IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
Velti Inc., *et al.*,[1]	Case No. 13-12878 (PJW)
Debtors.	(Jointly Administered)
	Proposed Hearing Date: 5/29/2014 at 9:30 a.m. (EDT)
	Proposed Obj. Deadline: At the Hearing

MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR AN ORDER ESTABLISHING EXTENDED DEADLINE FOR VOTING ON PLAN

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), by and through their counsel, DLA Piper LLP (US), hereby move the Court pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for entry of an order extending the deadline for creditors and equity holders to vote on the Plan (defined below) to May 22, 2014 at 5:00 p.m. (EDT). In support of this motion, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The Court has jurisdiction over these chapter 11 cases and this matter under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

[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 DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Background

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. The Debtors continue to operate their businesses as debtors in possession. On November 12, 2013, the Office of the United States Trustee (the "U.S. Trustee") appointed the Committee of Unsecured Creditors (the "Committee").

3. On March 6, 2014, the Debtors filed the *Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (as revised and amended from time to time, the "Plan") and the *Disclosure Statement for the Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (as revised and amended from time to time, the "Disclosure Statement").

4. On April 10, 2014, the Court entered the *Order (I) Approving Disclosure Statement, (II) Approving Notice and Objection Deadline and Procedures for the Disclosur4e 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 "Solicitation Procedures Order").[2] By the Solicitation Procedures Order, this Court ordered that all creditors and equity holders of the Debtors entitled to vote on the Plan submit their Ballots to the Voting Agent agent by May 20, 2014 at 5:00 p.m. (EDT) (the "Voting Deadline").

5. GSO Capital Partners, GSO Credit-A Partners LP, GSO Palmetto Opportunistic Investment Partners LP, GSO Coastline Credit Partners L.P., GSO MMBU Acquisition LLC and each of their respective affiliates (together, "GSO") are both the Debtors' postpetition

[2] Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Solicitation Procedures Order.

lenders and pre-petition senior secured lenders. In such capacity GSO is the only creditor holding a Class 1 (Senior Secured Loan Claim) or a Class 3b (GSO Deficiency Claim). GSO submitted Ballots for both its Class 1 and Class 3b claims voting to accept the Plan, however, GSO's Ballots were not received by the Voting Agent until May 22, 2014, two days after the Voting Deadline. GSO's Ballots were dated as of the Voting Deadline and were received electronically by Debtors' counsel on May 21, 2014.

Relief Requested

6. Pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3003(c), the Debtors request entry of an order, in substantially the form attached hereto as Exhibit A (the "Order"): (i) establishing May 22, 2014 (the "Extended Deadline") as the deadline for the Debtors' creditors and equity holders to vote on the Plan; and (ii) finding that GSO's Ballots were timely submitted.

The Proposed Extended Deadline

7. Section 105(a) of the Bankruptcy Code provides, in relevant part, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Bankruptcy Rule 3017(c) provides that the Court "shall fix a time within which the holders of claims and interests may accept or reject the plan."

8. Here, eighty-four percent of the Debtors' creditors have already voted to accept the Plan, however, because GSO is the sole holder of Class 1 and Class 3b claims, the Plan cannot be accepted unless GSO's Ballots to accept the Plan are counted. If GSO's Ballots are not counted, the Debtors' will be forced to reschedule the Confirmation Hearing, which would result in a delay of the conclusion of these Chapter 11 Cases and significant administrative expenses. In order to avoid this result, the Court should extend the Voting Deadline and hold that GSO's Ballots were timely submitted.

9. Extending the Voting Deadline will not prejudice any party in interest, as the results of voting in any other classes will be impacted by GSO's votes.

Notice

10. Notice of this Motion has been provided to: (a) the US Trustee, (b) counsel to the Committee, (c) GSO, and (d) those parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, the Debtors respectfully request that the Court enter the Order substantially in the form attached hereto as Exhibit A: (a) granting the relief requested herein and (b) granting to the Debtors such other and further relief as the Court may deem proper.

Dated: May 27, 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