



**RESPONSE TO
REQUEST FOR PROPOSALS
FOR ADVERTISING SERVICES**

No. 362-12-0002

Submitted February 21, 2012 by



Table of Contents

Letter of Transmittal

Executive Summary

Part 1 - General Information

Part 2 - Proposal Process

Part 3 - Contractual Terms and Conditions

Part 4 - Required Information

Part 5 - HUB Subcontracting Plan

Part 6 - Advertising Agency Staffing Requirements

Part 7 - Scope of Services

Part 8 - Creative Response

Attachments

February 21, 2012

Ms. Angela Zgabay-Zgarba
Contracts Administrator
Texas Lottery Commission
611 East 6th Street
Austin, TX 78701

RE: LETTER OF TRANSMITTAL

Dear Ms. Zgabay-Zgarba:

LATINWORKS

LatinWorks Marketing, LLC is pleased to submit our proposal to the Texas Lottery Commission for Advertising Services as detailed in RFP # 362-12-0002. We are a full service agency based in Austin, Texas and have been honored to work on the Texas Lottery business since our 2008 acquisition of your previous ethnic market services agency, Cultura. We are equally honored and grateful to be given this opportunity to make a case for the broader assignment as set forth in the RFP, a challenge we are uniquely qualified to undertake.

While our understanding of the ethnic consumer has been a core competency for us, leveraging this knowledge as we study the implications of a changing consumer population in Texas, gives us unmatched perspective into the total population of consumers. You may know that we are highly respected for our work in the Hispanic space, but what sets us apart from other agencies is that we are also recognized for our disciplined, strategic and creative approach to brand marketing among all other key consumer constituencies. Our agency's unique view of the marketplace, recognizing the dramatic changes taking place in the consumer landscape, and reflected in the work we do and the results we achieve for our clients, was recently validated by Advertising Age Magazine, naming our agency to its coveted A-List as one of the top ten agencies in the U.S.

We believe The Texas Lottery needs an agency partner with a unique set of characteristics that can help drive its strategy to a successful destination:

- An agency with an insightful point of view of Texas, its new consumer marketplace, and the influence that multiculturalism is having and will continue to have on it and its minority-majority status.
- An agency with senior personnel who are practitioners. Experienced people who have walked in the client's shoes and have an understanding of their challenges from the inside out.
- An agency that can think strategically and has the proven ability to consistently deliver a superior business-building creative product.
- An agency with a unique organizational structure and processes that foster creativity across all functional disciplines and that takes its responsibility for meeting and exceeding client expectations to a higher level.
- An agency with the commitment and know-how to search for insight in all the right places, and a willingness to roll up its sleeves and hit the streets to establish ongoing, meaningful communication with consumers.



LatinWorks is that agency partner as you will see in our response to this RFP. Our rigorous focus on identifying universal human truths on which to develop winning marketing strategies and globally recognized campaigns, positions us as the most qualified Proposer to provide the goods and services required by the Texas Lottery Commission. No other agency in Texas can claim a deeper understanding of this market and consumers of all backgrounds, or demonstrate a greater commitment to continually uncovering differentiating insights that unite and motivate all Texans to action.

As our proposal will demonstrate, our passion for consumer knowledge is at the root of significant investments we have made in proprietary research. This has propelled our agency to an unchallenged thought-leadership position within our industry with robust points of view on the direction our new marketplace is taking. From our vantage point we are witnessing a consumer evolution with profound implications to the world of marketing, stimulating us to constantly refine our offering to bring creative solutions to the challenges our clients are facing. Texas, as we note in the response to this RFP, is at the center of this new consumer universe, and we are fortunate to be here, at the leading edge of a massive wave of change that will redefine our landscape forever.

Furthermore, the skill set that our team is uniquely positioned to deliver, which allows us to effectively speak to and reach all consumers that make up the population of our great State, makes possible work that is broader in its application and stronger in its effectiveness without the need to add additional agencies or staffing to the mix. This versatility helps us achieve complete alignment behind initiatives and drive significant efficiencies, making it possible for us to deliver all of the required goods and services at a substantial reduction in overall cost to the Texas Lottery, while maintaining the highest quality standards.

When you further consider our investment in workflow technologies to streamline processes, this solidly positions LatinWorks as the best suited Advertising Services partner for the Texas Lottery Commission.

Please accept this Letter and the attached Proposal as our wholehearted commitment to the Texas Lottery Commission to deliver the goods and services specified in the RFP. LatinWorks has read, understands, and will comply with the Terms and Conditions as set forth in Part 3. Moreover, we have read, understand, and will comply with the items as detailed in Parts 1 and 2.

The accompanying Proposal is valid for one hundred eighty (180) days beginning February 22, 2012. Should you have any questions please feel free to contact Jaime Gonzalez-Mir at 512-479-4591 (mobile 646-823-5252) or j.gonzalez-mir@latinworks.com or me at 512-479-6200 or a.ruelas@latinworks.com.

Gratefully submitted,



Alejandro Ruelas
Managing Partner
LatinWorks Marketing, LLC

LATINWORKS



EXECUTIVE SUMMARY

Introduction

As one of the current agencies of the Texas Lottery Commission, we are proud of what we have accomplished together these past few years as your ethnic market advertising services contractor and are grateful for the opportunity to present our case for the broader assignment as detailed in the RFP. Our proposal lays out a compelling set of reasons that we feel demonstrate that LatinWorks is uniquely qualified and is the best suited agency-partner to help the Texas Lottery achieve its business objectives and fulfill its mission in the marketplace in the crucial next years.

We submit this proposal with a comprehensive understanding of the requested deliverables, complete acceptance of the stated terms and conditions, and assert that we are fully prepared to fulfill all **procedural, financial, staffing and creative** requirements established in this RFP and will provide all the requested goods and services as outlined in the same. Evidence of our capabilities and financial soundness are included in our proposal.

Capabilities

LatinWorks will demonstrate our strategic approach and processes in our response to the RFP, how we can apply our experience and tools to the Texas Lottery business in a greater capacity, and the results we have been able to achieve for other Clients. Further, operating as a full-service agency with multicultural and Total Market experience allows us to ensure complete alignment across departments, cutting the amount of hours required to perform all our responsibilities as detailed in the RFP, further driving significant cost efficiencies across the board.

Services we routinely offer include but are not limited to: Total Market branding; strategic planning; account management; media planning, buying and placement of television, radio, print, digital and OOH advertising; digital strategy and execution; translation services; event planning and activation; retail program development; creative development and production of television, radio, print, OOH/POS, digital banner ads, and other printed collateral material.

In part because of our current responsibilities for the Texas Lottery, we have a clear, well-developed understanding of the intricacies of your account, and the processes in place to manage the meticulous recording, reporting, accounting, billing and other business obligations that are required on a regular and timely basis as explained in the RFP. It is important to note that our internal infrastructure allows for the necessary customization and optimization or adoption of systems to address all of the administrative needs of the Texas Lottery business on an ongoing basis.

Strategic Alliances

To complement our capabilities as a full-service agency, we are pleased to have identified key agency-partners with which we are engaging and who are included in our HSP. To highlight a few:

- As the Texas Lottery looks to grow and expand its Digital presence as stated in the RFP, we are honored to be working with Springbox, Ltd., a recognized Texas-headquartered player in the Digital space. Details of our disciplined approach, skill and experience in Digital, Mobile



and Social Media, and specifically what we will bring to the Texas Lottery in these critical next few years for Digital, is included in our responses to Sections 7.1.2 and 8.2.

- While we will maintain strategic oversight of our integrated communications plans, of which Media is an integral component, Austin-based The Davis Group will be supporting our in-house Media team with Print and OOH responsibilities.

Effectively Understanding, Speaking to, and Reaching our Texas Audience

Understanding the realities of the marketplace is of paramount importance to the success of any marketing approach. As a minority-majority state, Texas has unique traits that must be closely analyzed and considered as plans are crafted. The prevalence and continued growth of multiculturalism and its impact on overall consumer behavior and mindsets is perhaps the most obvious one.

For us, **multicultural marketing** is inclusive of all groups regardless of race, ethnicity or language preference and **should open possibilities** to better connect with all consumers, not differentiate and divide groups based on their background. Our deep understanding of Texas, the trends influencing its minority-majority status, and of the attitudes and beliefs that drive us all as Texans, whether we are White Non-Hispanic, Hispanic, African-American or Asian, is reflected throughout our response to the RFP and in particular in our response to Section 4.1.1.

Further, our unique approach to the consumer, one founded on the application of archetypes to key consumer segments, can be especially useful for a brand like the Texas Lottery who must respect strict advertising sensitivities pertaining to unduly influencing any particular demographic. Our process, as covered in our responses to Sections 7.1.3, 8.1.1 and 8.1.4(a), builds on the thorough segmentation work the Lottery already does to bring further dimension to existing and potential lottery players in Texas. In doing so, we have also been able to identify particular market segments possessing the greatest potential to impact the Texas Lottery's business in the critical next few years.

LatinWorks' Proprietary Tools and Processes

In what remains a challenging economic environment for many, where we must compete for a portion of consumers' entertainment budget, the need to break through is of critical importance. Winning requires an engaging and insightful creative approach that flows from a sound strategic platform. This results from rigorous marketplace analysis of the brand, its assets, and its current audience as well as potential consumers. Our Total Market approach, and key proprietary market research, consumer segmentation and integrated planning tools such as our Integrated Communications Mapping (ICM) process, are detailed in our responses to Sections 4.1.1, 7.1.3, and 8.1.4(b).

You will see the practical application of our ICM in our response to the RFP's media and creative challenge in Section 8.1.4, where we will demonstrate our ability to deliver breakthrough creative and impactful integrated media solutions that ensure that Texans of all backgrounds, races and ethnicities are being effectively reached without unduly influencing any one group.

How We Work and What We Have Achieved for Other Clients

As with any successful account, achieving the Texas Lottery's marketing objectives depends greatly on the collaborative nature of the relationship between client and agency. Clear communication about the priorities of the business is essential. We have an established track record in these areas that not only has proven successful on the Texas Lottery business, but also is a trademark of our agency's work on all of our clients' accounts. You will find examples of this throughout our proposal and in particular, in our response to Section 8.2.

Why LatinWorks?

This is a question that our response to the RFP will clearly answer. Nonetheless, given our specialized past ethnic market role on your business, we feel that it is important we call out a few key points that will reveal themselves throughout our proposal:

Our Multicultural Roots

We were originally created to be an agency that filled a void in the multicultural marketing space. It was a smart idea that time, and what eventually became the most comprehensive client portfolio in the space, fully validated. Over the past decade we had the opportunity to work on a number of important business categories that have given us invaluable experience. Retail, beverages, automotive, QSR, confectionary, home improvement, financial services, and of course State lottery, are a few of them.

Our People

Along the way we also grew our team to include some of the brightest and best-prepared minds in the industry. Our team is made up of people from various agency backgrounds, as well as people who have lived the client experience first-hand. They come from places like Dell, P&G, Reebok, and Anheuser-Busch, giving us significant insight into the issues clients face and arming us with the depth of understanding and perspective that allows us to better serve them.

Our History and Deep Understanding of "Multicultural"

As we experienced this growth a fascinating phenomenon also occurred: our marketplace began to undergo a dramatic evolution that stimulated us into evolving right along with it. "Multicultural" no longer means "ethnic". "Multicultural" means "Everyone - of all cultural backgrounds". This unique "Total Market" perspective was validated by the 2010 Census, and along with our differentiating insights and approach as detailed in our proposal, are the direct result of a restlessness that fuels our desire to uncover information about the dynamic new consumer landscape, especially in a multicultural State like Texas. We've invested significant time and financial resources in proprietary research, from a national perspective and including a deep-dive of Texas, and are applying the learnings to our clients' businesses—including the Texas Lottery's. More specifics about this groundbreaking effort are covered in our response to Section 7.1.3 of the RFP.

Our "Total Market" Work

Today our clients count on us to deliver big ideas, not just ethnic-specific insights. This kind of thinking is only possible when a broader understanding of the marketplace is at the core of the agency's work. As demonstrated in the case studies included in Section 8.2, our agency has successfully delivered Total Market campaigns for Chevrolet, Bud Light, and Kleenex, among



others. In fact, we have had the kind of success coveted by most agencies, as evidenced by our participation in the 2007 Super Bowl, where a spot we created for Bud Light was the highest rated commercial in that year's broadcast.

Creative Communication That Works

Finally, in our Creative Response to this RFP in Section 8.1.4, you will see our Total Market approach in action, embedded in our disciplined process, exhibited in all our communication, all working together to ensure that the message and the conceptual approach to communicating it, is effective, differentiating and breakthrough for **all markets**.

You will also see the richness of strategic Creative that our process yields as evidenced by the range of creative solutions we are presenting. Again, our Integrated Communications Mapping process [as described in our responses to Sections 4.1.1 and 8.1.4(b)] allowed us to identify the most relevant touchpoints based on our core audience, and guided us in developing the most solid, effective and efficient media recommendation for the Holiday Scratch-off campaign. We focused on building a marketing mix that would best allow our brand to surround consumers and engage them in a relevant dialogue in all media from TV and Radio, to OOH and Retail/POS, to Digital and Experiential.

Moving Forward

Ultimately, we believe that breaking through requires a versatile, yet finely tuned approach where assets are fully utilized and all strategic communication initiatives complement and build on each other. Areas that we believe may merit additional exploration include:

- New ways to be truly distinctive to help us carve a more solid position in the mind of the Texas Lottery consumer.
- Actively consider the potential contributions of the vast retailer network. They are the eyes and ears of the brand at the point of consideration and purchase, so tapping into their knowledge and expertise could be a valuable element to our formula for success.
- Untapped creative angles to grow the business while encouraging responsible play among our core audience.
- Possible initiatives to build consumer loyalty and generate incremental community trust. For example, the value of merchandising the fact that the Texas Lottery has contributed more than \$13 billion to The Foundation School Fund, and the fact that some Texas Lottery proceeds also benefit the Fund for Veterans' Assistance.

A Unique Opportunity at a Unique Time

The Texas Lottery opportunity is one that is of special interest to us. On a professional level, as one of the current agencies for the Texas Lottery, we have a thorough understanding of the intricacies of managing the requirements of your account. Not only has our internal infrastructure permitted us to comply with the administrative needs of your business, but our core Lottery team has also gained valuable experience in its understanding of the consumer motivations and behaviors associated with lottery products and in navigating the sensitivities to effectively, yet responsibly reach our audience.

On a human level, we are inspired by what we see as the primary reason that the Texas Lottery exists: *to help fund public education through the responsible marketing and sale of lottery products.* We believe that there is no better way to make a positive impact on people's lives than through the support of educational opportunities that foster growth and self-sufficiency among our State's population.

As previously stated, what you need to know about LatinWorks and our ability to deliver on our promises is contained in our response to this RFP. To reiterate a few important points:

Our Approach to the Texas Lottery Assignment Will Be Rooted in Four Key Guiding Principles

- 1. Practice Strategic Discipline** – Simply stated, we believe the Texas Lottery consumer must always be placed ahead of the strategy. We will work to diligently complement the Texas Lottery Commission's existing Research resources to acquire a platform of information about this consumer and use the resulting insights to drive the planning process.
- 2. Synergy Is Essential** – Texas became unquestionably multi-cultural when it achieved minority-majority status in 2005, and as noted in our response to this RFP, the trend will continue. Sub-groups and their attitudes have become increasingly linked; joined by a mindset grounded in being Texan first and everything else second. Therefore protecting the essence of the Texas Lottery brand and leveraging it to drive sales requires that communications synergy be a strategic imperative. Acknowledging the differences among consumers is important, but the focus must be on the similarities. By achieving a unified voice, the persuasive power of the brand will be maximized.
- 3. Know the Consumer Beyond the Numbers** – Understanding Texas consumers and their relationship to the brand requires more than data. We believe it is essential to get out to where consumers make their decisions. By stepping into their environment, we will get a closer and more truthful look at what influences their behavior.
- 4. It's All About the Future** – To communicate effectively with the Texas Lottery consumer, we must focus on where this market is heading, not on where it's coming from. By living up to the values of the Texas Lottery and respecting the intellectual capacity of our core audience, we will be able to deliver more intelligent, effective creative work.

As you evaluate the merits of our submission, please rest assured that LatinWorks is prepared to not only meet but exceed the expectations of the Texas Lottery Commission as set forth in the RFP. We are grateful for the opportunity and the consideration being given to our proposal and are confident that we are the best-suited agency-partner for the Texas Lottery. We welcome the opportunity to not only continue serving the needs of the Texas Lottery Commission as we have been successfully doing these past few years, but also taking on new responsibilities and doing so in a more efficient manner as we incorporate the full force of our agency resources and the fresh thinking our unique Total Market approach provides. In doing so, we are certain we will achieve impressive results for the Texas Lottery.



1 GENERAL INFORMATION

1.1 PURPOSE

- 1.1.1 The Texas Lottery Commission is issuing this Request for Proposals (RFP) to obtain proposals from qualified vendors to provide advertising services for the Texas Lottery with the objective of reaching the public to responsibly increase revenue and enhance awareness of Texas Lottery games.

We have read, understand, and will comply.

- 1.1.2 The Texas Lottery intends to award one contract for General and Ethnic Market Advertising Services. Proposers must demonstrate an understanding of Texas as a minority-majority state as well as the ability to effectively reach and speak to the general and ethnic markets.

We have read, understand, and will comply. Further, our response to Section 4.1 provides a thorough explanation of our knowledge of Texas and our ability to communicate with Texan consumers effectively and efficiently.

- 1.1.3 The Successful Proposer shall be required to perform services as specified in this RFP and shall fully understand the Texas Lottery's history and background, and support the Texas Lottery's vision, mission, core values and goals. Proposers are encouraged to review the agency's 2008-2011 Business Plan and 2011-2015 Strategic Plan, both of which may be found on the Texas Lottery's website at www.txlottery.org.

We have read, understand, and will comply.

- 1.1.4 In 2005, Texas became a minority-majority state. According to the 2010 Census, Texas had a minority population of 14.2 million, comprising 56.5 percent of its total population of 25.1 million. Because of this status, all Proposers must demonstrate the ability to communicate relevant and effective messages to all citizens of Texas. The Proposer's understanding of multi-cultural issues as it relates to the Texas Lottery's advertising will be an important factor in the evaluation process of this RFP.

We have read, understand, and will comply. Our experience and "total market" approach to Texas is detailed throughout this RFP and in particular in our responses to Parts 4 and 8.



- 1.1.5 The Successful Proposer must be able to perform the functions of a full-service advertising agency, including, but not limited to, branding, creative concepting, production, planning, buying and placement of, broadcast, digital, print and out-of-home advertising. Proposers that do not have the capabilities to perform the functions of a full service advertising agency individually are invited to join together with agencies to fulfill the requirements of this RFP. Additional services include, but are not limited to, promotional event planning, advertising related market research and translation services.

We have read, understand, and will comply.

1.2 OUR VISION AND MISSION

- 1.2.1 Vision – To be the preeminent Lottery and Charitable Bingo agency through innovative leadership.

We have read, understand, and will comply.

- 1.2.2 Mission – The Texas Lottery is committed to generating revenue for the State of Texas through the responsible management and sale of entertaining lottery products. The Texas Lottery will incorporate the highest standards of security and integrity, set and achieve challenging goals, provide quality customer service and utilize a TEAM approach.

We have read, understand, and will comply.

1.3 OUR CORE VALUES

- 1.3.1 Integrity and Responsibility — The Texas Lottery Commission works hard to maintain the public trust by protecting and ensuring the security of our lottery games, systems, drawings and operational facilities. We value and require ethical behavior by our employees, licensees and vendors. We promote the integrity of Charitable Bingo in Texas for the benefit of charitable organizations.

We have read, understand, and will comply.

- 1.3.2 Innovation — We strive to incorporate innovation into our products to provide the citizens of Texas with the best entertainment experience available through our products. We pursue the use of technology that enhances the services that we provide to our customers and reduces our operating expenses.

We have read, understand, and will comply.



- 1.3.3 Fiscal Accountability — We emphasize fiscal accountability by ensuring that all expenditures directly or indirectly generate revenue, enhance security, fulfill regulatory requirements, improve customer service and/or boost productivity. We recognize our responsibility in generating revenue for the State of Texas without unduly influencing players to participate in our games. We maximize benefits to charities through the continual examination and review of Charitable Bingo operations.

We have read, understand, and will comply.

- 1.3.4 Customer Responsiveness — The Texas Lottery Commission takes pride in providing exemplary service to the people of Texas through the courteous dissemination of clear and accurate information about our products, services and regulatory functions. We seek and respond to feedback expressed by our employees, retailers, licensees and the playing and non-playing public. We apply this feedback in the development of our products and in the services that we provide.

We have read, understand, and will comply.

- 1.3.5 Teamwork — We are committed to creating an environment of mutual respect where open, honest communication is our cornerstone. We embrace the diversity of our team and individual perspectives in working together to achieve our common goals.

We have read, understand, and will comply.

- 1.3.6 Excellence — We strive for excellence by taking a position of leadership on issues that impact the Texas Lottery Commission and achieve challenging goals by focusing on our core values.

We have read, understand, and will comply.

1.4 SCHEDULE OF EVENTS

The following time periods are set forth for informational and planning purposes only. The Texas Lottery reserves the right to change any of the time periods and will post all changes on the Electronic State Business Daily, <http://esbd.cpa.state.tx.us/> and/or the Texas Lottery website, <http://www.txlottery.org/> (Click on About Us, Doing Business with TLC, Procurement).



