

EXHIBIT C

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

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In re: : Chapter 11

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Velti Inc., *et al.*,¹ : Case No. 13-12878 (PJW)

:

: (Jointly Administered)

Debtors. :

: **Dkt. No. ___**

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**ORDER APPROVING THE DEBTORS’
FIRST OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CLAIMS**

Velti Inc. and certain of its affiliates (the “Debtors”), having filed *The Debtors First Omnibus (Non-Substantive) Objection to Claims* (the “First Omnibus Objection”)²; the Court having reviewed the First Omnibus Objection and any responses thereto; and the Court having found that (i) the Court has jurisdiction over this matter 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 First Omnibus Objection was sufficient under the circumstances, and after due deliberation the Court having determined that the relief requested in the First Omnibus Objection is in the best interests of the Debtors, Debtors’ bankruptcy estates and the Debtors 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 herein and not otherwise defined shall have the meanings given to them in the First Omnibus Objection.

IT IS HEREBY ORDERED THAT:

5. The relief requested in the First Omnibus Objection is APPROVED.
6. The claims listed on Exhibit 1 attached hereto are disallowed in their entirety.
7. This Order is without prejudice to the right of the Debtors or any other party-in-interest, including but not limited to any trust to be created pursuant to the Plan, to object to any of the claims affected hereby or any other claim on any ground whatsoever.
8. The Debtors, the Debtors' claims and noticing agent, BMC Group, Inc., and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

Dated: _____, 2014
Wilmington, Delaware

The Honorable Peter J. Walsh
United States Bankruptcy Judge

EXHIBIT 1**CLAIMS TO BE DISALLOWED**

Name of Claimant	Claim Number	Claim Amount to be Disallowed	Reason for Disallowance
Internal Revenue Service	53	\$500.00 (priority)	The claim asserted in this proof of claim asserts a priority claim against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
Internal Revenue Service	54	\$736.30 (administrative)	The claim asserted in this proof of claim asserts an administrative claim against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
Internal Revenue Service	55	\$1,000.00 (priority) and \$1,500.00 (general unsecured)	The claim asserted in this proof of claim asserts a priority and general unsecured claim against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
Internal Revenue Service	56	\$60,200.90 (priority) and \$500.00 (general unsecured)	The claim asserted in this proof of claim asserts a priority and general unsecured claim against the Debtors, upon a review of the

			Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
New York State, Department of Labor	16	\$0 (unliquidated and priority)	The claim asserted in this proof of claim asserts a priority claim in an unliquidated amount against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
New York State Department of Taxation and Finance	190	\$2,165.47 (priority) and \$500 (general unsecured)	The claim asserted in this proof of claim asserts both a priority and a general unsecured claim against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
NYC Department of Finance	41	103,468.75 (priority)	The claim asserted in this proof of claim asserts a priority claim in an unliquidated amount against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
State of California	158	\$57,220.90 (priority)	The claim asserted in this proof of claim asserts a priority claim against the Debtors,

			upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.
State of California	159	\$7,056.16 (priority)	The claim asserted in this proof of claim asserts a priority claim against the Debtors, upon a review of the Debtors' schedules, books and records and the proof of claim the Reorganized Debtors do not believe that any claim exists.