

Exhibit A

(Proposed Order)

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

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| | -X | |
| | : | |
| In re: | : | Chapter 11 |
| | : | |
| Velti Inc., | : | Case No. 13-_____ (____) |
| | : | |
| Debtor. | : | |
| | : | |
| Employer's Tax Identification No.: | : | |
| 20-3774475 | : | |

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| | X | |
| In re: | : | Chapter 11 |
| Air2Web, Inc., | : | Case No. 13-_____ (___) |
| Debtor. | : | |
| Employer's Tax Identification No.: | : | |
| 58-2485572 | : | |

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| In re: | : Chapter 11 |
| Air2Web Interactive, Inc., | : Case No. 13-_____ (____) |
| Debtor. | : |
| Employer's Tax Identification No.: | : |
| 42-1572364 | : |

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| In re: | : Chapter 11 |
| | : |
| Velti North America, Inc., | : Case No. 13-_____ (___) |
| | : |
| Debtor. | : |
| | : |
| Employer's Tax Identification No.: | : |
| 43-2058900 | : |
| | : |

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| -----X | : |
| In re: | : Chapter 11 |
| | : |
| Velti North America Holdings, Inc., | : Case No. 13-_____ (___) |
| | : |
| Debtor. | : |
| | : |
| Employer's Tax Identification No.: | : |
| 41-2243953 | : |
| | : |

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| In re: | : Chapter 11 |
| | : |
| Velti US Holdings, Inc., | : Case No. 13-_____ (___) |
| | : |
| Debtor. | : |
| | : |
| Employer's Tax Identification No.: | : |
| 26-4798299 | : |
| | : |

**ORDER GRANTING MOTION OF THE DEBTORS
AND DEBTORS IN POSSESSION FOR AN ORDER DIRECTING
THE JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

This matter coming before the Court on the *Motion of the Debtors and Debtors in Possession for an Order Directing the Joint Administration of Their Chapter 11 Cases* (the

“Motion”),¹ filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”); the Court having reviewed the Motion and the Ross Declaration; 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 Motion was sufficient under the circumstances; and the Court having determined that good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The above-captioned chapter 11 cases shall be jointly administered for procedural purposes only. The Clerk of the Court shall maintain one file and one docket for all of these jointly administered cases, which file and docket for each respective chapter 11 case shall be the file and docket for In re Velti Inc., Case No. 13-_____ (____).
3. Parties in interest are directed to use the Proposed Caption annexed hereto as Exhibit 1 when filing pleadings with the Court in the chapter 11 cases of the Debtors indicating that the pleading relates to the jointly administered chapter 11 cases of “In re Velti Inc., *et al.*” The consolidated caption set forth in Exhibit 1 satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.
4. A docket entry shall be made substantially as follows on the docket in the chapter 11 case of Air2Web, Inc., Air2Web Interactive, Inc., Velti North America, Inc., Velti North America Holdings, Inc. and Velti US Holdings, Inc.:

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the Chapter 11 Cases of Velti Inc., Air2Web, Inc., Air2Web Interactive, Inc., Velti North America, Inc., Velti North America Holdings, Inc. and Velti US Holdings, Inc. All further pleadings and other papers in this Chapter 11 Case shall be filed in, and all further docket entries shall be made in, Case No. 13-_____ (Velti Inc.).

5. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of the above captioned chapter 11 cases.

6. This Court shall retain jurisdiction over any and all matters arising from the interpretations or implementation of this Order.

Dated: _____, 2013
Wilmington, Delaware

United States Bankruptcy Judge

Exhibit 1

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

| | |
|---|-----------------------------|
| -----X | : |
| In re: | : Chapter 11 |
| | : |
| Velti, Inc., <i>et al.</i> , ¹ | : Case No. 13-_____ (_____) |
| | : |
| | : |
| Debtor. | : |
| | : |
| -----X | : |

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.