Date	Event
December 13, 2011 (4:00 p.m., CENTRAL TIME)	Issuance of RFP
January 10, 2012 (1:30 p.m., CENTRAL TIME)	Pre-Proposal Conference at Texas Lottery Headquarters
January 19, 2012 4:00 p.m., CENTRAL TIME) (Late Questions will not be answered)	Written Questions Due
February 2, 2012	Responses to Written Questions Issued
February 21, 2012 (4:00 p.m., CENTRAL TIME) (Late Proposals will not be considered)	Deadline for Proposals
March 19-30, 2012	Oral Presentations
on or before April 10, 2012 (or as soon as possible thereafter)	Announcement of Apparent Successful Proposer

We have read, understand, and will comply.

1.5 SUCCESSFUL PROPOSER'S / LOTTERY RELATIONSHIP

The Texas Lottery Commission is a part of the Executive Branch of Texas State Government. The Texas Lottery will not relinquish control over lottery operations. The Successful Proposer shall function under the supervision of the Texas Lottery. Its operations will be subject to the same scrutiny and oversight that would apply if all operations were performed by Texas Lottery employees. Accordingly, all operations must be conducted in adherence to applicable statutes and the highest ethical standards.

We have read, understand, and will comply.

1.6 PROCUREMENT AUTHORITY

This RFP and all activities leading toward the execution of a written contract pursuant to this RFP are being conducted in accordance with the State Lottery Act (Tex. Gov't Code ANN. § 466.001 et seq.), as amended; the Texas Lottery's administrative regulations (16 Tex. Admin. Code §401.101 et seq.); and other applicable laws of the State of Texas. All Proposers should read and be familiar with the State Lottery Act and 16 TAC §401.101.

We have read, understand, and will comply.



1.7 PROPOSALS SUBJECT TO TEXAS PUBLIC INFORMATION ACT

- 1.7.1 The Texas Lottery is subject to the Texas Public Information Act (Act) (Tex. Gov't Code ANN. Ch. 552). Proposals submitted to the Texas Lottery in response to this RFP are subject (in their entirety) to release by the Texas Lottery as public information. However, a Proposal, or specific parts thereof, may be shown by the Proposer to fall within one or more of the exceptions to disclosure provided in the Act, the State Lottery Act or other applicable law. Marking an entire Proposal as "confidential" or copyrighted is unacceptable. If a Proposer believes that parts of its Proposal are confidential under the Act, it should specify the confidential information by marking "Confidential" on each page or by each paragraph containing such information prior to submitting the Proposal to the Texas Lottery. In response to this Section, Proposers shall provide the Texas Lottery with specific and detailed reasons for each item marked "Confidential". Vague and general claims to confidentiality are not acceptable. This detail is necessary so that the Texas Lottery will have sufficient information to provide to the Attorney General of Texas, if a ruling regarding the confidentiality of such information is requested. The Texas Lottery will notify a Proposer if all or part of its Proposal is requested under the Act. Failure of a Proposer to respond to such notification may result in the release of all or part of the Proposal as public information. It is the Proposer's obligation to submit briefing to the Attorney General setting forth the basis upon which the requested information should remain confidential. The Attorney General may determine all or part of a Proposal to be public information even though parts of the Proposal were marked "Confidential" by the Proposer. Please also note that the Attorney General has previously ruled that the statutory exception in Section 552.104 of the Act (Exception: Information Related to Competition or Bidding) generally does not apply after a contract has been awarded.

We have read, understand, and will comply.

- 1.7.2 The Texas Lottery assumes no responsibility for asserting legal arguments to the Attorney General on behalf of Proposers.

We have read, understand, and will comply.

- 1.7.3 Proposers are advised to consult with their legal counsel concerning disclosure issues resulting from this procurement process and to take precautions to safeguard trade secrets and other proprietary information.

We have read, understand, and will comply.



1.8 MISUNDERSTANDING OR LACK OF INFORMATION

By submitting a Proposal, a Proposer covenants and agrees that it fully understands and will abide by the terms and conditions of the RFP and it will not make any claims for, or have any rights to, cancellation or relief without penalty because of any misunderstanding or lack of information. The Executive Director reserves the right to accept Proposals by waiving minor technicalities therein if the Executive Director, within his or her sole discretion, determines it to be in the best interests of the Texas Lottery. The decision of the Executive Director shall be conclusive, subject to protest under Section 2.18 of this RFP.

We have read, understand, and will comply.

1.9 REJECTION OF PROPOSALS AND CANCELLATION OF RFP

Issuance of this RFP and/or retention of Proposals do not constitute a commitment on the part of the Texas Lottery to award a Contract. The Texas Lottery maintains the right to reject any or all Proposals and to cancel this RFP if the Executive Director, in his or her sole discretion, considers it to be in the best interests of the Texas Lottery to do so.

We have read, understand, and will comply.

1.10 OWNERSHIP OF PROPOSALS

All materials submitted by a Proposer will become the property of the Texas Lottery and may be used as the Texas Lottery deems appropriate.

We have read, understand, and will comply.

1.11 INCURRED EXPENSES

The Texas Lottery accepts no obligations for costs incurred in preparing and submitting a Proposal. Proposals shall be submitted at the sole expense of the Proposer. All Proposals shall be prepared simply and economically, providing a straightforward, concise delineation of the Proposer's capabilities to satisfy the requirements of this RFP.

We have read, understand, and will comply.



1.12 PROPOSAL TENURE

All Proposals shall be valid for a period of one hundred and eighty (180) Days from the deadline for submitting Proposals.

We have read, understand, and will comply.

1.13 NO TEXAS LOTTERY OBLIGATIONS

The Texas Lottery reserves the right to select qualified Proposals to this RFP without discussion of the Proposals with Proposers. It is understood that all Proposals will become a part of the Texas Lottery's official procurement files after a Contract has been awarded or the procurement has been terminated, and will be available for public inspection except for portions that the Proposer has designated as proprietary and confidential (see Sections 552.110 and 552.305 of the Public Information Act and RFP Section 1.7 above).

We have read, understand, and will comply.

1.14 SUCCESSFUL PROPOSER'S OBLIGATIONS

The Successful Proposer shall always be responsible for the performance of any contractual obligations that may result from the award of a Contract based on this RFP and shall be liable for the non-performance of any or all Subcontractors.

We have read, understand, and will comply.

1.15 CAPTIONS

The captions to the Sections of this RFP are for convenience only and are not part of the RFP's substantive terms.

We have read, understand, and will comply.



1.16 SURVIVAL

Provisions of this RFP which of their nature and effect are necessary to enable the Lottery to function normally and to meet all of its obligations shall survive any termination of any Contract resulting from this RFP. These provisions include, but are not limited to, all of the warranties and representations and any provision that by its terms provides for applicability beyond the end of any Contract period.

We have read, understand, and will comply.

1.17 PARTS INCORPORATED

All attachments listed in the Table of Contents are incorporated into and expressly made a part of this RFP.

We have read, understand, and will comply.



2 PROPOSAL PROCESS

2.1 CONTACT PERSON

The sole point of contact for communications concerning this RFP will be Angela Zgabay-Zgarba, whose address and facsimile number are as follows:

Angela Zgabay-Zgarba
Contracts Administrator
Texas Lottery Commission
P. O. Box 16630
Austin, TX 78761-6630
Fax (512) 344-5444
contracts@lottery.state.tx.us

The Texas Lottery headquarters' physical address for deliveries is:

Angela Zgabay-Zgarba
Contracts Administration
Texas Lottery Commission
611 East 6th Street
Austin, TX 78701

We have read, understand, and will comply.

2.2 PROHIBITION AGAINST UNAUTHORIZED CONTACT

2.2.1 The Texas Lottery is committed to a procurement process that maintains the highest level of integrity. Accordingly, Proposers, as well as their agents, liaisons, advocates, lobbyists, "legislative consultants," representatives or others promoting their position, are limited to those communications authorized by and described in this RFP. Any attempt to influence any of the participants, whether that attempt is oral or written, formal or informal, direct or indirect, outside of this RFP process is strictly prohibited.

We have read, understand, and will comply.

2.2.2 Should allegations of improper contact be made prior to any Contract Award, the Executive Director may investigate those allegations and, in his sole discretion, disqualify a Proposer.

We have read, understand, and will comply.



2.3 PRE-PROPOSAL CONFERENCE

Prospective Proposers should plan to attend a pre-Proposal Conference to be held at the Texas Lottery headquarters (611 East 6th Street, Austin, Texas). See the Schedule of Events for the date and time. The pre-Proposal Conference will include an overview of the RFP and a presentation on the HUB Subcontracting Plan (HSP) requirements. A question and answer session will also take place regarding general, technical and HSP questions. Attendance at the pre-Proposal Conference is recommended, but not mandatory. video of the pre-Proposal Conference will be posted on the Texas Lottery website at www.txlottery.org. All prospective Proposers are highly encouraged to view the video.

We have read, understand, and will comply.

2.4 INQUIRIES

2.4.1 Written inquiries concerning this RFP will be accepted and responses posted on the Electronic State Business Daily, <http://esbd.cpa.state.tx.us/> and the Texas Lottery website, www.txlottery.org, according to the timetable established in the Schedule of Events. Inquiries received after the deadlines set in the Schedule of Events may be reviewed by the Texas Lottery, but will not be answered. Any addenda or amendments, whether made as a result of a prospective Proposer's written inquiries or otherwise, will be posted on the Electronic State Business Daily, and the Texas Lottery website. It is the responsibility of the Proposer to check these websites for any additional information regarding this RFP.

We have read, understand, and will comply.

2.4.2 Inquiries shall be submitted by email and/or facsimile by the inquiry submission deadline. If there is any discrepancy between the electronic version (e-mail) and the printed version (facsimile) of a document, the printed version will control. Emailed inquiries shall be emailed to:

contracts@lottery.state.tx.us

We have read, understand, and will comply.

2.4.3 A Proposer shall inquire in writing and should obtain clarification as to any ambiguity, conflict, discrepancy, exclusionary specification, omission or error in this RFP (collectively, "errors") prior to submitting a Proposal, but in no event shall be entitled to additional compensation, relief or time by reason of any error or its later correction. If a Proposer fails to obtain written clarification of any errors the Proposer shall submit a



Proposal at its own risk; and, if awarded a Contract, the Proposer shall be deemed to have waived any claim to contest the Texas Lottery's interpretation thereof.

We have read, understand, and will comply.

2.5 SUBMISSION OF PROPOSAL

- 2.5.1 Proposals must be delivered to Angela Zgabay-Zgarba at the address provided in Section 2.1 and received no later than the deadline established in the Schedule of Events. No exceptions will be made.

We have read, understand, and will comply.

- 2.5.2 The Proposer shall submit one (1) signed original and ten (10) copies of its Proposal. For Part 5 only, Proposers shall provide one (1) signed original and two (2) copies of all required HSP documentation. All Proposals submitted must be bound in a three-ring binder, organized and arranged to correspond directly with the numbered sections of this RFP, and all pages must be numbered. For Parts 1, 2, and 3 only, Proposers may provide a blanket acknowledgment and acceptance in lieu of a section-by-section response. For Parts 4, 6, 7 and 8 only, Proposers shall provide a section-by-section response to the RFP. For Part 5, Proposers shall follow the instructions for completing and submitting a HSP. If a Proposer is claiming any part(s) of its Proposal is confidential, the Proposer must provide a detailed response to Section 1.7. A Proposer may not amend a commitment to comply with a specific section of this RFP by a later reference back to that section.

We have read, understand, and will comply.

- 2.5.3 The Proposer's Commitment (Attachment A) must be signed by an officer or agent of the Proposer with authority to contractually bind the Proposer, and the attachment must be included with the original Proposal.

We have read, understand, and will comply. Please refer to Attachments tab, Attachment "A" for signed Proposer's Commitment letter.

- 2.5.4 Proposers are required to propose a complete solution to the Texas Lottery's requirements in their Proposal. Any items not specifically requested, but integral to the requested services, shall be included in the Proposal and identified in the appropriate sections thereof.

We have read, understand, and will comply.



- 2.5.5 Proposers responding to this RFP must fully and completely address all goods, services and other requirements as described by this RFP. Incomplete or partial Proposals will not be considered. A Proposer shall provide all information that the Proposer believes would be helpful to the Texas Lottery in evaluating the Proposer's ability to fulfill the RFP requirements.

We have read, understand, and will comply.

- 2.5.6 In addition to the printed Proposal, the Proposer must also submit one copy of the text portion of its Proposal, excluding the Cost Proposal, on a compact disk in a searchable PDF file. If there is any disparity between the contents of the printed Proposal and the contents of the Proposal contained in electronic format, the contents of the printed Proposal shall take precedence. The electronic or soft copy provided herein will not be accepted in lieu of the signed original and copies as required in Section 2.5.2.

We have read, understand, and will comply.

- 2.5.7 Proposals that have been copyrighted by any Proposer are unacceptable and may be rejected as non-responsive.

We have read, understand, and will comply.

2.6 RESPONSE FORMAT & CONTENTS

The Proposer must demonstrate its understanding of the requested goods and services and must address specifically, in writing, the Proposer's approach to providing each requirement in this RFP. Each Proposal must be organized in the manner described below:

- (a) Letter of Transmittal;
- (b) Executive Summary;
- (c) Section-by-section response to the RFP (see Section 2.5.2 above); and,
- (d) Sealed Cost Proposal (Attachment to original proposal only).

We have read, understand, and will comply.

2.7 LETTER OF TRANSMITTAL

- 2.7.1 Proposers must submit a Letter of Transmittal that identifies the entity submitting the Proposal and includes a commitment by that entity to provide the goods and services required by the Texas Lottery in this RFP. The Letter of Transmittal must state that the Proposal is valid for one hundred and eighty (180) Days from the Day after the deadline



for submitting Proposals. Any Proposal containing a term of less than one hundred and eighty (180) Days for acceptance shall be rejected. The Letter of Transmittal must be signed by a person(s) legally authorized to bind the Proposer to the representations in the Proposal. The Proposer should also indicate, in its Letter of Transmittal, why it believes it is the most qualified Proposer to provide the goods and services required by the Texas Lottery in this RFP.

We have read, understand, and will comply.

- 2.7.2 The Letter of Transmittal must include a statement of acceptance of the terms and conditions set forth in Part 3 of this RFP that will be included in any Contract resulting from this RFP. If the Proposer takes exception to any of the proposed terms and conditions, those exceptions must be noted in the Letter of Transmittal. The Proposer should realize, however, that failure to accept the terms and conditions specified in Part 3 of the RFP may result in disqualification of the Proposal.

We have read, understand, and will comply.

2.8 EXECUTIVE SUMMARY

- 2.8.1 Proposers must provide an executive summary of their Proposal (excluding cost information) that asserts that the Proposer is providing, in its Proposal, all the requirements of this RFP. If the Proposer is providing goods or services beyond those specifically requested, those goods or services must be identified. If the Proposer is offering goods or services that do not meet the specific requirements of this RFP, but in the opinion of the Proposer are equivalent or superior to those specifically requested, any such differences must be noted in the Executive Summary. The Proposer should realize, however, that failure to provide the goods and services specifically required may result in disqualification.

We have read, understand, and will comply.

- 2.8.2 The Proposer must demonstrate its understanding of the requested goods and services and must address specifically, in writing, the Proposer's approach to providing each requirement in this RFP.

We have read, understand, and will comply.

- 2.8.3 The Executive Summary must not exceed five (5) pages and should represent a full and concise summary of the contents of the Proposal.

We have read, understand, and will comply.



2.9 PROPOSER'S CONTRACTING AUTHORITY

The Proposer warrants and represents that the person named on the Proposer's Commitment (Attachment A) has the full right, power and authority to execute a Contract resulting from this RFP on behalf of the Proposer. Commitments must be unqualified, not limited, and fully commit the Proposer to provide the goods and services required under this RFP.

We have read, understand, and will comply.

2.10 PROPOSER'S COST PROPOSAL

2.10.1 The Proposer must state its pricing for all goods and services rendered during the course of the proposed Contract, including any and all costs involved that are to be paid or reimbursed by the Texas Lottery. The pricing for the required services is to be presented only in the format set forth in Attachment H of the RFP. Pricing information shall include all costs associated with providing the required goods and services and must be submitted in a separate, sealed envelope clearly marked as such, attached to the original Proposal only. No reimbursement is available to the Successful Proposer beyond the amount agreed to be paid for the goods and services provided. Pricing agreed to in any resulting Contract shall be firm and remain constant through the life of the Contract.

We have read, understand, and will comply.

2.10.2 The Proposer shall not disclose its Cost Proposal or other cost information in the body of the written Proposal. Including cost information in the written Proposal may be cause for disqualification.

We have read, understand, and will comply.

2.11 MULTIPLE PROPOSALS

The Proposer may submit only one Proposal. If a Proposer submits more than one Proposal, all Proposals from that Proposer may be rejected.

We have read, understand, and will comply.

2.12 JOINT PROPOSALS

The Successful Proposer shall exhibit a thorough understanding of Texas as a minority-majority state and demonstrate the ability to effectively reach and communicate with the general and ethnic markets. The Texas Lottery is not predisposed to any particular



solution or service delivery methodology, nor does the Texas Lottery intend to limit the creativity of interested parties in their efforts to best address the unique and specialized expertise required to successfully reach all Texans in ways that are relevant and meaningful. Two or more entities may collaborate to file a Proposal, but they must designate a single entity that will contract with the Texas Lottery and be responsible for the delivery of all goods, services and requirements set forth in the Proposal. All Proposals submitted shall completely define the responsibilities of the primary contractor and each participating Subcontractor(s).

We have read, understand, and will comply.

2.13 CHANGES, MODIFICATIONS AND CANCELLATION

The Texas Lottery reserves the right to make changes to and/or cancel this RFP and will post all changes and modifications, whether made as a result of a potential Proposer's written inquiries or otherwise, and cancellation notices on the Electronic State Business Daily and the Texas Lottery web site. It is the responsibility of the Proposer to check these web sites for any additional information regarding this RFP. If the Proposer fails to monitor the ESB and TLC web sites for any changes or modifications to the RFP, such failure will not relieve the Proposer of its obligation to fulfill the requirements as posted.

We have read, understand, and will comply.

2.14 UPDATES TO INFORMATION SUPPORTING A PROPOSAL

Following the submission of Proposals and prior to the signing of a Contract, the Proposer is under a continuing obligation to notify the Texas Lottery in writing of any updates or changes to information offered in support of its Proposal that might reasonably be expected to affect the Texas Lottery's consideration of the Proposal. Nothing in this Section shall be interpreted to permit the unilateral modification by a Proposer of its commitment to provide goods and services described in its Proposal as filed for the cost stated therein.

We have read, understand, and will comply.

2.15 ADDITIONAL INFORMATION

By submitting a Proposal, a Proposer grants the Executive Director the right to obtain any information from any lawful source regarding the past history, practices, conduct, ability and eligibility under the State Lottery Act of a Proposer to supply goods, services and to fulfill requirements under this RFP, and the past history, practices, conduct, ability and eligibility of any director, officer or key employee of a Proposer. By submitting a



Proposal, the Proposer generally releases from liability and waives all claims against any party providing information about the Proposer at the request of the Executive Director. Such information may be taken into consideration in evaluating Proposals.

We have read, understand, and will comply.

2.16 PROPOSAL EVALUATION AND CONTRACT AWARD

2.16.1 The Executive Director intends to conduct a fair, comprehensive and impartial evaluation of all Proposals received in response to this RFP using an evaluation committee. The evaluation committee will be selected by the Executive Director and may consist of Texas Lottery employees or outside individuals with expertise in particular areas. In addition, the Texas Lottery's General Counsel, other in-house legal counsel, and outside legal counsel may assist by advising the evaluation committee. Texas Lottery employees and consultants may also assist in the process as technical non-voting members of the evaluation committee.

We have read, understand, and will comply.

2.16.2 Each member of the evaluation committee will independently score each Proposal responsive to this RFP. Evaluation committee members may seek, obtain and consider the opinions of other committee members or subject matter experts (including Texas Lottery staff, staff from other Texas agencies and consultants retained by the Texas Lottery) when evaluating and independently scoring particular areas of the Proposals.

We have read, understand, and will comply.

2.16.3 The evaluation committee may request clarification of information or representations in a Proposal before completing the initial evaluation. Requests for clarification and responses to requests for clarification will be in writing and will become part of the evaluation record.

We have read, understand, and will comply.

2.16.4 The procurement process will be conducted in accordance with 16 Texas Administrative Code § 401.101.

We have read, understand, and will comply.



2.16.5 At a minimum, the factors to be considered by the evaluation committee in evaluating Proposals shall include:

- (i) the proposer's price to provide the goods or services;
- (ii) the probable quality of the offered goods or services;
- (iii) The agency's evaluation of the likelihood of the proposal to produce the desired outcome for the agency, considering, among other criteria:
 - (I) the quality of the proposer's past performance in contracting with the agency, with other state entities, or with private sector entities;
 - (II) the qualifications of the proposer's personnel;
 - (III) the experience of the proposer in providing the requested goods or services;
 - (IV) the financial status of the proposer; and
- (iv) whether the proposer performed the good faith effort required by the HUB subcontracting plan, when the agency has determined that subcontracting is probable.

A copy of the scoring matrix is included as Attachment G.

We have read, understand, and will comply.

2.16.6 A written notice of Contract Award will be sent to all Proposers immediately following execution of a written Contract.

We have read, understand, and will comply.

2.17 ORAL PRESENTATIONS

2.17.1 Proposers shall be required to make oral presentations to the evaluation committee. See the Schedule of Events for dates and times.

We have read, understand, and will comply.

2.17.2 Proposers invited for an oral presentation, shall make an oral presentation under the following guidelines:

- 30 minute set-up period
- One hour for the presentation
- 30 minute question and answer period
- 30 minute tear-down period



Proposers may be required, as part of the presentation, to respond to questions developed by the evaluation committee.

We have read, understand, and will comply.

