

**Exhibit B**  
**(Proposed Order)**

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

-----X  
 In re: : Chapter 11  
 :  
 Velti Inc., *et al.*,<sup>1</sup> : Case No. 13-12878 (PJW)  
 :  
 : (Jointly Administered)  
 Debtors. :  
 : Re: Dkt. No. \_\_\_\_  
 -----X

**ORDER GRANTING THE  
MOTION OF THE DEBTORS AND DEBTORS IN POSSESSION  
FOR ENTRY OF AN ORDER AUTHORIZING THE ASSUMPTION  
AND ASSIGNMENT OF THE COOPERATION AGREEMENT**

Upon the *Motion of the Debtors and Debtors In Possession for Entry of an Order Authorizing the Assumption and Assignment of the Cooperation Agreement* (the “Motion”),<sup>2</sup> seeking entry of an order pursuant to sections 105 and 365 of title 11 of the United States Code (the “Bankruptcy Code”) authorizing and approving the assumption and assignment of the Cooperation Agreement; and the Court having reviewed the Motion and having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

<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 DLA Piper LLP (US), Attn: Chun I. Jang, 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601.

<sup>2</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED.
2. Any objections to the entry of this Order or the relief granted herein and requested in the Motion that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are hereby denied and overruled on the merits with prejudice.
3. The Debtors are hereby authorized, in accordance with sections 105 and 365 of the Bankruptcy Code, to assume and assign the Cooperation Agreement to the Assignee.

Dated: \_\_\_\_\_, 2014  
Wilmington, Delaware

\_\_\_\_\_  
The Honorable Peter J. Walsh  
United States Bankruptcy Judge