conducted a thorough search of their books and records, the Debtors have not been able to find any basis to support the claims. Therefore, the Reorganized Debtors object to the Claims on Exhibit B and seek to have such Claims disallowed.

**Separate Contested Matters**

12. To the extent that a response is filed regarding any claim listed in this First Omnibus Objection and the Debtors are unable to resolve the response, each one of such claims, and the objection by the Debtors to each one of such claims asserted shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this First Omnibus Objection shall be deemed a separate order with respect to each claim.

**Compliance With Local Rule 3007-1**

13. To the best of the Debtors' knowledge and belief, this First Omnibus Objection and related Exhibits comply with Local Rule 3007-1. To the extent that this First Omnibus Objection does not comply in all respects with the requirements of Local Rule 3007-1, the Debtors believe that any such deviations are not material and respectfully request that any such requirement be waived.

**Notice**

14. This First Omnibus Objection, along with a notice of hearing, will be served on (i) the claimants listed on Exhibit B at the addresses set forth on the claimants' respective proofs of claim, (ii) the Office of the United States Trustee and (ii) those parties requesting notice in these cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no other or further notice need be given.

**WHEREFORE**, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as Exhibit C granting the relief requested herein, and ordering such other and further relief as is just and necessary.

Dated: April 28, 2014  
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown  
Stuart M. Brown (DE 4050)  
DLA PIPER LLP (US)  
1201 North Market Street, Suite 2100  
Wilmington, Delaware 19801  
Telephone: (302) 468-5700  
Facsimile: (302) 394-2341  
Email: stuart.brown@dlapiper.com

-and-

Richard A. Chesley (IL 6240877)  
Matthew M. Murphy (IL 6257958)  
Chun I. Jang (DE 4790)  
DLA PIPER LLP (US)  
203 N. LaSalle Street, Suite 1900  
Chicago, Illinois 60601  
Telephone: (312) 368-4000  
Facsimile: (312) 236-7516  
Email: richard.chesley@dlapiper.com  
matt.murphy@dlapiper.com  
chun.jang@dlapiper.com

ATTORNEYS FOR DEBTORS AND DEBTORS IN  
POSSESSION