2.17.3 The oral presentation must substantially represent material included in the original written Proposal, with emphasis placed on the creative response. Proposers will be provided with equal advance notice of oral presentation assignments and guidelines.

We have read, understand, and will comply.

2.17.4 In addition to members of the evaluation committee, Texas Lottery purchasing and contracts staff and legal counsel may be present during the oral presentations. Oral presentations will be held at the Texas Lottery Commission headquarters in Austin, Texas, and may be videotaped by the Texas Lottery.

We have read, understand, and will comply.

2.17.5 The Texas Lottery, in its sole discretion, reserves the right to conduct site visits prior to Contract Award.

We have read, understand, and will comply.

2.18 PROTEST PROCEDURE

Any protest shall be governed by Texas Government Code ANN. § 466.101 and 16 Tex. Admin. Code §§ 401.102-103.

We have read, understand, and will comply.



3 CONTRACTUAL TERMS AND CONDITIONS

3.1 INTRODUCTION

This part sets forth terms and conditions applicable to the procurement process as well as terms and conditions that will become part of any Contract executed pursuant to this RFP. The Texas Lottery reserves the right to incorporate additional provisions in any Contract in the best interest of the Texas Lottery.

We have read, understand, and will comply.

3.2 GOVERNING LAW

The procurement process, the award procedure, and any Contract resulting from this RFP shall be governed by, construed and interpreted in accordance with the applicable laws of the State of Texas. Any and all actions or suits brought by a Proposer or any related party regarding this RFP or any Contract resulting therefrom shall be brought in the state district court located in Austin, Travis County, Texas. By submitting a Proposal, a Proposer is deemed to waive the right to bring any action in any other court. This section is purely a venue provision and shall not be deemed a waiver of sovereign immunity.

We have read, understand, and will comply.

3.3 CONTRACT ELEMENTS

3.3.1 Any Contract between the Texas Lottery and the Successful Proposer will follow the general format specified by the Texas Lottery. The Texas Lottery reserves the right to negotiate provisions in addition to those stipulated in this RFP. The contents of this RFP, as modified by published addenda, and the Successful Proposer's Proposal will be incorporated into the Contract. In the event of any conflict or contradiction between or among these documents, the documents shall control in the following order of precedence: the written Contract, the RFP, and the Successful Proposer's Proposal. Specific exceptions to this general rule may be noted in the written Contract.

We have read, understand, and will comply.

3.3.2 The Texas Lottery has determined that subcontracting opportunities are probable under this RFP. Therefore, the Texas Lottery requires the submission of an HSP as a part of each Proposal, as discussed further in Part 5 of this RFP. The HSP, if accepted by the Texas Lottery, will become a provision of any Contract awarded as a result of this RFP.

We have read, understand, and will comply.



- 3.3.3 If any term or provision of this RFP or a Contract executed pursuant to this RFP is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the RFP or Contract shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

We have read, understand, and will comply.

3.4 AMENDMENTS

Any Contract resulting from this RFP may be amended only by a written agreement signed by both parties.

We have read, understand, and will comply.

3.5 WAIVER

The failure of the Texas Lottery to object to or to take affirmative action with respect to any conduct of the Successful Proposer which is in violation or breach of the terms of any Contract resulting from this RFP shall not be construed as a waiver of the violation or breach, or of any future violation or breach.

We have read, understand, and will comply.

3.6 CLARIFICATION OF LOTTERY'S INTENT

It is the responsibility of the Successful Proposer to address and resolve all questions with the Texas Lottery's designated staff members, and achieve a clear understanding of all Texas Lottery requirements during each stage of the Contract term. The Texas Lottery will use reasonable efforts to provide timely responses to questions of policy or procedure as they may affect the Successful Proposer's performance. Key Texas Lottery staff will be available to the Successful Proposer on a reasonable basis, but may not be available on State or national holidays, as defined in Section 662.003 of the Texas Government Code, or weekends. The Texas Lottery's normal office hours are from 8:00 a.m. to 5:00 p.m., Central Time, Monday through Friday of each week of the Contract term, except State holidays.

We have read, understand, and will comply.

3.7 LOTTERY'S FINANCIAL OBLIGATIONS

The financial obligations of the Texas Lottery under any Contract resulting from this RFP are payable solely out of the receipts of the Texas Lottery and are subject to statutory



restrictions and appropriations. Performance by the Texas Lottery under any Contract resulting from this RFP is subject to acts of the Texas Legislature. The Texas Lottery shall have no responsibility or liability for any damages, losses, financial obligations, breach of contract, or other claims in the event that performance by the Texas Lottery is compromised or terminated by acts or omissions of the Texas Legislature (e.g., if the Texas Lottery is discontinued or not funded by the Texas Legislature).

We have read, understand, and will comply.

3.8 RELATIONSHIP OF THE PARTIES

The Successful Proposer and the Texas Lottery agree and understand that the Successful Proposer shall render the goods, services and requirements under any resulting Contract as an independent contractor, and nothing contained in the Contract will be construed to create or imply a joint venture, partnership, employer/employee relationship, principal-agent relationship or any other relationship between the parties. Employees of the Successful Proposer will not be considered employees of the Texas Lottery within the meaning of any federal, state, or local law, ordinance, or regulation including, but not limited to, laws, ordinances, or regulations concerning unemployment insurance, social security benefits, workers compensation, or withholding requirements. The Successful Proposer shall be responsible for complying with any such laws, ordinances, or regulations, and shall indemnify and hold harmless the Texas Lottery from any costs or damages, including attorney's fees, sustained by the Texas Lottery resulting from the Successful Proposer's breach of its obligations under this section. The Texas Lottery will withhold indemnified losses from payments to the Successful Proposer, or, if no payments are made, the Texas Lottery will make demand of payment of indemnified losses. The Successful Proposer must make payment within thirty (30) Days of the Texas Lottery's demand.

We have read, understand, and will comply.

3.9 PAYMENT

- 3.9.1 All payments will be made in accordance with Texas Government Code ANN. ch. 2251 ("Payments for Goods and Services"). The Successful Proposer shall submit invoices in accordance with Section 7.15 and as prescribed by the Texas Lottery, noting the contract number, detailing services rendered and date of services. Payments will be made only upon the completion of services or after the delivery of goods authorized in an approved invoice. Invoices may be submitted by mail to the Texas Lottery Commission, P. O. Box 16630, Austin, Texas 78761-6630.

We have read, understand, and will comply.



- 3.9.2 Pursuant to Texas Government Code ANN. Section 2251.025, interest is not due on a payment until it becomes “overdue.” A payment is not “overdue” until the 31st day after the latter of: (1) the date the Texas Lottery receives the goods covered by the contract; (2) the date the performance of service under the contract is completed; or (3) the date the Texas Lottery receives an invoice for the goods or services. Tex. Gov’t Code ANN. Section 2251.021. Services are “completed” when accepted by the Texas Lottery.

We have read, understand, and will comply.

- 3.9.3 The Successful Proposer agrees that if the Texas Comptroller of Public Accounts is prohibited from issuing a warrant to the Successful Proposer under Section 403.055 of the Texas Government Code, any payments owed to the Successful Proposer under any Contract resulting from this RFP will be applied towards the debt or delinquent taxes that the Successful Proposer owes the State of Texas until the debt or delinquent taxes are paid in full.

We have read, understand, and will comply.

- 3.9.4 The Successful Proposer acknowledges that the State of Texas requires consistent, high quality performance during the entire term of any Contract resulting from this RFP and during any transition to an alternate or successor provider. The Successful Proposer agrees that to ensure such consistent high quality performance, and an orderly transition to a new vendor, the Texas Lottery may withhold the last two (2) payments due under any Contract resulting from this RFP (the “Hold Back”). Following the successful transition to a new vendor, the Texas Lottery shall release the Hold Back to the Successful Proposer. If the Successful Proposer delays the transition, the Texas Lottery shall be entitled to retain the Hold Back or such portion as the Executive Director deems equitable.

We have read, understand, and will comply.

3.10 ASSIGNMENTS

No right or obligation of the Successful Proposer under any Contract may be assigned by the Successful Proposer without the prior written approval of the Texas Lottery, and in the event of any such approval, the terms and conditions hereof shall apply to and bind the party or parties to whom the right or obligation is assigned as fully and completely as the Successful Proposer is hereunder bound and obligated. No assignment shall operate to release the Successful Proposer from its liability for the timely and effective performance of its obligations hereunder. Assignments made in violation of this provision shall be null and void.

We have read, understand, and will comply.



3.11 SUBCONTRACTING

3.11.1 The Successful Proposer is prohibited from subletting, conveying, assigning or otherwise disposing of all or any portion of any Contract resulting from this RFP, its rights, title, or interest therein, or its power to execute such agreement without the previous written approval of the Texas Lottery. If any part of any Contract between the Texas Lottery and the Successful Proposer is to be subcontracted, the Successful Proposer must obtain prior written approval from the Texas Lottery, and the Subcontractor must comply with all applicable requirements of the Texas Lottery. The Texas Lottery reserves the sole right to require the Successful Proposer to terminate any Subcontractor with or without cause.

We have read, understand, and will comply.

3.11.2 In the event the Texas Lottery approves of the use of any Subcontractor in performance of the Contract, the Successful Proposer is not relieved of its responsibility and obligation to meet all the requirements of this RFP.

We have read, understand, and will comply.

3.11.3 The Texas Lottery will incur no additional obligations and the obligations of the Successful Proposer will not be reduced as a result of any such subcontracts.

We have read, understand, and will comply.

3.11.4 The Successful Proposer agrees to indemnify and hold the Texas Lottery harmless from any of the claims or actions of its Subcontractors. The Texas Lottery will withhold indemnified losses from payments to the Successful Proposer, or, if no payments are made, the Texas Lottery will make demand of payment of indemnified losses. The Successful Proposer must make payment within thirty (30) Days of the Texas Lottery's demand.

We have read, understand, and will comply.

3.11.5 The Successful Proposer's obligation to pay Subcontractors is governed by Texas Government Code ANN. § 2251.022 ("Time for Payment by Vendor"), as it may be amended.

We have read, understand, and will comply.



3.12 LOTTERY APPROVAL OF STAFFING

3.12.1 The Successful Proposer shall not employ or contract with or permit the employment of unfit or unqualified persons or persons not skilled in the tasks assigned to them. The Successful Proposer shall at all times employ sufficient labor to carry out functions and services in the manner and time prescribed by any Contract awarded pursuant to this RFP. "Unfit" is defined as any person convicted of a felony, criminal fraud, gambling or gambling-related offense or a person convicted of a misdemeanor involving moral turpitude whose sentence, parole, mandatory supervision or probation ended less than ten (10) years ago. The Successful Proposer shall be responsible to the Texas Lottery for the acts and omissions of the Successful Proposer's employees, agents (including, but not limited to, lobbyists) and Subcontractors and the Successful Proposer shall enforce strict discipline among the Successful Proposer's employees, agents (including, but not limited to, lobbyists) and Subcontractors performing the services under the Contract.

We have read, understand, and will comply.

3.12.2 The Successful Proposer shall provide the Texas Lottery written notification and justification within three (3) Working Days of any personnel changes involving Proposer's personnel assigned to the Texas Lottery account.

We have read, understand, and will comply.

3.12.3 Notwithstanding anything herein to the contrary, any person employed by the Successful Proposer shall, at the written request of the Texas Lottery, and within the Texas Lottery's sole discretion, be removed forthwith by the Successful Proposer from work relating to the Contract.

We have read, understand, and will comply.

3.13 BACKGROUND INVESTIGATIONS

3.13.1 The Texas Lottery Commission may initiate investigations into the backgrounds of (a) the Successful Proposer; (b) any of the Successful Proposer's officers, directors, investors, owners, partners and other principals, as more particularly described in Texas Government Code ANN. § 466.155, (collectively, Successful Proposer Principals); (c) any of the Successful Proposer's employees; (d) any of the Successful Proposer's Subcontractors, or Subcontractors' officers, directors, investors, owners, partners, principals or employees (collectively, Subcontractor Personnel); or (e) any other associates of the Successful Proposer it deems appropriate. The Texas Lottery Commission may also request background information for a spouse, child, brother, sister or parent residing as a member of the same household in the principal place of residence of the Successful Proposer, any Successful Proposer Principals, or Successful Proposer



employees described above. Such background investigations may include fingerprint identification by the Texas Department of Public Safety, the Federal Bureau of Investigation, and any other law enforcement agency. The Texas Lottery may terminate any Contract resulting from this RFP based solely upon the results of these background investigations.

We have read, understand, and will comply.

- 3.13.2 The Successful Proposer agrees that, during the term of the Contract and any renewal thereof, it shall be obligated to provide such information about any Successful Proposer Principals, Successful Proposer employees, and Subcontractor Personnel as the Texas Lottery may prescribe. The Successful Proposer also agrees that the Texas Lottery may conduct background investigations of such persons.

We have read, understand, and will comply.

- 3.13.3 Upon notification by the Texas Lottery to the Successful Proposer that the Texas Lottery objects to an employee based on a background investigation, the Successful Proposer shall prevent that employee from working on the Texas Lottery account and shall deny that employee access to the Texas Lottery systems.

We have read, understand, and will comply.

3.14 COMPLIANCE

The Successful Proposer agrees to comply with all applicable laws, rules and regulations, including without limitation those involving non-discrimination on the basis of race, color, religion, national origin, age, sex and disability.

We have read, understand, and will comply.

3.15 TERM OF CONTRACT

- 3.15.1 Any Contract resulting from this RFP will commence on the Contract execution date and continue through August 31, 2016 subject to the termination provisions in this RFP and subject to the Texas Lottery being continued and funded by the Texas Legislature.

We have read, understand, and will comply.



3.15.2 The Texas Lottery reserves the right to extend any Contract resulting from this RFP, at its sole discretion, for up to two (2) additional two-year periods, at the Contract rate or rates as modified during the term of the Contract.

We have read, understand, and will comply.

3.15.3 At the end of the initial term or any renewal period, the Texas Lottery reserves the right to extend any Contract resulting from this RFP, at its sole discretion, for up to three (3) additional months, in one month intervals, at the Contract rate or rates as modified during the term of this Contract.

We have read, understand, and will comply.

3.15.4 At the end of the Contract term, or upon earlier termination under any provision of this Contract, the Successful Proposer shall, in good faith and with reasonable cooperation, aid in the transition to any new arrangement and provider, if requested by the Texas Lottery.

We have read, understand, and will comply.

3.16 TERMINATION AT WILL

The Texas Lottery, in its sole discretion, may terminate, in whole or in part, any Contract resulting from this RFP at will and without cause upon no less than thirty (30) Days' advance written notice. The Texas Lottery also may terminate any Contract immediately with written notice if the Executive Director, in his or her sole judgment, believes that the integrity or security of the Texas Lottery is in jeopardy and it is in the best interest of the Texas Lottery to do so. The Texas Lottery's right to terminate for convenience any Contract resulting from this RFP is cumulative of all rights and remedies which exist now or in the future.

We have read, understand, and will comply.

3.17 TERMINATION FOR CAUSE

The Texas Lottery reserves the right to terminate, in whole or in part, any Contract resulting from this RFP upon no less than five (5) Days' notice upon the following conditions:

- (a) A receiver, conservator, liquidator or trustee of the Successful Proposer, or of any of its property, is appointed by order or decree of any court or agency or supervisory authority having jurisdiction; or an order for relief is entered against



-
- (b) the Successful Proposer under the Federal Bankruptcy Code; or the Successful Proposer is adjudicated bankrupt or insolvent; or any portion of the property of the Successful Proposer is sequestered by court order and such order remains in effect for more than thirty (30) Days after such party obtains knowledge thereof; or a petition is filed against the Successful Proposer under any state, reorganization, arrangement, insolvency, readjustment of debt, dissolution, liquidation, or receivership law of any jurisdiction, whether now or hereafter in effect, and such petition is not dismissed within thirty (30) Days, or
 - (c) The Successful Proposer files a case under the Federal Bankruptcy Code or is seeking relief under any provision of any bankruptcy, reorganization, arrangement, insolvency, readjustment of debt, dissolution, receivership or liquidation law of any jurisdiction, whether now or hereafter in effect, or consents to the filing of any case or petition against it under any such law, or
 - (d) The Successful Proposer makes an assignment for the benefit of its creditors, or admits in writing its inability to pay its debts generally as they become due, or consents to the appointment of a receiver, trustee, or liquidator of the Successful Proposer or of all or any part of its property; or judgment for the payment of money in excess of \$50,000.00 (which is not covered by insurance) is rendered by any court or governmental body against the Successful Proposer, and the Successful Proposer does not discharge the same or provide for its discharge in accordance with its terms, or procure a stay of execution thereof within thirty (30) Days from the date of entry thereof, and within said 30-Day period or such longer period during which execution of such judgment shall have been stayed, appeal therefrom and cause the execution thereof to be stayed during such appeal while providing such reserves therefore as may be required under generally accepted accounting principles; or a writ or warrant of attachment or any similar process shall be issued by any court against all or any material portion of the property of the Successful Proposer, and such writ or warrant of attachment or any similar process is not released or bonded within thirty (30) Days after its entry, or
 - (e) A court of competent jurisdiction finds that the Successful Proposer has failed to adhere to any laws, ordinances, rules, regulations or orders of any public authority having jurisdiction, or
 - (f) The Successful Proposer fails to communicate with the Texas Lottery as required by the Contract, or
 - (g) The Successful Proposer fails to remove any person from work relating to the Contract upon written notice from the Texas Lottery, or
 - (h) The Successful Proposer breaches the RFP's standard of confidentiality with respect to this RFP or the goods or services provided thereunder, or



- (i) The Texas Lottery makes a written determination that the Successful Proposer has failed to substantially perform under the Contract and specifies the events resulting in the Texas Lottery's determination thereof, or
- (j) The Successful Proposer fails to comply with any of the terms, conditions or provisions of the Contract, in any manner whatsoever, or
- (k) The Successful Proposer engages in any conduct that results in a negative public impression including, but not limited to, creating even an appearance of impropriety with respect to the Texas Lottery, Texas Lottery games, the Successful Proposer, or the State of Texas.

We have read, understand, and will comply.

3.18 TERMINATION FOR IMPOSSIBILITY OF PERFORMANCE

The Texas Lottery reserves the right to terminate, in whole or in part, any Contract resulting from this RFP upon no less than five (5) Days' notice upon any of the following conditions:

- (a) The failure of the Texas Legislature to appropriate funds to the Texas Lottery for any Contract resulting from this RFP.
- (b) Any act or omission by the Texas Legislature which renders performance by the Texas Lottery impossible.

We have read, understand, and will comply.

3.19 TERMINATION WITHOUT PENALTY

Pursuant to Texas Government Code ANN. § 466.014(c), the Executive Director is permitted to terminate any Contract entered into as a result of this RFP, without penalty, if an investigation reveals that the Successful Proposer would not be eligible for a sales agent license under Texas Government Code ANN. § 466.155.

We have read, understand, and will comply.

3.20 NO LIABILITY UPON TERMINATION

If any Contract entered into as a result of this RFP is terminated for any reason, the Texas Lottery and the State of Texas shall not be liable to the Successful Proposer for any damages, losses, financial obligations, breach of contract, or any other claims or amounts



arising from or related to any such termination. However, the Successful Proposer may be entitled to the remedies provided in Gov't Code, Chapter 2260.

We have read, understand, and will comply.

3.21 WARRANTIES

3.21.1 The Successful Proposer warrants and agrees that it is lawfully organized and constituted under all applicable national, international, state and local laws, ordinances and other authorities of its domicile and is otherwise in full compliance with all legal requirements of its domicile.

We have read, understand, and will comply.

3.21.2 The Successful Proposer warrants and agrees that it has the legal authority and capacity to enter into and perform any Contract resulting from its response to this RFP, and that it has the financial ability to perform its obligations under such Contract.

We have read, understand, and will comply.

3.21.3 The Successful Proposer warrants and agrees that it has been duly authorized to operate and do business in all places where it will be required to do business under any Contract awarded pursuant to this RFP; that it has obtained or will obtain all necessary licenses and permits required in connection with such Contract; and that it will fully comply with all laws, decrees, labor standards and regulations of its domicile and wherever performance occurs during the term of such Contract.

We have read, understand, and will comply.

3.21.4 The Successful Proposer warrants and agrees that it has no present interest and shall not acquire, or assign to any third party, any interest that would conflict in any manner with its duties and obligations under any Contract awarded pursuant to this RFP.

We have read, understand, and will comply.

3.21.5 The Successful Proposer warrants and agrees that all goods and services it supplies in its performance under any Contract awarded pursuant to this RFP shall meet the performance standards required thereunder and shall be performed in a prompt, high quality, professional and competent manner using only qualified personnel.

We have read, understand, and will comply.



- 3.21.6 The Successful Proposer warrants and agrees that it shall not take any action inconsistent with any of the terms, conditions, agreements, or covenants set forth in this RFP without the express written consent of the Texas Lottery.

We have read, understand, and will comply.

- 3.21.7 The Successful Proposer warrants that it is eligible for a sales agent license under Texas Government Code ANN. § 466.155 (Chapter 466 is also known as the State Lottery Act).

We have read, understand, and will comply.

- 3.21.8 The Successful Proposer warrants and agrees that it shall not sell, assign, lease, transfer, pledge, hypothecate, or otherwise dispose of any component of any goods or system proposed in response to the RFP or any interest therein, or permit any of it to become a fixture or accession to other goods or property.

All of the above warranties contained in this section 3.22 shall survive expiration or termination of the Contract.

We have read, understand, and will comply.

3.22 LICENSES AND PERMITS

The Successful Proposer shall obtain, maintain and pay for all licenses, permits and certificates including all professional licenses required by any statute, ordinance, rule or regulation. The Successful Proposer shall immediately notify the Texas Lottery of any suspension, revocation or other detrimental action against its licenses, permits or certificates.

We have read, understand, and will comply.

3.23 SUCCESSFUL PROPOSER SITE VISITS

The Texas Lottery shall have the free and unrestricted right, acting by itself or through its authorized representatives, to enter the premises of the Successful Proposer and any Subcontractors, and to enter any other sites involved in providing goods and/or services under any Contract resulting from this RFP, to examine their operations and to inspect and copy the records of the Successful Proposer and/or Subcontractors pertaining to goods and services provided under any Contract resulting from this RFP. The Successful Proposer agrees that the Successful Proposer and its Subcontractors shall implement all reasonable quality control and security procedures requested by the Texas Lottery or representatives as designated by the Texas Lottery. The Texas Lottery will use reasonable



efforts not to disrupt the normal business operations of the Successful Proposer (or Subcontractor, as applicable) during site visits announced or unannounced.

We have read, understand, and will comply.

3.24 INTELLECTUAL PROPERTY RIGHTS

3.24.1 *Ownership.* As between the Successful Proposer and the Texas Lottery, the Works and Intellectual Property Rights in the Works are and shall be owned exclusively by the Texas Lottery, and not the Successful Proposer. The Successful Proposer specifically agrees that all Works shall be considered “works made for hire” and that the Works shall, upon creation, be owned exclusively by the Texas Lottery. To the extent that the Works, under applicable law, may not be considered works made for hire, the Successful Proposer hereby agrees that the Contract resulting from this RFP transfers, grants, conveys, assigns, and relinquishes exclusively to the Texas Lottery all right, title and interest in and to the Works, and all Intellectual Property Rights in the Works, without the necessity of any further consideration, and the Texas Lottery shall be entitled to obtain and hold in its own name all Intellectual Property Rights in and to the Works, subject to any exceptions with respect to pre-existing or third party rights as set forth below.

We have read, understand, and will comply.

3.24.2 *Ownership of Prior Rights by the Texas Lottery.* All property and tangible or intangible items, including the Intellectual Property Rights therein, that were created, developed or owned by the Texas Lottery prior to the issuance of this RFP or execution of any Contract resulting therefrom (e.g., copyrights, trademarks, etc.) shall continue to be exclusively owned by the Texas Lottery, and the Successful Proposer shall have no ownership thereof, and no rights thereto, other than the limited, non-exclusive right to use such property or tangible and intangible items solely for the purposes set forth in this RFP or resulting Contract, if any, and only for the duration of such Contract.

We have read, understand, and will comply.

3.24.3 *Ownership of Prior Rights by the Successful Proposer.* All property and tangible or intangible items, including the Intellectual Property Rights therein, that were created, developed or owned by the Successful Proposer prior to the issuance of this RFP shall continue to be exclusively owned by the Successful Proposer, and the Texas Lottery shall have no ownership thereof, and no rights thereto, other than the limited, non-exclusive right to use such property or tangible or intangible items solely for the purposes set forth in this RFP or resulting Contract, if any. All intellectual property relating to the goods and/or services set forth herein or under the Contract, including the Intellectual Property



Rights in those goods and/or services, that was created, developed or licensed by the Successful Proposer prior to the issuance of this RFP or the execution of the Contract, or during the term of the Contract, to the extent such intellectual property is not considered "works" as defined above, shall be, and is, licensed to the Texas Lottery on a non-exclusive, perpetual, irrevocable, royalty-free, worldwide basis, to allow the Texas Lottery or its designees to provide, and continue to provide, the goods and services set forth herein or under the Contract, including after the expiration or termination of the Contract.

We have read, understand, and will comply.

3.24.4 *Further Actions.* The Successful Proposer, upon request and without further consideration, shall perform any acts that may be deemed necessary or desirable by the Texas Lottery to evidence more fully the transfer of ownership of all Works to the Texas Lottery to the fullest extent possible, including but not limited to the execution, acknowledgement and delivery of such further documents in a form determined by the Texas Lottery. In the event the Texas Lottery shall be unable for any reason to obtain the Successful Proposer's signature on any document necessary for any purpose set forth in the foregoing sentence, the Successful Proposer hereby irrevocably designates and appoints the Texas Lottery and its duly authorized officers and agents as the Successful Proposer's agent and the Successful Proposer's attorney-in-fact to act for and in the Successful Proposer's behalf and stead to execute and file any such document and to do all other lawfully permitted acts to further any such purpose with the same force and effect as if executed and delivered by the Successful Proposer.

We have read, understand, and will comply.

3.24.5 *Waiver of Moral Rights.* The Successful Proposer hereby irrevocably and forever waives, and agrees never to assert, any Moral Rights in or to the Works which the Successful Proposer may now have or which may accrue to the Successful Proposer's benefit under U.S. or foreign copyright laws and any and all other residual rights and benefits which arise under any other applicable law now in force or hereafter enacted. The term "Moral Rights" shall mean any and all rights of paternity or integrity of the Works and the right to object to any modification, translation or use of the Works, and any similar rights existing under the judicial or statutory law of any country in the world or under any treaty, regardless of whether or not such right is denominated or referred to as a moral right.

We have read, understand, and will comply.

3.24.6 *Confidentiality.* All Works and all materials forwarded to the Successful Proposer by the Texas Lottery for use in and preparation of the Works, shall be deemed the confidential



information of the Texas Lottery, and the Successful Proposer shall not use, disclose, or permit any person to use or obtain the Works, or any portion thereof, in any manner without the prior written approval of the Texas Lottery.

We have read, understand, and will comply.

3.24.7 *Injunctive Relief.* The RFP and Contract are intended to protect the Texas Lottery's proprietary rights pertaining to the Works, and the Intellectual Property Rights therein, and any misuse of such rights would cause substantial and irreparable harm to the Texas Lottery's business. Therefore, the Successful Proposer acknowledges and stipulates that a court of competent jurisdiction should immediately enjoin any material breach of the intellectual property, licensing, and confidentiality provisions of the RFP or Contract, upon a request by the Texas Lottery, without requiring proof of irreparable injury as same should be presumed.

We have read, understand, and will comply.

3.24.8 *Return of Works.* Upon the request of the Texas Lottery, but in any event upon expiration or termination of any Contract resulting from this RFP, the Successful Proposer shall surrender to the Texas Lottery all documents and things pertaining to the Works, including but not limited to drafts, memoranda, notes, records, drawings, manuals, computer software, reports, data, and all other documents or materials (and copies of same) generated or developed by the Successful Proposer or furnished by the Texas Lottery to the Successful Proposer, including all materials embodying the Works, any Texas Lottery confidential information, or Intellectual Property Rights, regardless of whether complete or incomplete. This section is intended to apply to all Works made or compiled by the Successful Proposer, as well as to all documents and things furnished to the Successful Proposer by the Texas Lottery or by anyone else that pertains to the Works.

We have read, understand, and will comply.

3.24.9 *Successful Proposer's Name or Logo.* The Successful Proposer shall not affix its company name, label, logo, or any other similar identifying information to or on any products, equipment or any other goods provided under any Contract resulting from this RFP.

We have read, understand, and will comply.

3.25 PRE-EXISTING AND THIRD PARTY RIGHTS

3.25.1 To the extent that any pre-existing rights and/or third party rights or limitations are embodied, reserved or reflected in the Works, the Successful Proposer shall either (a)



grant to the Texas Lottery the irrevocable, perpetual, non-exclusive, worldwide, royalty-free right and license to (i) use, execute, reproduce, display, perform, distribute copies of, and prepare derivative works based upon such pre-existing rights and any derivative works thereof and (ii) authorize others to do any or all of the foregoing, or (b) where the obtaining of worldwide rights is not reasonably practical or feasible, provide written notice to the Texas Lottery of such pre-existing or third party rights or limitations, request the Texas Lottery's approval of such pre-existing or third party rights, obtain a limited right and license to use such pre-existing or third party rights on such terms as may be reasonably negotiated, and obtain the Texas Lottery's written approval of such pre-existing or third party rights and the limited use of same. The Successful Proposer shall provide the Texas Lottery with documentation indicating a third party's written approval for the Successful Proposer to use any pre-existing or third party rights that may be embodied, reserved or reflected in the Works. The Successful Proposer shall indemnify, defend and hold the Texas Lottery harmless from and against any and all claims, demands, regulatory proceedings and/or causes of action, and all losses, damages, and costs (including attorneys' fees and settlement costs) arising from or relating to, directly or indirectly, any claim or assertion by any third party that the Works infringe any third party rights. The foregoing indemnity obligation shall not apply to instances in which the Texas Lottery either (y) exceeded the scope of the limited license that was previously obtained by the Successful Proposer and agreed to by the Texas Lottery, or (z) obtained information or materials, independent of the Successful Proposer's involvement or creation, and provided such information or materials to the Successful Proposer for inclusion in the Works, and such information or materials were included by the Successful Proposer, in an unaltered and unmodified fashion, in the Works.

We have read, understand, and will comply.

- 3.25.2 The Successful Proposer agrees that it shall have and maintain, during performance of any Contract arising from this RFP, written agreements with all employees, Subcontractors, or agents engaged by the Successful Proposer in performance hereunder, granting the Successful Proposer rights sufficient to support all performance and grants of rights by the Successful Proposer. Copies of such agreements shall be provided to the Texas Lottery promptly upon request.

We have read, understand, and will comply.

3.26 REMEDIATION

If the Works or the Intellectual Property Rights therein become the subject of a lawsuit or claim of infringement, or the Successful Proposer becomes aware that such items are likely to become the subject of a lawsuit or claim of infringement, the Successful Proposer shall exercise one (1) of the following two (2) options in order to provide the Texas Lottery with continued and uninterrupted use of the Works and Intellectual



Property Rights therein: (a) obtain for the Texas Lottery the right to continue the use of the alleged infringing Works at no additional cost to the Texas Lottery, or (b) obtain alternative, substitute or new Works for the allegedly infringing Works, which are of equivalent or superior quality to the allegedly infringing Works, at no additional cost to the Texas Lottery, and subject to the acceptance of the Texas Lottery in its sole discretion.

We have read, understand, and will comply.

3.27 INTELLECTUAL PROPERTY SEARCH

The Successful Proposer, at its expense, shall conduct all appropriate intellectual property searches (e.g., full copyright, trademark or service mark or patent searches) for all proposed Works, to ensure that the proposed Works are protectable by the Texas Lottery and do not infringe the Intellectual Property Rights of any third person or entity. The Successful Proposer holds the Texas Lottery harmless from the infringement of such Works, as set forth above. The Texas Lottery retains the right and option to obtain or secure registration of the Works in its own name, and on its own behalf, without the substantive involvement of the Successful Proposer. The Texas Lottery will withhold indemnified losses from payments to the Successful Proposer, or, if no payments are made, the Texas Lottery will make demand of payment of indemnified losses. The Successful Proposer must make payment within thirty (30) Days of the Texas Lottery's demand.

We have read, understand, and will comply.

3.28 PERSONALITY RIGHTS

The Successful Proposer hereby warrants and represents to the Texas Lottery that individuals or characters appearing or depicted in any advertisement have provided their written consent for the use of their persona or personality rights, including name, biographical information, picture, portrait, likeness, performance, voice and/or identity ("Personality Rights"), and have been compensated for such Personality Rights, if appropriate. If such permission has been obtained for a limited time, the Successful Proposer shall be responsible for any costs associated with claims resulting from the use of the Personality Rights after the expiration of those time limits. The Successful Proposer agrees to hold the Texas Lottery harmless from any claims, including, without limitation, claims for invasion of privacy, infringement of the right of publicity, libel, unfair competition, false advertising, intentional or negligent infliction of emotional distress, copyright or trademark infringement, and/or claims for attorney's fees, resulting from use of the Personality Rights.

We have read, understand, and will comply.



3.29 ACCOUNTING RECORDS

The Successful Proposer and its Subcontractors are required to maintain their books, records, information and other materials pertaining to any Contract awarded pursuant to this RFP in accordance with generally accepted accounting principles. These records shall be available to the Texas Lottery, its internal auditor or external auditors (and other designees) and the Texas State Auditor at all times during the Contract period and for a period of four (4) full years after (i) the expiration date of any Contract awarded pursuant to this RFP, or (ii) final payment under any Contract awarded pursuant to this RFP, whichever is later.

We have read, understand, and will comply.

3.30 RIGHT TO AUDIT

The Successful Proposer understands that acceptance of state funds under this Contract acts as acceptance of the authority of the State Auditor's Office, or its designee, to conduct an audit, other assurance services or investigation in connection with those funds. The Successful Proposer further agrees to cooperate fully with the State Auditor's

Office in the conduct of the audit, other assurance services or investigation, including providing all records requested. The Successful Proposer shall ensure that this provision concerning the State Auditor's Office's authority to audit state funds and the requirement to cooperate fully with the State Auditor's Office is included in any subcontracts it awards. Additionally, the State Auditor's Office shall at any time have access to and the rights to examine, audit, excerpt, and transcribe any pertinent books, documents, working papers, and records of the Successful Proposer relating to this Contract.

We have read, understand, and will comply.

3.31 INDEMNIFICATION

3.31.1 The Successful Proposer shall indemnify, defend and hold the Texas Lottery, its commission members, the State of Texas, and its agents, attorneys, employees, representatives and assigns (the "Indemnified Parties") harmless from and against any and all claims, demands, causes of action, liabilities, lawsuits, losses, damages, costs, expenses or attorneys' fees (collectively, "Claim"), and including any liability of any nature or kind arising out of a Claim for or on account of the Works, or other goods, services or deliverables provided as the result of any Contract resulting from this RFP, which may be incurred, suffered, or required in whole or in part by an actual or alleged act or omission of the Successful Proposer, or a Subcontractor of the Successful Proposer, or any person directly or indirectly employed by the Successful Proposer or a



Subcontractor of the Successful Proposer, whether the Claim is based on negligence, strict liability, intellectual property infringement or any other culpable conduct, whether frivolous or not. The foregoing indemnity obligations of the Successful Proposer shall not apply to Claims arising out of or related to the exceptions (y) and (z) set forth in Section 3.26.1 above.

We have read, understand, and will comply.

3.31.2 The Successful Proposer's liability shall extend to and include all reasonable costs, expenses and attorneys' fees incurred or sustained by the Indemnified Parties in: (a) making any investigation and in prosecuting or defending any Claim arising out of or in connection with the Works, or other goods, services or deliverables provided under any Contract resulting from this RFP (including but not limited to any claim that all or any portion of the Works infringes the patent, copyright, trade secret, trademark, confidential information, or other Intellectual Property Rights of any third party); (b) obtaining or seeking to obtain a release therefrom; or (c) enforcing any of the provisions contained in this RFP or the Contract. The Texas Lottery will withhold all indemnification costs and related expenses and fees (incurred or sustained by the Indemnified Parties) from payments to the Successful Proposer under any Contract resulting from this RFP, or if no contract payments are to be made, the Texas Lottery will make demand of payment from the Successful Proposer or seek recovery against the Successful Proposer's Performance Bond. The Indemnified Parties, upon giving notice to the Successful Proposer, shall have the right in good faith to pay, settle or compromise, or litigate any Claim under the belief that the Claim is well founded, whether it is or not, without the consent or approval of the Successful Proposer. The Texas Lottery has sole discretion as to the choice and selection of any attorney who may represent the Texas Lottery. To the extent that the Successful Proposer makes any payments to or on behalf of the Indemnified Parties under the Contract, and to the extent permissible by law, the Successful Proposer shall be fully subrogated to all rights and claims of the Indemnified Parties in connection therewith. In any event, the Indemnified Parties shall provide reasonable notice to the Successful Proposer of any Claim known to the Indemnified Parties to arise out of the Contract.

We have read, understand, and will comply.

3.32 BONDS AND INSURANCE

All required bonds and insurance must be issued by companies or financial institutions which are financially rated Excellent or better as rated by A.M. Best Company and duly licensed, admitted, and authorized to do business in the State of Texas. The Texas Lottery shall be named as the obligee in each required bond. Each insurance policy, except those for workers' compensation, employer's liability and professional liability, must name the Texas Lottery (and its officers, agents and employees) as an additional insured on the original policy and all renewals or replacements. Insurance coverage must include a



waiver of subrogation in favor of the Texas Lottery, its officers, and employees for bodily injury (including death), property damage or any other loss. The insurance shall be evidenced by delivery to the Texas Lottery of certificates of insurance executed by the insurer or its authorized agency stating coverage, limits, expiration dates, and compliance with all applicable required provisions. Upon request, the Texas Lottery shall be entitled to receive, without expense, certified copies of the policies and all endorsements. Except as otherwise expressly provided herein, required coverage must remain in full force and effect throughout the term of the Contract and any extensions thereof, and provide adequate coverage for incidents discovered after termination of the Contract. Insurance coverage shall not be canceled, non-renewed or materially changed except after thirty (30) Days' notice by certified mail to the Texas Lottery. The Successful Proposer must submit original certificates of insurance for each required insurance contract, and any renewals thereof, within fifteen (15) Days after contract execution. Renewal certificates shall be submitted prior to or within fifteen (15) Days after expiration of the existing policy. Proposers must submit required bonds when and as provided in sections of this RFP outlining bond requirements.

We have read, understand, and will comply.

3.33 SELF INSURANCE

The Successful Proposer may not elect to provide entirely or in part for the insurance/bond protections described in this RFP through self-insurance. A deductible provision contained in an insurance policy that meets the requirements of this RFP is not considered as self-insurance unless the deductible amount exceeds five percent (5%) of the face amount of the insurance policy.

We have read, understand, and will comply.

3.34 PERFORMANCE BOND

3.34.1 The Successful Proposer shall provide an original performance bond (as shown in Attachment F attached hereto and incorporated for all purposes) in the amount of one million six hundred twenty five thousand dollars (\$1,625,000) within fifteen (15) Days of execution of the Contract. Failure to have and keep a bond in place shall constitute a breach of any Contract entered into as a result of this RFP.

We have read, understand, and will comply.

3.34.2 The bond must be maintained in full force and effect for the initial term and any renewal term of the Contract. The bond shall be forfeited to the Texas Lottery if the Successful



Proposer fails to perform as required by the Contract, pay sanctions or liquidated damages, or indemnify the Texas Lottery.

We have read, understand, and will comply.

3.35 GENERAL LIABILITY INSURANCE

The Successful Proposer must maintain general liability insurance coverage with limits of not less than one million dollars (\$1,000,000) per occurrence, two million dollars (\$2,000,000) general aggregate, two million dollars (\$2,000,000) products/completed operations aggregate, five hundred thousand dollars (\$500,000) personal and advertising injury and fifty thousand dollars (\$50,000) fire damage. Professional Liability coverage must be included or provided through a separate policy as described in Section 3.38.

We have read, understand, and will comply.

3.36 WORKERS' COMPENSATION & EMPLOYERS LIABILITY INSURANCE

The Successful Proposer must maintain Workers' Compensation insurance coverage in accordance with statutory limits, and Employers Liability insurance coverage with minimum limits for bodily injury:

- (a) by accident, \$100,000 per each accident; and
- (b) by disease, \$100,000 per employee with a per policy aggregate of \$500,000.

Coverage must include a waiver of subrogation in favor of the Texas Lottery Commission, its officers and employees.

We have read, understand, and will comply.

3.37 PROFESSIONAL LIABILITY (ERRORS AND OMISSIONS) INSURANCE

The Successful Proposer must maintain professional liability (including errors and omissions) insurance coverage for the rendering of, or failure to render, professional services with minimum limits of one million dollars (\$1,000,000) per occurrence, to be in full force and effect during the term of the Contract, including any extension thereof and one year thereafter. Coverage must indemnify the Texas Lottery for direct loss due to errors and omissions caused by the Successful Proposer, its officers, employees, agents, or Subcontractors of the Successful Proposer regardless of negligence.

We have read, understand, and will comply.



3.38 PROPERTY INSURANCE

The Successful Proposer must maintain insurance on all buildings, furniture, fixtures, computer and communications equipment used in operating and supporting the Successful Proposer's operations in an amount equal to or greater than the actual replacement cost thereof. Coverage must include an All Risk Property Floater to insure personal property including contents, equipment, and mobile items against fire, theft, collision, flood, etc. The Texas Lottery will not be responsible for insuring any equipment or facilities included in or associated with the Successful Proposer's operations.

We have read, understand, and will comply.

3.39 CRIME INSURANCE

The Successful Proposer must maintain crime insurance with a limit of not less than one million dollars (\$1,000,000) protecting the Texas Lottery against losses resulting from fraudulent or dishonest acts by the Successful Proposer, a subcontractor of the Successful Proposer, or any officer, director, employee or agent of either.

We have read, understand, and will comply.

3.40 DISCLOSURE OF LITIGATION

The Proposer must include in its Proposal a complete disclosure of any material civil or criminal litigation or indictment either threatened or pending involving the Proposer. "Threatened litigation" as used herein shall include governmental investigations and civil investigative demands. "Litigation" as used herein shall include administrative enforcement actions brought by governmental agencies. The Proposer must also disclose any material litigation threatened or pending involving Subcontractors, consultants, and/or lobbyists. For purposes of this section, "material" refers to, but is not limited to, any action or pending action that a reasonable person knowledgeable in the gaming industry would consider relevant to any gaming operation or any development such a person would want to be aware of in order to stay fully apprised of the total mix of information relevant to the gaming industry and its operations, together with any litigation threatened or pending that may result in a substantial change in the Proposer's financial condition, as described in Section 4.6. This is a continuing disclosure requirement, any litigation commencing after submission of a Proposal (and for the Successful Proposer, after Contract Award) must be disclosed in a written statement to the Texas Lottery's General Counsel within fifteen (15) Days of its occurrence. The Successful Proposer shall be required to file with the Texas Lottery comprehensive monthly reports regarding all threatened or pending litigation involving the Successful



Proposer's Texas operations and all threatened or pending litigation that may be considered material to the overall operations of the Successful Proposer.

We have read, understand, and will comply.

3.41 CHANGES IN OWNERSHIP

During the term of any Contract resulting from this RFP or any extension or renewal thereof, the Successful Proposer shall notify the Texas Lottery in writing of any substantial change in the ownership or control of the Successful Proposer as soon as possible, but no later than fifteen (15) Days after its occurrence.

We have read, understand, and will comply.

3.42 FORCE MAJEURE / DELAY OF PERFORMANCE

3.42.1 Except as otherwise provided, neither the Successful Proposer nor the Texas Lottery shall be liable to the other for any delay in, or failure of performance of, any covenant contained herein caused by force majeure. The existence of such causes of delay or failure shall extend the period of performance in the exercise of reasonable diligence until after the causes of delay or failure have been removed. For purposes of this RFP and any Contract resulting therefrom, "force majeure" is defined as "an act of God or any other cause of like kind not reasonably within a party's control and which, by the exercise of due diligence of such party, could not have been prevented or is unable to be overcome." The Successful Proposer must inform the Texas Lottery in writing within three (3) Days of the existence of any such force majeure or otherwise waives this right as a defense.

We have read, understand, and will comply.

3.42.2 The Successful Proposer shall immediately upon discovery notify the Executive Director in writing of any delays in performance regardless of responsibility, fault or negligence. If the Successful Proposer contends that the delay is the responsibility, fault or negligence of Texas Lottery staff, the Successful Proposer must provide written notice within three (3) Days of the discovery, and to the extent possible, identify the event or individual responsible so that the Executive Director may take appropriate action to remedy the situation. Failure to provide such notice to the Executive Director as required in this Section 3.43 shall constitute a waiver of the Successful Proposer's right to assert the Texas Lottery's action/inaction as a defense.

We have read, understand, and will comply.



3.43 TAXES, FEES AND ASSESSMENTS

- 3.43.1 The Texas Lottery shall have no responsibility whatsoever for the payment of any federal, state or local taxes which become payable by the Successful Proposer or its Subcontractors, or their agents, officers or employees. The Successful Proposer shall pay and discharge when due all such taxes, license fees, levies, and other obligations or charges of every nature.

We have read, understand, and will comply.

- 3.43.2 The Successful Proposer shall be responsible for payment of all taxes attributable to any Contract awarded pursuant to this RFP and any and all such taxes shall be identified under the Successful Proposer's federal tax identification number. The Successful Proposer shall pay all federal, state and local taxes of any kind, including without limitation income, franchise, ad valorem personal property, sales, use, lease, payroll, consumption, distribution and storage taxes, for the goods, services and systems relating

thereto provided by the Successful Proposer, whether or not such taxes are in effect as of the date the Contract resulting from this RFP is signed or scheduled to go into effect, or become effective during the initial term and any and all renewal terms, if any.

We have read, understand, and will comply.

3.44 NEWS RELEASES

The Successful Proposer shall not issue any news releases or publish information to the public pertaining to this procurement process or the performance of any Contract awarded by the Texas Lottery without prior written approval of the Texas Lottery. For any required disclosure or any public release of information of any kind, including a non-required disclosure, that is under a deadline imposed by any statutory or regulatory authority, the Successful Proposer shall seek approval from the Texas Lottery no less than two (2) Working Days prior to the deadline for the release of the information. In any case in which a deadline for the release of information exists, approval of the release by the Texas Lottery shall neither be construed as an endorsement of the release, as assent to the content of the release, as an indication of the accuracy of the information in the release, nor as any admission of any kind regarding any subject covered in the release.

We have read, understand, and will comply.



3.45 ADVERTISING

The Successful Proposer agrees not to use the Texas Lottery's name, logos, images, nor any data or results arising from this procurement process or Contract awarded pursuant to this RFP as a part of any commercial advertising, or to promote the Successful Proposer in another jurisdiction's procurement process, without prior written approval by the Texas Lottery.

We have read, understand, and will comply.

3.46 HIRING OF TEXAS LOTTERY PERSONNEL

3.46.1 At all times following issuance of this RFP and ending with either the award of a Contract or the rejection of all Proposals, prospective Proposers are prohibited from officially or unofficially making any employment offer or proposing any business arrangement whatsoever to any Texas Lottery employee involved in the evaluation of Proposals, the Contract Award, or contract negotiations. A prospective Proposer making such an offer or proposition may be disqualified from further consideration.

We have read, understand, and will comply.

3.46.2 At all times following the issuance of this RFP and ending with either the award of a Contract or the rejection of all Proposals, Proposers shall not engage the services of any State of Texas employee while such person remains employed by the State without the written consent of the Texas Lottery. During the term of the Contract, the Successful Proposer shall not engage the services of any State of Texas employee while such person remains employed by the State without the written consent of the Lottery.

We have read, understand, and will comply.

3.47 HIRING OF LOBBYIST, CONSULTANT AND/OR ADVISOR; SUPPLEMENTAL INFORMATION

The Proposer shall list the names, addresses and telephone numbers for all lobbyists, consultants, and/or advisors who will perform services related to the Proposer's operations or interests in the State of Texas, pursuant to previously executed contracts, or during the three (3) years prior to the issuance of the RFP, who have performed services related to the Proposer's operations or interests in the State of Texas for the Proposer or any Subcontractors of the Proposer. The Proposer shall immediately notify the Texas Lottery in the event of change of lobbyist, consultant, or advisor information.

We have read, understand, and will comply.



3.48 NOTICES

The Proposer shall indicate in its Proposal the name and address of the person to whom any notices shall be given. Notices to the Texas Lottery shall be made by personal delivery or by certified (or registered) mail return receipt requested to the Texas Lottery at the address below unless the Proposer is notified in writing by the Texas Lottery of any change:

Texas Lottery Commission
Attention: Contracts Administration
P.O. Box 16630
Austin, Texas 78761-6630
Fax (512) 344-5058
Contracts@lottery.state.tx.us

We have read, understand, and will comply.

3.49 NON-DISCLOSURE

The Successful Proposer shall maintain as confidential, and shall not disclose to third parties without the Texas Lottery's prior written consent, any Texas Lottery information including but not limited to the Texas Lottery's business activities, practices, systems, conditions, products, services, public information and education plans and related materials, and game and marketing plans.

We have read, understand, and will comply.

3.50 USUFRUCT

If, for any reason other than breach of contract by the Texas Lottery, the Successful Proposer should lose its ability to service a Contract resulting from this RFP, the Texas Lottery shall acquire a usufruct in all contractual items owned by the Successful Proposer in conjunction with the Contract and which are necessary to provide such services. Said usufruct shall be limited to the right of the Texas Lottery to possess and make use of such contractual items solely for the use and benefit of the Texas Lottery in operating, maintaining, altering, replacing and improving the programs and systems being used by the Texas Lottery under the Contract. Such usufruct shall be limited in time to the duration of the Contract and any extension thereof, and in scope for programs, systems, and other items being used by the Texas Lottery under the Contract.

We have read, understand, and will comply.



3.51 TICKET PURCHASE

3.51.1 In accordance with Texas Government Code ANN. § 466.254 (Purchase of Ticket by or Payment of Prize to Certain Persons), no member, officer or employee of the Successful Proposer directly involved in selling or leasing the goods or performing the services that are subject of the Contract shall purchase a Texas Lottery ticket or be paid a prize in any Texas Lottery game. No spouse, child, brother, sister, or parent of such member, officer or employee who resides in the household of such member, officer or employee (collectively, "Family Members"), shall purchase a Texas Lottery ticket or be paid a prize in any Texas Lottery game. The Successful Proposer shall ensure that these statutory prohibitions are made known to each member, officer and employee of the Successful Proposer, prior to that person becoming involved in selling or leasing the goods or performing the services that are the subject of the Contract. The Successful Proposer shall require its members, officers and employees to make the statutory prohibition known to Family Members. The Successful Proposer shall promptly notify the Texas Lottery of any violation of Texas Government Code ANN. § 466.254.

We have read, understand, and will comply.

3.51.2 TLC considers "directly involved" to mean, by way of illustration only, responsible for and/or actively participating in (1) Contract negotiations (including Contract signatories); (2) Contract administration (e.g., regular or direct contact with TLC staff); or (3) Contract performance (including assigned project/team leaders and members and anyone else who oversees or performs the work or provides the services). Again, by way of illustration, support staff (such as clerical, accounting or delivery employees) are not considered to be "directly involved" unless they also serve in the roles listed above for "directly involved" employees.

We have read, understand, and will comply.

3.52 LIQUIDATED DAMAGES

3.52.1 *General.* It is agreed by the Texas Lottery and the Successful Proposer that:

- (1) If the Successful Proposer does not provide or perform the requirements referred to or listed in this RFP or fulfill the obligations of the Contract, damage to the Texas Lottery will result;
- (2) establishing the precise measure of damages in the event of default by the Successful Proposer may be (i) costly, (ii) time consuming, or (iii) difficult or impossible to calculate;
- (3) the liquidated damage assessments contained herein represent a good faith effort to quantify the damages that could reasonably be anticipated at the time of execution of the Contract;



- (4) the damages set forth herein are just and reasonable;
- (5) nothing contained in this section shall be construed as relieving the Successful Proposer from performing all Contract requirements whether or not said requirements are set forth herein; and
- (6) the Texas Lottery may, therefore, in its sole discretion, deduct damages from the compensation otherwise due to the Successful Proposer. All assessments of damages shall be within the sole discretion of the Texas Lottery.

We have read, understand, and will comply.

3.52.2 *Liquidated Damages Assessment.* Once the Texas Lottery has determined that liquidated damages are to be assessed, the Executive Director or Executive Director's designee shall notify the Successful Proposer of the assessment(s). Failure to notify does not impact the Texas Lottery's assessment of damage and is not a condition precedent thereto. The Texas Lottery will withhold liquidated damages from payments to the Successful Proposer, or, if no payments have been made, the Texas Lottery will make demand of payment of liquidated damages. The Successful Proposer must make payment within thirty (30) Days of the Texas Lottery's demand. In the event the Successful Proposer fails to pay within the thirty (30) day period, the Texas Lottery may then make a claim for payment against the performance bond, with or without notice to the Successful Proposer.

We have read, understand, and will comply.

3.52.3 *Failure to Assess Liquidated Damages.* The failure of the Texas Lottery to assess liquidated damages in any instance where the Texas Lottery is entitled to liquidated damages pursuant to the terms of this RFP shall not constitute waiver in any fashion of the Texas Lottery's rights to assessment of liquidated damages.

We have read, understand, and will comply.

3.52.4 *Severability of Individual Liquidated Damages Clauses.* If any portion of this liquidated damages provision is determined to be unenforceable, the other portions of this provision shall remain in full force and effect.

We have read, understand, and will comply.

3.52.5 *Failure to Meet Production Deadlines.* The failure of the Successful Proposer to meet production deadlines and to adhere to fixed timelines for broadcast media air dates, campaigns, print ads, point-of-sale, or other events under the Contract may result in the assessment of liquidated damages in the amount of one thousand dollars (\$1,000) for each Day of delay, or any part thereof.

We have read, understand, and will comply.



3.53 SANCTIONS AND REMEDIES SCHEDULE

3.53.1 *General.* Section 2261.101 of the Texas Government Code requires that all state contracts contain a remedies schedule, a graduated sanctions schedule, or both. Pursuant to that statutory provision, sanctions and remedies will apply for the incidents specified in this section. The sanctions and remedies will be referred to as “sanctions.”

We have read, understand, and will comply.

3.53.2 *Assessment of Sanctions.* Once the Texas Lottery has determined that sanctions are to be assessed, the Executive Director or Executive Director’s designee may notify the Successful Proposer of the assessment(s). Failure to notify does not impact the Texas Lottery’s assessment of sanctions and is not a condition precedent thereto. The Texas Lottery will withhold sanctions from payments to the Successful Proposer, or, if no payments are to be made, the Texas Lottery will make demand of payment of sanctions. The Successful Proposer must make payment within thirty (30) Days of the Texas

Lottery’s demand. In the event the Successful Proposer fails to pay within the thirty (30) day period, the Texas Lottery may make a claim for payment against the performance bond, with or without notice to the Successful Proposer.

We have read, understand, and will comply.

3.53.3 *Failure to Assess Sanctions.* The failure of the Texas Lottery to assess sanctions in any instance where the Texas Lottery is entitled to sanctions pursuant to the terms of this RFP shall not constitute waiver in any fashion of the Texas Lottery’s rights to assess sanctions.

We have read, understand, and will comply.

3.53.4 *Severability of Individual Sanctions Clause.* If any portion of this sanctions provision is determined to be unenforceable, the other portions of this provision shall remain in full force and effect.

We have read, understand, and will comply.

3.53.5 *Failure to Cooperate with and/or Produce Records or Information as part of Background Investigation.* The failure of the Successful Proposer to cooperate with and/or produce records or information as part of a background investigation conducted pursuant to Section 4.6 of this RFP may result in the Successful Proposer being assessed sanctions in



the amount of one hundred dollars (\$100) per Day for each Day the records/information are not produced or answers are not provided.

We have read, understand, and will comply.

3.53.6 *Failure to Disclose Litigation.* The failure of the Successful Proposer to disclose litigation as required by Section 3.41 of this RFP may result in the Successful Proposer being assessed sanctions in the amount of one thousand dollars (\$1000) per incident.

We have read, understand, and will comply.

3.53.7 *Failure to Obtain Prior Written Approval before Issuing News Release.* The failure of the Successful Proposer to comply as required by Section 3.45 of this RFP regarding the issuance of news releases may result in the Successful Proposer being assessed sanctions in the amount of one thousand dollars (\$1000) per incident.

We have read, understand, and will comply.

3.53.8 *Purchase of Texas Lottery Tickets.* The failure of the Successful Proposer to comply with the requirements of Section 3.52 of this RFP regarding the purchase of Texas Lottery tickets may result in the Successful Proposer being assessed sanctions in the amount of five thousand dollars (\$5000) per incident.

We have read, understand, and will comply.

3.53.9 *Failure to Report Significant Incidents and Anomalies and/or to Comply with the RFP Code of Conduct Requirements.* The failure of the Successful Proposer to report all significant incidents and anomalies to the Texas Lottery as required by Section 3.66 of this RFP may result in the Successful Proposer being assessed sanctions in the amount of one thousand dollars (\$1000) per Day for each Day not reported. The failure of the Successful Proposer to comply with the code of conduct requirements in Section 3.64 of this RFP may result in the Successful Proposer being assessed sanctions in the amount of one thousand dollars (\$1000) per incident.

We have read, understand, and will comply.

3.53.10 *Failure to Notify the Texas Lottery of a Change in Financial Condition or Change of Ownership.* The failure of the Successful Proposer to notify the Texas Lottery of a change in financial condition or change of ownership or control as required by this RFP may result in the Successful Proposer being assessed sanctions in the amount of one thousand dollars (\$1000) per incident.

We have read, understand, and will comply.



3.53.11 *Failure to Permit an Examination, Produce Requested Records/Information or Reports, or Provide an Answer Timely.* Notwithstanding anything herein to the contrary and except as otherwise provided above, the failure of the Successful Proposer to permit an examination, produce requested records/information or reports, or provide an answer timely, as required by this RFP, may result in the Successful Proposer being assessed sanctions in the amount of one hundred dollars (\$100) per Day for each Day the examination is not permitted, the records/information or reports are not produced, or the answer is not provided.

We have read, understand, and will comply.

3.53.12 *Unauthorized Release of Media Materials.* The unauthorized release of media materials for broadcast or publication without the Texas Lottery's prior written approval may result in the Successful Proposer being assessed sanctions in the amount of ten thousand dollars (\$10,000) per incident.

We have read, understand, and will comply.

3.53.13 *Unauthorized Disclosure.* The failure of the Successful Proposer to comply with the nondisclosure requirement in Section 3.50 of this RFP may result in the Successful Proposer being assessed sanctions in the amount of five thousand dollars (\$5,000) for each unauthorized disclosure.

We have read, understand, and will comply.

3.53.14 *Failure to Provide Written Notification of Staffing Changes Timely.* The failure of the Successful Proposer to provide written notification of staffing changes as required by Sections 6.4.2 and 3.13.2 may result in the Successful Proposer being assessed sanctions in the amount of one hundred dollars (\$100) per Day for each Day the written notification is not received.

We have read, understand, and will comply.

3.53.15 *Failure to Provide Advertising and Media Plans Timely.* The failure of the Successful Proposer to provide advertising and media plans as required by Section 7.3 may result in the Successful Proposer being assessed sanctions in the amount of one thousand dollars (\$1,000) per incident, plus five hundred dollars (\$500) per Day for each Day after the due date until the plan(s) is provided by the Successful Proposer and accepted by the Texas Lottery.

We have read, understand, and will comply.



3.53.16 *Failure to Provide Reports Required under RFP Section 7.5 Timely.* The failure of the Successful Proposer to provide reports as required by Section 7.5 may result in the Successful Proposer being assessed sanctions in the amount of five hundred dollars (\$500) per incident, plus one hundred dollars (\$100) per Day for each day after the due date until the report(s) is provided by the Successful Proposer and accepted by the Texas Lottery.

We have read, understand, and will comply.

3.53.17 *Missing/Incomplete Intellectual Property Search.* The failure of the Successful Proposer to adequately conduct an intellectual property search as required by this RFP may result in the Successful Proposer being assessed sanctions in an amount equal to the cost of the Works (whether finished or in production stages) plus any additional expenses associated with expediting the production of replacement Works. The foregoing is in addition to and shall not supplant the other rights and remedies accorded to TLC, or the obligations of the Successful Proposer in the event of a Claim.

We have read, understand, and will comply.

3.54 DISPUTE RESOLUTION

The dispute resolution process provided for in Texas Government Code Chapter 2260 and 16 Texas Administrative Code Ch. 403 must be used by the Successful Proposer to attempt to resolve any disputes brought by the Successful Proposer arising under this Contract.

We have read, understand, and will comply.

3.55 CERTIFICATIONS

3.55.1 Pursuant to Texas Government Code ANN. § 466.103, the Executive Director may not award a contract for the purchase or lease of facilities, goods or services related to lottery operations to a person who would be denied a license as a sales agent under Texas Government Code ANN. § 466.155. All Proposers must read and be familiar with Texas Government Code ANN. § 466.155, attached hereto as Attachment D. All Proposals shall include a completed Background Information Certification Form, attached hereto as Attachment D-1, which certifies that the Proposer has reviewed Texas Government Code ANN. § 466.155 and neither the Proposer nor any of the following persons would be denied a license as a sales agent pursuant to said section: (a) Proposer's officers, directors, investors, owners, partners and other principals, as more particularly described in Texas Government Code ANN. § 466.155 (collectively, Proposer Principals); or (b)



any spouse, child, brother, sister or parent residing as a member of the same household in the principal place of residence of the Proposer or any of the Proposer Principals.

We have read, understand, and will comply.

- 3.55.2 Under § 231.006 of the Texas Family Code, the Proposer certifies that the individual or business entity named in the Proposal or Contract is not ineligible to receive the specified grant, loan or payment and acknowledges that any Contract resulting from this RFP may be terminated and payment may be withheld if this certification is inaccurate. Furthermore, any Proposer subject to Section 231.006 must include names and social security numbers of each person with at least 25% ownership of the business entity submitting the Proposal. This information must be provided prior to Contract Award.

We have read, understand, and will comply.

- 3.55.3 Under Section 2261.053 of the Texas Government Code, a state agency may not accept a bid or award a contract that includes proposed financial participation by a person who, during the five year period preceding the date of the bid or award, has been: (1) convicted of violating a federal law in connection with a contract awarded by the federal government for relief, recovery, or reconstruction efforts as a result of Hurricane Rita, as defined by Section 39.459, Utilities Code, Hurricane Katrina, or any other disaster occurring after September 24, 2005; or (2) assessed a penalty in a federal civil or administrative enforcement action in connection with a contract awarded by the federal government for relief, recovery, or reconstruction efforts as a result of Hurricane Rita, as defined by Section 39.459, Utilities Code, Hurricane Katrina, or any other disaster occurring after September 24, 2005. In submitting a Proposal under this RFP, the Proposer certifies as follows: "Under Section 2261.053 of the Texas Government Code, the contractor certifies that the individual or business entity named in this bid or contract is not ineligible to receive the specified contract and acknowledges that this contract may be terminated and payment withheld if this certification is inaccurate."

We have read, understand, and will comply.

- 3.55.4 The Proposer certifies that: (a) the Proposer has not given, offered to give, nor intends to give at any time hereafter any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the submitted Proposal; and (b) neither the Proposer nor the firm, corporation, partnership, or institution represented by the Proposer, nor anyone acting for such firm, corporation, partnership, or institution has violated the antitrust laws of the State of Texas (Tex. Bus. & Comm. Code Sec. 15.01, et seq.), or the antitrust laws of the United States (15 U.S.C.A. Section 1, et seq.), nor communicated directly or indirectly the submitted Proposal to any competitor or any other person engaged in such line of business.

We have read, understand, and will comply.



3.55.5 The Proposer certifies that it is in compliance with Texas Government Code, Title 6, Subtitle B, Section 669.003 of the Government Code, relating to contracting with the executive head of a state agency. If Section 669.003 applies, the Proposer will complete the following information in order for the Proposal to be evaluated:

Name of Former Executive
Name of State Agency
Date of Separation from State Agency
Position with Proposer
Date of Employment with Proposer

We have read, understand, and will comply.

3.55.6 By signing this Proposal, the Proposer certifies that if a Texas address is shown as the address of the Proposer, the Proposer qualifies as a Texas Resident Bidder as defined in Texas Administrative Code, Title 34, Part 1, Chapter 20.

We have read, understand, and will comply.

3.55.7 The Texas Lottery is federally mandated to adhere to the directions provided in the President's Executive Order (EO) 13224, Executive Order on Terrorist Financing – Blocking Property and Prohibiting Transactions With Persons Who Commit, Threaten to Commit, or Support Terrorism, effective 9/24/2001 and any subsequent changes made to it via cross-referencing respondents/vendors with the Federal General Services Administration's Excluded Parties List System (EPLS, <http://www.epls.gov>), which is inclusive of the United States Treasury's Office of Foreign Assets Control (OFAC) Specially Designated National (SDN) list.

We have read, understand, and will comply.

3.55.8 Pursuant to Section 2155.004 of the Texas Government Code, the Proposer has not received compensation from the Texas Lottery for participating in the preparation of the specifications for this RFP and certifies as follows: "Under Section 2155.004, Government Code, the vendor certifies that the individual or business entity named in this bid or contract is not ineligible to receive the specified contract and acknowledges that this contract may be terminated and payment withheld if this certification is inaccurate."

We have read, understand, and will comply.



3.56 PREFERENCES

Any bidder or Proposer entitled to a preference(s) under Texas law shall claim the preference(s) in its Proposal.

We have read, understand, and will comply.

3.57 DECEPTIVE TRADE PRACTICES; UNFAIR BUSINESS PRACTICES

The Successful Proposer represents and warrants that it has not been the subject of allegations of Deceptive Trade Practices violations under Tex. Bus. & Com. Code, Chapter 17, or allegations of any unfair business practice in any administrative hearing or court suit and that the Successful Proposer has not been found to be liable for such practices in such proceedings. The Successful Proposer certifies that it has no officers who have served as officers of other entities that have been the subject of allegations of Deceptive Trade Practices violations or allegations of any unfair business practices in an administrative hearing or court suit and that such officers have not been found to be liable for such practices in such proceedings.

We have read, understand, and will comply.

3.58 IMMIGRATION

The Successful Proposer represents and warrants that it shall comply with the requirements of the Immigration Reform and Control Act of 1986, the Immigration Act of 1990 and the Illegal Immigrant Reform and Immigrant Responsibility Act of 1996 regarding employment of any individual who will perform labor or services under any Contract entered into as a result of this RFP.

We have read, understand, and will comply.

3.59 ELECTRONIC AND INFORMATION RESOURCES ACCESSIBILITY STANDARDS, AS REQUIRED BY 1 TAC CHAPTER 213 (APPLICABLE TO STATE AGENCY AND INSTITUTIONS OF HIGHER EDUCATION PURCHASES ONLY).

3.59.1 Effective September 1, 2006 state agencies and institutions of higher education shall procure products which comply with the State of Texas Accessibility requirements for Electronic and Information Resources specified in 1 TAC Chapter 213 when such products are available in the commercial marketplace or when such products are developed in response to a procurement solicitation.

We have read, understand, and will comply.



3.59.2 The Successful Proposer shall provide DIR with the URL to its Voluntary Product Accessibility Template (VPAT) for reviewing compliance with the State of Texas Accessibility requirements (based on the federal standards established under Section 508 of the Rehabilitation Act), or indicate that the product/service accessibility information is available from the General Services Administration "Buy Accessible Wizard" (<http://www.buyaccessible.gov>). Proposers not listed with the "Buy Accessible Wizard" or supplying a URL to their VPAT must provide DIR with a report that addresses the same accessibility criteria in substantively the same format. Additional information regarding the "Buy Accessible Wizard" or obtaining a copy of the VPAT is located at <http://www.section508.gov/>.

We have read, understand, and will comply.

3.60 FALSE STATEMENTS; BREACH OF REPRESENTATIONS

By submitting a Proposal, the Proposer makes all the representations, warranties, guarantees, certifications and affirmations included in its Proposal. If a Proposer signed its Proposal with a false statement or is selected as the Apparent Successful Proposer and signs any Contract resulting from this RFP with a false statement, or it is subsequently determined that Proposer has violated any of the representations, warranties, guarantees, certifications or affirmations included in the RFP or resulting Contract, the Proposer shall be in default and if the determination is made before Contract Award, the Texas Lottery may reject the Proposal or if the determination is made after Contract Award, the Texas Lottery may terminate the Contract for cause and pursue all other remedies available to the Texas Lottery under the RFP, Contract and applicable law.

We have read, understand, and will comply.

3.61 LIMITATION ON AUTHORITY; NO OTHER OBLIGATIONS

The Successful Proposer shall have no authority to act for or on behalf of the Texas Lottery or the State of Texas except as expressly provided for in this RFP or any resulting Contract. The Successful Proposer may not incur any debts, obligations, expenses or liabilities of any kind on behalf of the State of Texas or the Texas Lottery.

We have read, understand, and will comply.

3.62 PROPOSER ASSIGNMENT

The Successful Proposer hereby assigns to the Texas Lottery any and all claims for overcharges associated with any Contract resulting from this RFP arising under the antitrust laws of the United States, 15 U.S.C.A. Section 1, et seq., and the antitrust laws of the State of Texas, Tex. Bus. & Comm. Code Sec. 15.01, et seq.

We have read, understand, and will comply.



3.63 CODE OF CONDUCT

The Texas Lottery is an extremely sensitive enterprise because its success depends on maintaining the public trust by protecting and ensuring the security of lottery products. The Texas Lottery incorporates the highest standards of security and integrity in the management and sale of entertaining lottery products, and lottery vendors are held to the same standards. Therefore, it is essential that operation of the Texas Lottery, and the operation of other enterprises which would be linked to it in the public mind, avoid not only impropriety, but also the appearance of impropriety. Because of this, the Successful Proposer shall:

- (a) Offer goods and services only of the highest quality and standards.
- (b) Use its best efforts to prevent the industry from becoming embroiled in unfavorable publicity.
- (c) Make presentations in a responsible manner and when it is felt necessary to point out the superiority of its goods or services over those of its competitors, do so in such a manner as to avoid unfavorable publicity for the industry.
- (d) Avoid activities, operations, and practices that could be interpreted as improper and cause embarrassment to the Texas Lottery and/or to the industry.
- (e) Report security problems or potential security problems with any services provided pursuant to this RFP immediately and only to the Texas Lottery.
- (f) Otherwise comply with the State Lottery Act (Texas Gov't Code ANN. Ch. 466) and Texas Lottery rules, procedures and policies.
- (g) Provide best practices related to security and integrity standards within the industry.

We have read, understand, and will comply.

3.64 CONTACT WITH TEXAS LOTTERY COMMISSION

3.64.1 Employees, Subcontractors and agents of all prospective Proposers and employees, Subcontractors and agents of the Successful Proposer may not offer or give a gift to a Texas Lottery employee. For purposes of this section, —gift|| has the meaning as defined in Tex. Gov't Code ANN. § 467.001(4) and as may be subsequently changed or amended by acts of the Texas Legislature.

We have read, understand, and will comply.

3.64.2 Employees, Subcontractors and agents of all prospective Proposers and employees, Subcontractors and agents of the Successful Proposer should not engage in nonprofessional socialization (socialization outside of a work context) with a Texas Lottery employee. There may be circumstances, however, in which nonprofessional socialization is acceptable, for example, because of family relationships, common



acquaintances, or common outside activities. The restrictions on nonprofessional socialization are not meant to apply to unplanned, incidental social contact. In such circumstances, employees, Subcontractors and agents of all prospective Proposers and employees, Subcontractors and agents of the Successful Proposer should not discuss Texas Lottery business.

We have read, understand, and will comply.

3.64.3 Professional socialization at activities such as industry trade conferences and site visits is permitted.

We have read, understand, and will comply.

3.65 INCIDENTS AND ANOMALIES

3.65.1 The Successful Proposer shall report immediately all significant incidents and anomalies to the Texas Lottery, followed by a written report to be submitted within one workday of the incident or anomaly. At a minimum, incident and anomaly reporting shall include a description of the incident, its cause, and corrective action taken. For purposes of this section, "significant" incidents include, by way of illustration only, any occurrence that affects the Texas Lottery, lottery retailers, or players, and deviation from established procedures and those items where sanctions or liquidated damages are applicable.

We have read, understand, and will comply.

3.66 NON-EXCLUSIVE CONTRACT

The Texas Lottery intends to enter into a non-exclusive contract with the Successful Proposer to provide the services described in this RFP and expressly reserves the right to engage other vendor(s) to perform similar services and/or to conduct such services itself.

We have read, understand, and will comply.



4 REQUIRED INFORMATION

4.1 EXPERIENCE OF PROPOSER

Each Proposer shall provide the following information relating to its experience:

- 4.1.1 Each Proposer should state why it believes it has the required experience to provide the goods and services required under this RFP. Proposers must demonstrate an understanding of Texas as a minority-majority state as well as the ability to effectively reach and speak to the general and ethnic markets.

We have read, understand, and will comply. Please find our response to Section 4.1.1 on the following pages.

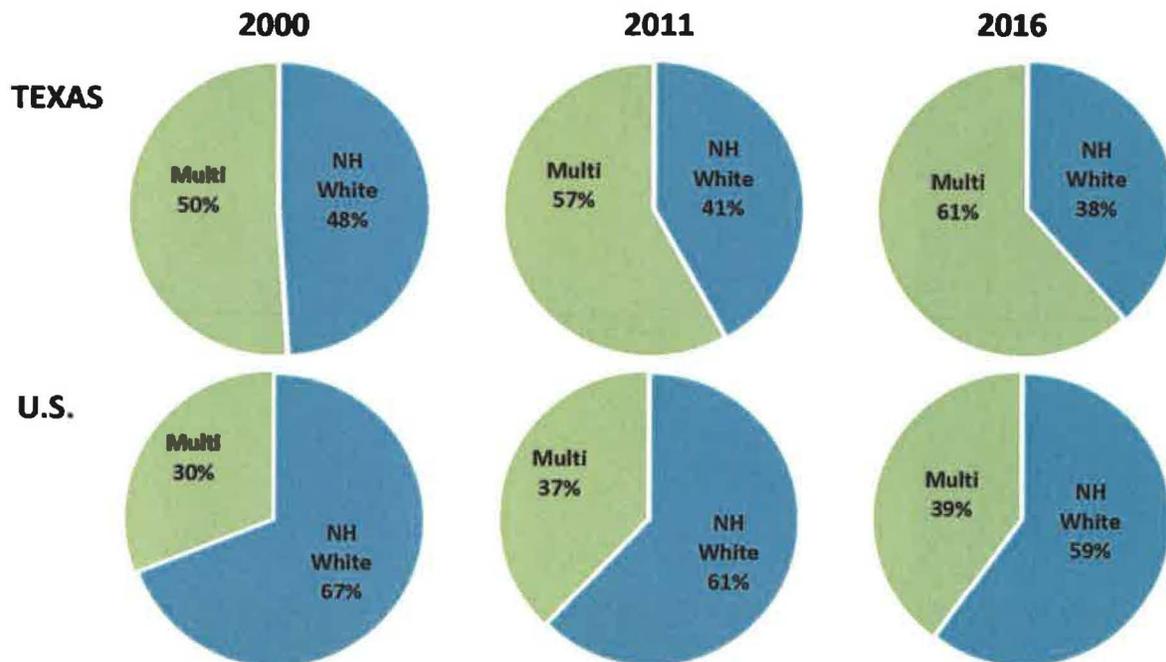


RESPONSE TO SECTION 4.1.1

As referenced in the Letter of Transmittal, LatinWorks' thorough understanding of the marketplace and robust strategic approach that drives the development of world-class, award-winning campaigns, positions our agency as the most qualified Proposer to provide the goods and services required by the Texas Lottery Commission. Currently, no other agency in Texas has the proven track record or the commitment to remain at the forefront of anticipating trends and their impact. Proof of this is our differentiating understanding of Texas and what it signifies to the Lottery, as is detailed in this section.

All the evidence that we have gathered seems to point in one direction: Texas is and will be the epicenter of U.S. multiculturalism. Youth and Latino heritage will be huge drivers. We are all aware that the last Census revealed that ethnic Americans drove population growth in the last 10 years, and trends indicate that the next decade will be no different. By 2016, the multicultural population will account for 61% of the total 18-49 year old population in Texas. This means that in the next four years the multicultural population in Texas will grow at a significantly faster rate than the rest of the country, further solidifying its "minority-majority" status.

Population Trends – Texas vs. Total U.S. Multicultural and Non-Hispanic White



Source: Geoscape 2011 / *Multicultural is defined as Hispanic, Non-Hispanic Black and Non-Hispanic Asian



Hot on the heels of the release of the first Census results in 2011, LatinWorks invested heavily in proprietary research to gain a deeper understanding of what drives consumer behavior across the country. It was a massive effort that included several months of quantitative and qualitative research. Coming out of it, we believe that the real story has little to do with sheer numbers, and more to do with how people view themselves, their surroundings, and how these views impact their behavior.

While demographics still play a role in our overall planning process, for us it is less about what language people speak more often or if they're native-born or not, and more about overarching attitudes and behaviors that extend across different races and creeds. Approaching communication challenges from such an angle takes the focus away from the things that distinguish socio-economic-cultural groups and re-directs it towards the things that they might all have in common, making for a richer creative process and more efficient media planning.

The Texas-specific extension of our Research, conducted among a representative sample of Texans, further uncovered deep-rooted beliefs about what it "means" to be Texan. The results were truly interesting, but the most important take-away is that we have now begun to uncover those universal human truths that will allow us to speak to Texans of all backgrounds, races and ethnicities in the most compelling manner on behalf of the Lottery. This approach is particularly important because we are tapping into deep-rooted beliefs held by Texans who are open to playing Lottery products. It also enables us to effectively communicate with the audience we have identified as holding the potential to drive the most positive business results for the Lottery - light to moderate players- without alienating any other group. (NOTE: Our evaluation of light to moderate players is further elaborated on in our response to Section 8.1.1.)

A good starting point in understanding Texas is observing how we relate to the state's most prominent symbol: our flag. It is well documented that when traveling around the state, one sees more Texas flags than U.S. flags. And it doesn't stop there. It is potentially the only U.S. state flag that even people outside the United States would spontaneously recognize, in addition to the Nation's flag.

We Texans are Texans before we're Americans, a phenomenon that's not very common anywhere in the world. This strong sense of affiliation is sometimes perceived as pure cockiness or arrogance; even fellow countrymen will often criticize us for apparently considering ourselves better than the rest. As one interviewee in our Study said: "they hate that we have so much state pride". (NOTE: For more verbatims from our Texas Study, please reference the enclosed DVD: File name "Texas Study".)

Is it possible that what gets more than 25 million Texans so excited is the sheer size of their state? On the surface, it might help the sentiment – people enjoy saying that everything is big here - but the truth is that Texas is the *second* largest state in territory, population and productivity.



So, if size doesn't really explain why we are so proud of ourselves, what does? What are we bragging about? What are they so extremely protective of?

Could it be that the state's ancient struggle for independence has left a deep historic mark and became engrained in the Texas spirit? Are we subconsciously trying to live up to the ideological promise of the "lone star"? After all, it's hard to imagine that what happened in the 18th and 19th centuries doesn't play a role in the state's identity – "Texas is not to be messed with", said another interviewee in our research (referring to the popular anti-littering slogan that morphed into the unofficial state motto).

This could be part of the answer, but an ideology rooted in independence doesn't seem substantial or tangible enough to justify such strong affinity in modern times.

What is interesting about the state's history, combined with its relative geographic isolation and vast territory, is the fact that our communities remained fairly disconnected from each other over time; more so than in many other states, where it was easier for cities to be in touch. This forced Texan communities to become self-sufficient in many ways, leading to a greatly diversified economy over the past century that includes agriculture, livestock, energy, mining, education, aerospace, biomedical sciences, entertainment, computers and electronics, among others.

For us in Texas, diversity is not just a politically correct word to be used in speeches and corporate best practices. It is vital to our state's core strength. It is its best defense during difficult times because if one particular industry struggles, the others can help keep the overall economy in check.

The diversity of Texas also seems to be one of its best-kept secrets because most outsiders still tend to associate the state with cattle and cowboys. While we Texans don't really appreciate being stereotyped, we make it a point to show our love for boots, hats and rodeo, whenever we have a chance.

It is refreshing to discover just how multidimensional Texas can be, as its multiple industries have helped give our population many different facets and human expressions. Just travel around the state and you'll find hundreds of thousands of us who represent many diverse characters – the heroic cowboy, the health provider and caregiver, the oil baron, the everyday blue collar guy who works in manufacturing, the explorer designing the new space program, the hi-tech inventor, the scholar who is devoted to higher education, and the entertainer pursuing a career in arts. This collection of characters makes for a wonderful story representing Texas. Migration from the eastern and western coasts, as well as from abroad, has further contributed to fueling and expanding the state's industrial and cultural diversity. And it is this wide spectrum that helps make Texas great.

Deep inside, Texans know that we need to embrace this diversity to stay strong. But accepting diversity doesn't always come easy, of course. We are so proud of our identity that we might feel that any outside influence or further diversity could dilute that identity, even if it has historically proven to have a positive impact.



It's a truly fascinating conflict and we seem to have found a way around it by fostering a simple yet effective notion: not being on top of each other while caring for each other. Think about how, in Texas, neighbors watch out for one another. Even if they don't know you by name, they will be constantly alert, to warn you of any potential threat or danger. It's like a tribal instinct that brings out the best in of regular people who don't pretend to stand out of the crowd and at the same time feel compelled to fulfill the duty of providing help and support to others when needed. It is no coincidence that the name Texas is based on the Caddo word "Tejas" meaning "friends" or "allies".

Our vision is that true multicultural marketing is meant to be inclusive and open possibilities. It is not about targeting ethnicities, age groups, or income levels, but rather about connecting people to common goals and continuing to nurture the Texas spirit. It's about continuing to encourage all Texans to respect and take care of each other, build our communities and drive our economy to new heights. And the Texas Lottery can play a credible and important part in this through a renewed focus on how it communicates with its audience.

This is the right time and the right place for The Texas Lottery to seriously engage with a market that is evolving in many unique ways, and with an agency-partner that truly understands the impact of the changes that are taking place, and who has implemented and continues to evolve the tools and processes to effectively speak to and reach all consumers.

Effectively Reaching the Total Market

At LatinWorks, we ensure that client communications plans effectively reach and engage consumers from a Total Market perspective, which is tackled from multiple angles. When crafting Media plans, effectiveness is actively incorporated across each phase of plan development: from understanding which consumer touch points connect the strongest with our audience, to how we prioritize which geographic areas should receive what type of media support based upon their sales potential. We also seek to understand how varying ethnic representation in each DMA would impact how a media plan is executed, based upon a market's nuances.

In the sections below, we will take you through these phases in more detail to outline how our approach will net us a plan that is the most effective in reaching both the general and ethnic audiences in Texas.

Integrated Communications Mapping

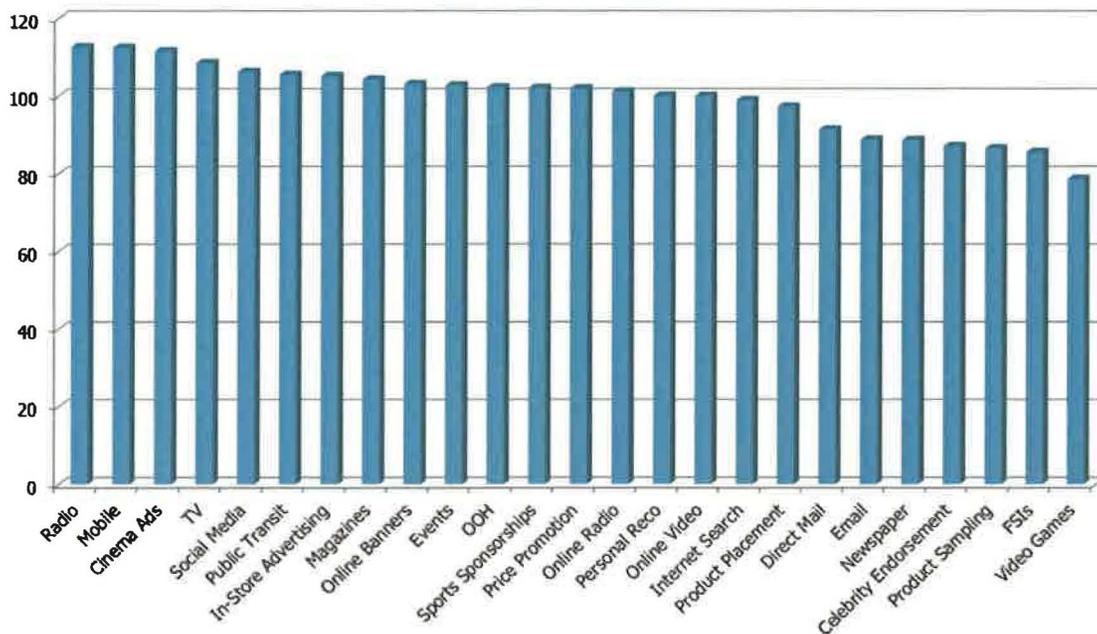
LatinWorks moves through three phases to determine the most effective communications plans to engage a particular consumer, a proprietary process we call Integrated Communications Mapping, or ICM. The mission of the ICM is to deliver channel and vehicle-neutral integrated touch point recommendations that carefully consider lifestyle and shopping behaviors. It requires the collaboration and leadership across multiple disciplines within the Agency to compile a customized approach for each client, tapping into a variety of both quantitative and qualitative resources.



Another benefit the ICM approach brings to the communications planning process is a plan output that is optimized, bringing the most cost efficient recommendation to our clients.

To provide an example that is specifically relevant to the Texas Lottery (which will be referenced again within Section 8.1.4), we conducted an analysis on All Texans who fit the Lottery Audience profile. Subsequent runs were conducted for each ethnic group individually to detect any touch point nuances that could be rationalized for additional support, or recommended exclusively for a particular ethnic group. The three phases to the process were conducted as follows:

Phase 1: Touch Point: measures and ranks 25 channels of communication based upon pure usage habits. As seen below, a mix of traditional and non-traditional channels fall within the top 10 Touch Points for the Lottery audience profile. An equal number of both traditional and digital channels fall within the Top 10, with TV and Radio as the top broadcast vehicles. Touch Points that connect with these consumers outside the home also appear to resonate strongly.



Phase 2: Lifestyle and Culture: layers psychographic consumer learnings to understand the consumer's passion points, beyond pure channel usage. Four buckets of lifestyle habits are explored:

- **Let Go:** what does our consumer do for fun? How does he/she truly relax and “let go?”
 - Our analysis revealed the Texas Lottery audience loves to socialize, enjoying time with friends and entertaining people in their homes. They also take time to learn new things, tapping into their natural curiosity to learn about the world around them.
- **Tune In:** what type of content does our consumer seek out? Where does he/she obtain this content beyond traditional media vehicles?

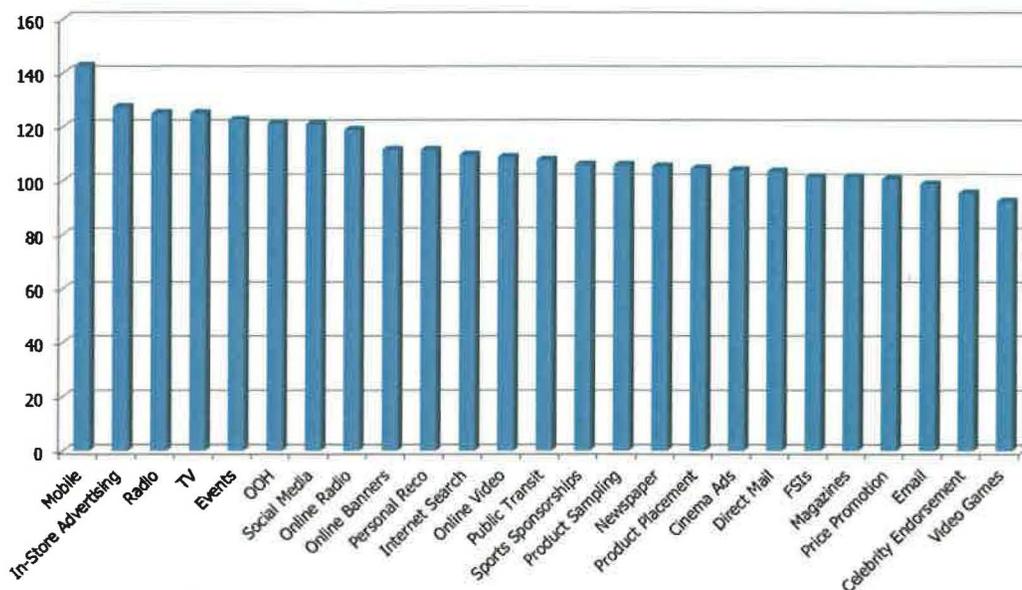


- We found that our audience consistently seeks out environments that involve healthy food, over indexing in activities such as cooking for fun and eating healthier. They also enjoy getting the best deal or value, planning ahead for purchases and always being on the lookout for special offers.
- **Involved In:** what drives our consumer to take action?
 - The environment and their careers are the top two areas of our audience's involvement. They believe it is their personal obligation to be environmentally responsible, and they look at their work as a career and not just a job.
- **Fan Of:** what are our consumers' personal pleasures?
 - Music and brand names are the most important areas of personal pleasure for the Texas Lottery audience. They consider music to be an important part of their lives, and always shop stores that they know will have *their* brands.

Phase 3: Purchase Journey: layers shopper behavioral data across the 5-steps of the purchase journey:

- **Awareness:** stage at which a consumer's curiosity is piqued
- **Investigation:** after the consumer has decided to act and is actively seeking additional information to inform his/her potential purchase
- **Channel Selection:** the consumer has completed their research and is now selecting where to obtain their chosen product or service
- **Channel Visitation:** the consumer is actually making the purchase in their chosen channel (in the case of Lottery products, this will be at retail or select events)
- **Post Transaction:** after the purchase is complete, this is the stage in which the Lottery has the opportunity to continue engaging with consumers to foster advocacy and loyalty

After incorporating Phases 2 and 3, a final, re-calibrated ranker results in Mobile, In-Store Advertising, and Radio as the top three individual Touch Points for the Lottery audience. Four of the top ten touch points fall within digital:





Markets & Clustering Strategy

To prioritize deployment of advertising activity across Texas DMAs, we looked at three data points:

- **Total Sales:** Total Instant Sales by market
- **Sales vs. Population Index:** comparison of percentage of each market's Individual Sales to Total Sales, as compared to the Population Percentage of each market to Total State Population, which helps us understand which markets "over contribute"
- **Media Efficiency:** as a base for measurement of Media Efficiency, we looked at each DMAs total market TV CPM, based upon both English and Spanish-language vehicles

Pure Sales	
Rank	Market
1	Dallas-Ft. Worth
2	Houston
3	San Antonio
4	Austin
5	Waco-Temple-Bryan
6	Harlingen-Wslco-Brnsvl-McA
7	Tyler-Longview
8	Corpus Christi
9	Beaumont-Pt. Arthur
10	Odessa-Midland
11	Amarillo
12	Lubbock
13	Abilene-Sweetwater
14	El Paso
15	Shreveport
16	Wichita Falls-Lawton
17	San Angelo
18	Laredo
19	Victoria
20	Sherman-Ada

Sales Index vs. Pop	
Rank	Market
1	Beaumont-Pt. Arthur
2	Abilene-Sweetwater
3	Victoria
4	Waco-Temple-Bryan
5	Tyler-Longview
6	San Angelo
7	Corpus Christi
8	Odessa-Midland
9	Lubbock
10	San Antonio
11	Amarillo
12	Houston
13	Austin
14	Dallas-Ft. Worth
15	Wichita Falls-Lawton
16	Harlingen-Wslco-Brnsvl-McA
17	Sherman-Ada
18	Laredo
19	Shreveport
20	El Paso

A 18-49 TV CPM*	
Rank	Market
1	Corpus Christi
2	Harlingen-Wslco-Brnsvl-McA
3	El Paso
4	Amarillo
5	San Antonio
6	Lubbock
7	Odessa-Midland
8	Shreveport
9	Austin
10	Waco-Temple-Bryan
11	Wichita Falls-Lawton
12	Tyler-Longview
13	Houston
14	Sherman-Ada
15	Beaumont-Pt. Arthur
16	Dallas-Ft. Worth
17	Abilene-Sweetwater
18	Laredo
19	San Angelo
20	Victoria

**Lowest to Highest cost*



Geographic Analysis

As outlined in Section 4.1.1, our rank analysis of Texas markets in which to deploy advertising activity took Total Sales, Sales vs. Population Index, and Media Efficiency into consideration. The final list was clustered into 5 groups that will include varying levels of media support, decreasing as the cluster becomes lower in rank:

Final Media Market Clusters		
Rank	DMA	Cluster
1	Dallas-Ft. Worth	1
2	Houston	
3	San Antonio	
4	Austin	
5	Waco-Temple-Bryan	
<hr/>		
6	Corpus Christi	2
7	Tyler-Longview	
8	Harlingen-Wslco-Brnsvl-McA	
9	Odessa-Midland	
10	Lubbock	
<hr/>		
11	Beaumont-Pt. Arthur	3
12	Abilene-Sweetwater	
13	Amarillo	
14	Wichita Falls-Lawton	
15	El Paso	
<hr/>		
16	San Angelo	4
17	Shreveport/Texarkana	
18	Laredo	
19	Victoria	
20	Sherman-Ada	

Total Market Approach

Our media planning approach is to evaluate each DMA from a "Total Market" perspective. The overall objective is to ensure that all recommended ethnicities are reached equitably as guided by market communication goals.

To guide which Texas DMAs we recommend receiving media communication to ethnic groups beyond the Non-Hispanic White population, we analyzed the Hispanic, Black and Asian populations in each DMA against the following criteria:

- **Population Quantity:** population of an ethnicity fell into the top 5 DMAs within the state of Texas
- **Percentage Representation:** population of an ethnicity represented 25% or more of a DMAs total population
- **Population Index vs. State Average:** the index of an individual DMAs ethnic population exceeded 110 as compared to the overall state average



If two of the three criteria above were met for a particular ethnic group, ethnic-specific Media Communication is recommended for consideration. This analysis yielded the following recommendation:

Media Communication Considerations by Ethnicity			
Market	White	Hispanic	Black
Abilene-Sweetwater	Y		
Amarillo	Y		
Austin	Y	Y	
Beaumont-Port Arthur	Y		Y
Corpus Christi	Y	Y	
Dallas-Ft. Worth	Y	Y	Y
El Paso (Las Cruces)	Y	Y	
Harlingen-Weslaco-Brownsville-McAllen	Y	Y	
Houston	Y	Y	Y
Laredo	Y	Y	
Lubbock	Y		
Odessa-Midland	Y	Y	
San Angelo	Y		
San Antonio	Y	Y	
Sherman-Ada	Y		
Shreveport	Y		Y
Tyler-Longview	Y		Y
Victoria	Y		
Waco-Temple-Bryan	Y		Y
Wichita Falls & Lawton	Y		

Other Ethnic Considerations

Hispanic

Per the 2010 Census, 9.4 million Hispanics are living in the state of Texas – a 2.7 million increase between 2000 and 2010. In fact, Hispanics contributed to 65% of Texas’ growth during this ten year period, making them the state’s fuel for population growth (Source: U.S. Census Bureau Decennial Census 2000 to 2010).

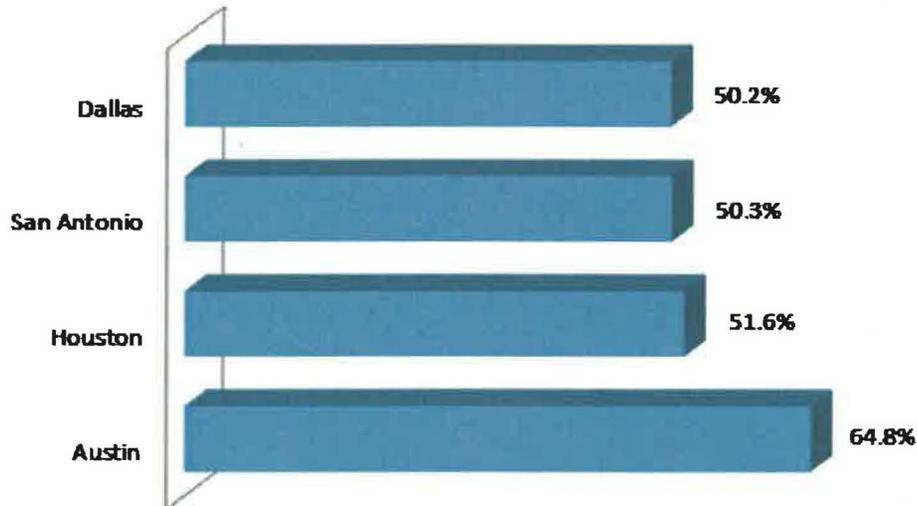
The native language of Hispanics – Spanish – will continue to be an important part of Hispanic culture. Today, three in four Texas Hispanics speak Spanish at home, and the use of Spanish among Hispanic Texans will continue to grow, from 6.6MM in 2012 to 8.7MM by 2015 (Source: Global Insights Hispanic Monitor 2011).

The importance of Spanish-language is evident in the changing TV viewing landscape in Texas as well, with audience shares increasing +12-24% in key Texas markets:





% of Spanish-language TV Viewers who did not watch any English-language TV

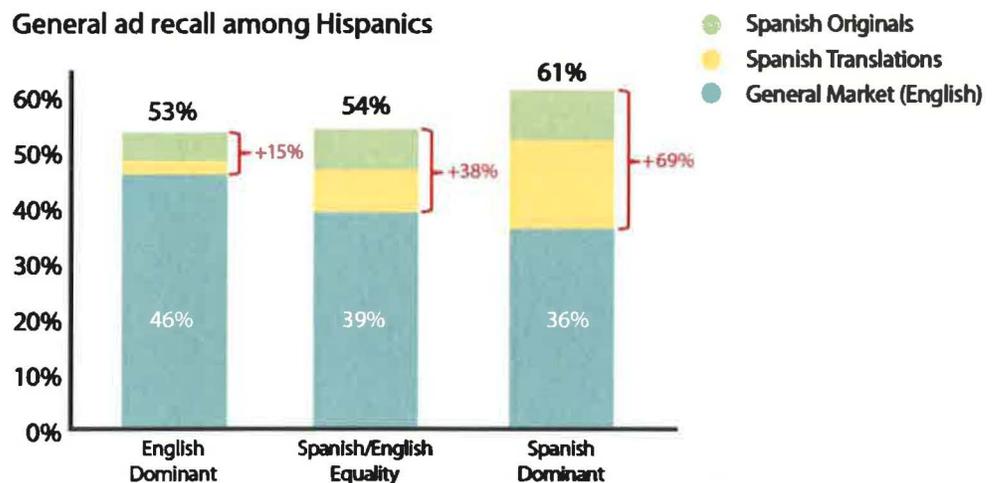


Source: Global Insights Hispanic Monitor – Texas 2011

The chart above also emphasizes that Spanish-language TV has unduplicated viewers that cannot be reached with English-language TV alone. Although we do need English-language TV to effectively reach Hispanics across all language spectrums, the inclusion of Spanish-language TV will be important.

Advertising to Texas Hispanics in Spanish is not just about reaching consumers who do not understand the English language. Even among Bilingual Hispanics, a 2011 Nielsen study found that Spanish-language advertising recall was equal to or higher than “General Market” ads:

General ad recall among Hispanics



SOURCE: Nielsen Hispanic Media 2011

Overall, Spanish-language advertising is a critical component in reaching Hispanics in Texas and will be carefully considered in the tactical portion of our media plans to complement English-language TV activity.



African American

English-language media will also encompass a strategy to ensure that the African-American audience is reached equitably. For example, in Texas, African Americans consume approximately 25% more hours of TV and Radio as compared to their White Non-Hispanic counterparts (Source: Scarborough Texas, Release 2, 2011). From an executional standpoint, we would ensure that Total Adult 18-49 schedules be rated also on African American Adults 18-49 to ensure GRPs deliver +20-25% to align with their viewership and listenership habits. To accomplish this, our buyers will look to include stations and/or programming that index highly with African American consumers to ensure cultural relevance. For TV, this would include exploring relevant Cable networks as well, especially given the previously revealed propensity for African American consumers to highly over index in Cable TV usage.

Asian

Asian-specific media plans are not recommended for a mass media approach, as they represent less than 5% of the population in each Texas DMA. Per Lottery requirements, media plans must also be measurable (able to report ratings). Currently, there are not any Asian-formatted broadcast stations that secure a large enough audience to generate a reportable rating, thus not being an option for inclusion within our plans. However, an approach to reaching this audience via digital vehicles is outlined further in the Media Tactics section.

Summary

To reiterate the LatinWorks approach to Total Market Planning, we:

- Start with the consumer, identifying who he/she is at his/her core – as we have demonstrated with the Texas consumer earlier in this section:
 - Approaching campaigns from the consumer perspective helps us identify more relevant opportunities and opens us to more possibilities
 - Beginning with the brand may be perceived as forcing itself into consumers' lives – potentially alienating the very consumers we are trying to engage with
- Apply Integrated Communications Mapping, a proprietary approach that allows for the development of strategies and tactics that speak to our audience in the most relevant way, through the most effective consumer touch points, along a purchase journey where the brand can play a natural, engaging role within their daily routine
- Administer our Market Clustering strategy and Total Market approach to ensure that we are effectively reaching the entire spectrum of our core audience

As previously mentioned, in our response to Section 8.1.4(b) this process will be applied and demonstrated in practice, resulting in the most efficient and impactful media support for the Holiday Scratch-off campaign.



4.1.2 Each Proposer shall describe in detail its experience and shall include descriptions of all engagements of comparable complexity and sensitivity to the requirements of this RFP conducted within the past five (5) years. The description of experience shall be detailed and cover the contracts the Proposer and any Subcontractors have had and all experience similar to this contract which qualifies the Proposer to meet the requirements of this contract, including but not limited to:

- (a) Size of contract.
- (b) Reason for contract termination/expiration, if contract is no longer in effect.
- (c) Types of services directly provided by the Proposer and whether the Proposer was the contractor or subcontractor.
- (d) Term and type of contract, including effective dates.
- (e) Any problems encountered.

We have read, understand, and will comply.



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PIA §552.110

Part 4 - Page 14 of 21



4.1.3 The Proposer shall state whether or not any of the following have occurred during the last three years:

- (a) The Proposer has had a contract terminated, and if so, shall provide full details, including the other party's name, address and telephone number.
- (b) The Proposer has been assessed any penalties or liquidated damages under any existing or past contracts and if so note the reason for and the amount of the penalty or liquidated damages for each incident.
- (c) The Proposer was the subject of (i) any disciplinary action for substandard work and unethical practices or (ii) any order, judgment or decree of any federal or state authority barring, suspending or otherwise limiting the right of the Proposer to engage in any business, practice or activity.
- (d) The Proposer has been involved in any litigation related to contract performance.

We have read, understand, and will comply.

1) Burger King

In fall of 2010, Burger King decided to consolidate their multicultural marketing responsibilities with Crispin, Porter + Bogusky, their general market agency at the time (more recently, all creative duties were handed to a new agency, MCGarryBowen). This event was widely documented in the press as it had nothing to do with our creative or strategic work, but was instead due to three factors: 1. Cost savings from consolidating with one agency. 2. A complete turnover in the client's leadership team. 3. The desire for a single message across all consumer groups.

Client Reference:

**Brian Gies, Vice President, Marketing Impact
T. 305.378.7601**

2) H-E-B Grocery

In early 2010, due to budget cuts, H-E-B Grocery decided to move creative work in-house. However, LatinWorks retained the media planning and buying assignment. Then, in early 2011 the client decided to do the same thing with media. Our work was never in question; cost savings was cited as the reason for their decision.

Client Reference:

**Luisa M. Donis-Porter, Director, Advertising
T. 210-938-6362**



U.S. Cellular

At the end of 2010, we ended our 10-year relationship with this client. Even though the final decision to part ways was mutual, it was bittersweet because this had been the longest client relationship in our agency's 12-year history. The biggest reason behind this move was a series of changes in the client's marketing staff. Expectations on both sides suffered as neither side was able to deliver the needed outcomes. Chemistry eroded slowly as new personnel arrived. Inconsistency of thought and lack of strategic alignment between client and agency eventually doomed the relationship.

Client Reference:

Carrie Blumenfeld, Senior Manager, Retail Communications

T. 773-355-3605

- 4.1.4 Failure to include any of the items in this section may result in disqualification of the Proposal.

We have read, understand, and will comply.

4.2 REFERENCES

A minimum of five (5) verifiable references must be provided that include contact person, name of company, phone, fax number, and e-mail address, if available. Proposers' references shall include references for which Proposer has provided similar services as described in Part 7 of this RFP. The Texas Lottery reserves the right to verify all information in the Proposal submitted by the Proposer and seek other information it deems necessary to conduct a thorough review.

We have read, understand, and will comply.



Tex. Gov't Code §552.137

Name/Title/Company	Address	Contact Information
Chris Perry VP Global Marketing – <i>General Motors</i>	P.O. Box 33170 Detroit, MI 48232	(313) 665-1684
Karen Kaiser VP, Advertising – <i>Domino's</i> <i>Pizza</i>	30 Frank Lloyd Wright Drive Ann Arbor, MI 48105	(734) 930-3030
Emily Trent VP, Marketing – <i>Marshalls</i>	770 Cochituate Road Framingham, MA 01701	(508) 390-5621
Debra Sandler CMO – <i>Mars Chocolate</i>	800 High Street Hackettstown, NJ 07840	(908) 979-5908
Mike Sundet Senior Director, Bud Light – <i>Anheuser-Busch, InBev</i>	One Busch Place St. Louis, MO 63118	(314) 577-7007

4.3 CONTACT PERSON

Each Proposer shall provide the name, address, telephone number, email address, and facsimile number of a person to contact concerning questions regarding its Proposal.

Jaime Gonzalez-Mir
206 E 9th St, 13th Floor
Austin, TX 78701
Phone: 512-479-4591
j.gonzalez-mir@latinworks.com
Fax: 512-479-6024

4.4 CONFLICT OF INTEREST

4.4.1 The Proposer must disclose any actual, potential or perceived conflict of interest relative to the performance of the requirements of this RFP. The Proposer must disclose any personal or business relationship of (a) itself; (b) any of its principals, officers, directors, investors, owners, partners, and employees (collectively, Proposer Personnel); (c) any spouse, child, brother, sister, or parent residing as a member of the same household in the principal place of residence of any Proposer Personnel; (d) any affiliate; or (e) any Subcontractor with any employee or representative of the Texas Lottery (including the



Texas Lottery Executive Director and its commissioners) or its prime vendors. As of the time of the issuance of this RFP, prime Texas Lottery vendors include, but are not limited to: GTECH Corporation, lottery operator; Scientific Games International, instant ticket manufacturer; Pollard Banknote Limited Partnership, instant ticket manufacturer; GTECH Printing Corporation, instant ticket manufacturer; TLP, Inc. dba TracyLocke and LatinWorks, advertising services; Davila, Buschhorn and Associates, P.C., lottery drawings audit services; Elephant Productions, Inc., drawings broadcast services; Barker & Herbert Analytical Laboratories, Inc., instant ticket testing services; Maxwell Locke & Ritter, LLP., annual financial audit and Mega Millions and Powerball agreed-upon procedures engagement; Meyertons, Hood, Kivlin, Kowert & Goetzel, P.C., outside counsel for intellectual property matters; Eubank & Young Statistical Consulting, LLC, statistical consulting services; Knight Security Systems, LLC, surveillance camera products and related services; and Elsym Consulting, Inc., internal control systems and services. Additionally, any such relationship that might be perceived or represented as a conflict should be disclosed. Failure to disclose any such relationship may be a cause for disqualification of a Proposal.

In our capacity as the current general contractor for Ethnic Market Advertising Services, working alongside the current General Market general contractor, TracyLocke, we have regular contact with employees and representatives of the Texas Lottery. In the execution of our responsibilities, on occasion we also engage with GTECH. Notwithstanding these professional relationships on behalf of the Texas Lottery, there is no conflict.

Further, Manny Flores, our CEO, has met and may continue to attend the same functions or events in Austin as Executive Director Gary Grief and Commissioner J. Winston Krause. However, Mr. Flores does not maintain any personal relationship or contact beyond these functions and events in his community.

- 4.4.2 This is a continuing disclosure requirement. The Proposer shall disclose to the Texas Lottery in writing any actual, potential or perceived conflict of interest, relative to the performance of the requirements of this RFP, during the period prior to the award of any Contract pursuant to the RFP, at the time the conflict is identified. Failure to promptly notify the Texas Lottery will be sufficient grounds for rejecting the Proposal.

We have read, understand, and will comply.

4.5 FINANCIAL SOUNDNESS

- 4.5.1 Each Proposer must provide evidence of financial responsibility and stability for performance of any Contract awarded as a result of this RFP and must demonstrate the ability to finance the project described in its submission.

We have read, understand, and will comply.



4.5.2 Proposer shall provide evidence of financial responsibility and stability based on any and/or all of the following:

1. If Proposer is the sole source of financial resources and will finance the project on its own with current resources;
2. If Proposer is the subsidiary of a parent corporation and the parent corporation is providing financial resources or assurance, the parent corporation must complete Attachment B, and the Proposer must submit financials for both the Proposer and the parent;
3. If Proposer is a joint venture or a group of affiliated companies, the Proposal must include financials for each member or affiliate of such joint venture or group, as applicable;

If 1, 2 or 3 apply, then, each Proposer shall submit the following documentation with its Proposal:

- (a) Copies of audited financial statements and/or complete tax returns for each of the Proposer's (and its parent corporation, if applicable, or joint venture member or affiliate, if applicable) two (2) most recently ended fiscal years; and/or
 - (b) If documentation under (a) is not available, provide other proof of financial assurance.
4. If Proposer is relying on financial resources other than items 1 through 3 above, then Proposer shall submit the following documentation with its Proposal:
- (a) Other proof of financial assurance.

We have read, understand, and will comply.

4.5.3 If the information in Section 4.5.2 is not available at the time of submission, the Proposer shall provide other proof of financial responsibility acceptable to the Texas Lottery prior to the deadline for submission of Proposals.

Confidentiality Claimed
PIA §552.110

4.5.4 The Texas Lottery reserves the right to require any additional information necessary to determine the financial integrity and responsibility of the Proposer.

We have read, understand, and will comply.



- 4.5.5 The Proposal must include a certification that the Proposer will notify the Texas Lottery of a change in financial condition during the Contract term and any renewal thereof. If a Proposer experiences a substantial change in its financial condition prior to the award of any Contract pursuant to the RFP, or if the Successful Proposer experiences a substantial change in its financial condition during the term of the Contract or any extension thereof, the Texas Lottery must be notified of the change in writing at the time the change occurs or is identified. Failure to notify the Texas Lottery of such substantial change in financial condition will be sufficient grounds for rejecting the Proposal or terminating any Contract. For the purposes of this section, examples of a substantial change in financial condition are events such as insolvency, bankruptcy or receivership.

We have read, understand, and will comply. We will notify the Texas Lottery of any change in our financial condition should one arise.

4.6 BACKGROUND INVESTIGATIONS

- 4.6.1 The Texas Lottery Commission may initiate investigations into the backgrounds of (a) any Apparent Successful Proposer; (b) any of the Apparent Successful Proposer's officers, directors, investors, owners, partners and other principals, as more particularly described in Texas Government Code ANN. § 466.155, (collectively, Apparent Successful Proposer Principals); (c) any of the Apparent Successful Proposer's employees; (d) any of the Apparent Successful Proposer's Subcontractors, or the Subcontractors' officers, directors, investors, owners, partners, principals or employees (collectively, Subcontractor Personnel); or (e) any other associates of the Apparent Successful Proposer it deems appropriate. The Texas Lottery Commission may also request background information for a spouse, child, brother, sister or parent residing as a member of the same household in the principal place of residence of the Apparent Successful Proposer, any Apparent Successful Proposer Principals, or Apparent Successful Proposer employees described above. Such background investigations may include fingerprint identification by the Texas Department of Public Safety and the Federal Bureau of Investigation, and any other law enforcement agency. The Texas Lottery may reject a Proposal and/or terminate any Contract resulting from this RFP based solely upon the results of these background investigations.

We have read, understand, and will comply.

- 4.6.2 In order to facilitate the background investigations, the Apparent Successful Proposer, including the parent or subsidiary of the Apparent Successful Proposer, must complete and return:
- a. the Texas Lottery's Background Information Certified List of Vendor Principals Form (located in Attachment E-1) within three (3) business days, or as otherwise directed by the Texas Lottery, after the written Announcement of the Apparent Successful Proposer.



- b. the Texas Lottery's Vendor Background Investigation Packet (Attachment E) within ten (10) business days, or as otherwise directed by the Texas Lottery, after the written Announcement of the Apparent Successful Proposer.

We have read, understand, and will comply.

- 4.6.3 The Texas Lottery reserves the right to require additional background information.

We have read, understand, and will comply.

- 4.6.4 The Successful Proposer agrees that, during the term of the Contract and any extension thereof, it shall be obligated to provide such information about any principals, employees, and Subcontractor personnel as the Texas Lottery may prescribe. The Successful Proposer also agrees that the Texas Lottery may conduct background investigations of such persons.

We have read, understand, and will comply.



5 HUB SUBCONTRACTING PLAN (HSP)

5.1 HSP REQUIREMENT

The Texas Lottery has adopted the rules promulgated by the Comptroller of Public Accounts (CPA) regarding Historically Underutilized Businesses (HUBs) in 34 Texas Administrative Code (TAC) §§ 20.10 – 20.28 (See [http://info.sos.state.tx.us/pls/pub/readtac\\$ext.ViewTAC?tac_view=5&ti=34&pt=1&ch=20&sch=B&rl=Y](http://info.sos.state.tx.us/pls/pub/readtac$ext.ViewTAC?tac_view=5&ti=34&pt=1&ch=20&sch=B&rl=Y)). By submitting a Proposal, the Proposer certifies that it has reviewed 34 TAC §§ 20.10 - 20.28. Rule 20.14 addresses the specific requirements of Historically Underutilized Business subcontracting plans (HSPs).

We have read, understand, and will comply.

5.2 HSP SUBMISSION AND TEXAS LOTTERY REVIEW

- 5.2.1 All proposals must include an HSP (Attachment C, including a Method A or B pages, if applicable) in the format required by the Comptroller of Public Accounts. The HSP is a pass/fail requirement. PROPOSALS THAT DO NOT INCLUDE A COMPLETED HUB SUBCONTRACTING PLAN PREPARED IN ACCORDANCE WITH 34 TEXAS ADMINISTRATIVE CODE (TAC) § 20.14 SHALL BE REJECTED AND WILL NOT BE EVALUATED.

We have read, understand, and will comply. Please refer to the attached HUB Subcontracting Plan binder as required in Section 2.5.2 for our HSP.

- 5.2.2 To determine whether a good faith effort has been performed as required by the Comptroller's HUB rules, the Texas Lottery may request clarifications from Proposers, if necessary. The HSP will be reviewed based on the Proposer's submission and any clarifications requested by the agency.

We have read, understand, and will comply.

5.3 ASSISTANCE FOR PREPARATION OF HSP

- 5.3.1 *Pre-Proposal Conference.* Proposers are encouraged to attend the pre-proposal conference, which will include a presentation on the HSP requirements. Proposers may ask questions at the pre-proposal conference regarding the HSP. A video of the preproposal conference as well as a copy of the HSP booklet provided during the conference will be posted on the Texas Lottery website.



HUB Subcontracting Opportunity Notification Form and HSP Quick Check List. Attached to this RFP is a HUB Subcontracting Opportunity Notification Form (Attachment C-1) and HSP Quick Check List (Attachment C-2) prepared by the Texas Comptroller. Proposers are encouraged to use Attachment C-1 when sending notice of the subcontracting opportunity. Attachment C-2 is intended to assist Proposers in preparing the HSP forms, but is not required to be submitted with Proposals.

We have read, understand, and will comply.

5.3.2 *Additional TLC Assistance.* During the period following issuance of the RFP and up to fifteen (15) Working Days prior to the deadline for proposals, the TLC will:

- Review draft HSP forms submitted by any Proposer and provide feedback to that Proposer only; and/or
- Schedule one-on-one workshops with a Proposer to discuss HSP requirements and/or to review draft HSP forms, at the Proposer's request.

We have read, understand, and will comply.

5.3.3 The Texas Lottery also will respond to any written questions regarding the HSP process that are submitted in writing, up to the date of the deadline for Proposals.

We have read, understand, and will comply.

5.4 REQUIREMENTS FOR COMPLETING THE HSP FORMS

5.4.1 TLC's HUB Participation Goal. The goods and/or services requested in this RFP are classified in the category of Other Services Contracts. The agency's HUB participation goal for this RFP is 24.6%.

We have read, understand, and will comply.

5.4.2 Requirements of a HUB subcontracting plan. Each Proposer shall complete the HSP forms prescribed by the Comptroller (Attachment C, C-1 and/or C-2) which shall include the following:

- (A) certification the Proposer has made a good faith effort to meet the requirements of 34 Texas Administrative Code (TAC) § 20.14;
- (B) identification of the subcontractors that will be used during the course of any contract resulting from this RFP;
- (C) the expected percentage of work to be subcontracted; and
- (D) the approximate dollar value of that percentage of work.



Each Proposer shall provide documentation required by the agency to demonstrate compliance with good faith effort requirements prior to contract award. If a Proposer fails to provide supporting documentation (phone logs, fax transmittals, electronic mail, etc.) within the timeframe specified by the agency to demonstrate compliance with this subsection prior to contract award, the Proposal shall be rejected for material failure to comply with Texas Government Code §2161.252 (b).

We have read, understand, and will comply.

5.5 SUBCONTRACTING OPPORTUNITIES

5.5.1 The Texas Lottery has identified the following potential subcontracting opportunities under this RFP.

CLASS 037: AMUSEMENT, DECORATIONS, ENTERTAINMENT, GIFTS, TOYS, ETC.

Item Numbers and Commodity Descriptions:

37-25 Carnival and Fair Equipment, Accessories and Supplies

37-52 Novelties and Advertising Specialty Products, Including Biodegradable

37-78 Souvenirs: Promotional, Advertising, etc.

CLASS 578: MISCELLANEOUS PRODUCTS (NOT OTHERWISE CLASSIFIED)

Item Numbers and Commodity Descriptions:

578-31 Display and Showroom Equipment and Supplies (Including Exhibit Booths)

CLASS 915: COMMUNICATIONS AND MEDIA RELATED SERVICES

Item Numbers and Commodity Descriptions:

915-01 Advertising Agency Services

915-04 Advertising, Outdoor Billboard, etc.

915-06 Audio Production

915-08 Audio Media Duplicating Services (Incl. Cassettes, CD Roms, Tapes, etc.)

915-14 Broadcasting Services, Radio

915-15 Broadcasting Services, Television

915-26 EDI (Electronic Data Interchange) Value Added Network (VAN) Services

915-27 Editorial Services

915-42 Film and Slide/Tape Production Services

915-48 Graphic Arts Services (Not Printing)

915-58 Mailing Services (Incl. Addressing, Collating, Packaging, Sorting and Delivery)

915-59 Mail Services, Express

915-71 Newspaper and Publication Advertising

915-72 Photography (Not Including Aerial Photography)

915-74 Radio Commercial Production

915-78 Television Commercial Production

915-82 Video Production



915-90 Video Media Duplicating and Production Services (Including CD Roms, Tapes, etc.)

915-96 Web Page Design, Management and Maintenance Services

CLASS 918: CONSULTING SERVICES

Item Numbers and Commodity Descriptions:

918-07 Advertising Consulting

918-76 Marketing Consulting

CLASS 920: DATA PROCESSING, COMPUTER, AND SOFTWARE SERVICES

Item Numbers and Commodity Descriptions:

920-28 Emergency Back-up Services and Facilities for Data Processing

CLASS 961: MISCELLANEOUS SERVICES, NO. 1 (NOT OTHERWISE CLASSIFIED)

Item Numbers and Commodity Descriptions:

961-04 Artists (Including Digital Artists)

961-22 Costume Design and Creation Services

961-49 Legal Services, Attorneys

961-53 Marketing Services (Incl. Distribution, Research, Sales Promotions, etc.)

961-57 Musical Production Services

961-71 Talent Agency Services

961-75 Translation Services

CLASS 962: MISCELLANEOUS SERVICES, NO. 2 (NOT OTHERWISE CLASSIFIED)

Item Numbers and Commodity Descriptions:

962-03 Actor/Thespian Services

962-05 Amusement and Entertainment Services

962-24 Courier/Delivery Services (Including Air Courier Services)

962-34 Event Planning Services

962-60 Party, Holiday and Event Decorating Services

962-79 Sign Making Services

962-86 Transportation of Goods and Other Freight Services

CLASS 965: PRINTING PREPARATIONS: ETCHING, PHOTOENGRAVING, AND PREPARATION OF MATS, NEGATIVES AND PLATES

Item Number and Commodity Descriptions:

965-15 Artwork, Camera Ready

965-46 Graphic Design Services for Printing

965-70 Pre-Press: Color Separations, Composite Film, Stripping, Chromolin or Match-Print Proof, etc.



CLASS 966: PRINTING AND TYPESETTING SERVICES

Item Number and Commodity Descriptions:

- 966-57 Offset Printing, General, Small Press Work (Quan. up to 25,000), One or More Colors, No 4 Color Processes or Large Solids or Close Registration; up to 11 x 17 In.: Brochures, Newsletters, Covers, Posters, etc.
- 966-60 Printing, Large Production Runs (Quan. up to 100,000); 4 Color Process or Close Registration Required: Color Brochures, Maps, etc.
- 966-84 Silk Screen Printing
- 966-86 Specialty Printing: Die Cutting, Laser, Plastic, Thermography, etc. (Folders, Invitations, Tabs, Binders, etc.)

CLASS 971: REAL PROPERTY RENTAL OR LEASE

Item Number and Commodity Descriptions:

- 971-70 Storage Space Rental or Lease

We have read, understand, and will comply.

- 5.5.2 The potential subcontracting opportunities listed above may or may not be areas that a Proposer would subcontract, depending on that Proposer's existing resources, employees, and business model. Further, Proposers are not limited to the list above, and may identify additional areas of subcontracting. Proposers who intend to subcontract are responsible for identifying all areas that will be subcontracted and shall submit a completed HSP demonstrating evidence of good faith effort in developing that plan.

We have read, understand, and will comply.

- 5.5.3 A list of HUB vendors registered with the Comptroller of Public Accounts (CPA) for the subcontracting opportunities identified above is included under the HUB/CMBL tab of this RFP. Note that currently active certified HUBs will have a status code of "A." All other status codes indicate that a vendor is inactive or not a HUB.

We have read, understand, and will comply.

- 5.5.4 Please refer to the HUB/CMBL Directory Instructions and HUB Vendor Reference Lists under the HUB/CMBL tab of this RFP to locate potential HUB Subcontractors.

We have read, understand, and will comply.

5.6 POST CONTRACT AWARD

5.6.1 Notification of Subcontractors

Following Contract Award, the Successful Proposer must provide notice to all subcontractors (HUBs and Non-HUBs) of their selection for the awarded Contract. The Successful Proposer is also required to provide a copy of each notice to the agency's



point of contact for the Contract no later than ten (10) Working Days after the Contract is awarded. Proposers should refer to Section 4 of the HSP form for additional information about this requirement.

We have read, understand, and will comply.

5.6.2 HSP Changes

Following Contract Award, any proposed changes to the HSP must be submitted, in writing, by the Successful Proposer to the Texas Lottery for prior review and must be approved by the Texas Lottery in writing before becoming effective under the Contract.

We have read, understand, and will comply.

5.6.3 HSP Reporting

Following Contract Award, if the Successful Proposer is subcontracting, the Successful Proposer shall maintain business records documenting compliance with the HSP and shall submit a monthly compliance report in the format required by the Texas Lottery. The monthly compliance report shall be submitted to the Texas Lottery by the 10th of the following month or on the date requested by the agency's HUB Coordinator or his/her designee. The submission of the monthly compliance report is required as a condition of payment.

We have read, understand, and will comply.



6 ADVERTISING AGENCY STAFFING REQUIREMENTS

6.1 AD AGENCY STAFFING

- 6.1.1 Employees of the Successful Proposer assigned to the Texas Lottery account must have substantial experience marketing retail products via mass media as well as the retail environment. It is crucial that the Successful Proposer and the team assigned to work on the Texas Lottery account demonstrate the skills required to effectively reach and communicate with the diverse population of Texas. Proposers shall provide detailed résumés for all personnel who may be assigned to the Texas Lottery account.

We have read, understand, and will comply.

LatinWorks is committed to identifying and recruiting top talent of diverse backgrounds and work histories, many with general market, multicultural market and Client experience. The résumés to follow provide proof of the depth and scope of their experience, an excellent indication of our ability to effectively reach and communicate with the diverse population of Texas, in part because we ourselves are representative of it.

Christy Kranik | LatinWorks

Agency Title: SVP/Managing Director • Texas Lottery Title: Group Account Director

PROFESSIONAL PROFILE

Christy is the agency's Managing Director and Senior Vice President. She has accumulated over 15 years of marketing experience including seven years at LatinWorks. She has worked on both, the agency- and the client-side, which gives her the skills she needs to lead a successful Account Management team.

Formerly in the office of the CMO at Dell, Inc., Christy was responsible for managing the global marketing teams and agencies around to ensure brand consistency. Christy also held a Senior Brand Manager position at Dell where she was responsible for the Notebook P&L in the consumer division. Prior to her client-side position at Dell, she worked at GSD&M in Austin where she gained valuable general market agency experience while leading the SBC Wireless account

During her tenure with LatinWorks, Christy has been involved with every account, overseeing a core team of Group Account Directors and ensuring flawless client service at all levels. Over the years, her leadership has helped LatinWorks receive prestigious industry recognition, including multiple awards from *Advertising Age* magazine.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2004 - Present	LatinWorks	Anheuser-Busch, Chevrolet, Burger King, ESPN Deportes, H-E-B Grocery, Moet-Hennessy, ConAgra Foods, Domino's Pizza, Lowe's Home Improvement, The Texas Lottery, Bacardi, Mars/Wrigley, PepsiCo, Marshalls, TJ Maxx, Heinz, Kimberly-Clark
1999 - 2004	Dell	Dell
1998 - 1999	GSD&M	SBC Wireless

CURRENT JOB DESCRIPTION

Leads the entire agency's Account Management team, and is responsible for managing interdisciplinary teams while fostering creative and strategic excellence. Orchestrates the adequate mix of all the communications disciplines handled by LatinWorks in order to attain a truly integrated brand communication effort for clients. Supervises, coaches, and mentors every member of the account team to deliver work on brief, on time, within budget and under the agency's standards and client's needs. Partners with creative directors to co-lead the team and oversee day-to-day creative development and account management to ensure an outstanding final product. Negotiates retainers and renewals with clients while understanding how to strategically match the agency's services to the client's needs. Provides strategic counsel to clients and enhances the value of the relationship.

EDUCATION

University of Central Oklahoma, B.A. in Public Relations

REFERENCES

Debra Sandler: CMO, Mars Chocolate, (908) 979-5908
 Karen Kaiser: VP Advertising, Domino's Pizza, (734) 930-3030

Jaime Gonzalez-Mir | LatinWorks

Agency Title: Group Account Director • Texas Lottery Title: Group Account Director

PROFESSIONAL PROFILE

Jaime joined LatinWorks in 2009 as Group Account Director on Kimberly-Clark, Bacardi, ESPN and Texas Lottery, on which he still serves as the Account Team Lead. He arrived with over 17 years of experience in the Latin American and U.S. Hispanic markets, and a professional background spanning advertising, marketing, and content development.

Prior to joining LatinWorks, Jaime led marketing initiatives for Rolling Stone Latin America, as well as the expansion of the brand into U.S. Hispanic. However his advertising career began at BBDO, where he led regional marketing efforts for PepsiCo and FedEx in Latin America. Later he became General Manager of Dieste's New York office. Between his time at BBDO and Dieste, Jaime managed the PepsiCo account for over a decade. In New York, his work on Pfizer garnered several accolades for the agency including the prestigious ARF David Ogilvy Research Award.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2009-Present	LatinWorks	Texas Lottery, Post Foods, mun2, FOX Hispanic Media, ESPN Deportes, Kimberly-Clark, Bacardi
2009	Branded Entertainment Consultancy	Billboard, Verizon V-Cast, MSN Latino, Telemundo
2006-2008	La Nación Media (Publishing Company)	Media Brands Managed: Rolling Stone
2003-2006	Dieste Harmel & Partners (now Dieste, Inc.)	Pepsi-Cola North America, Pfizer, Cuervo, GE
1996-2003	BBDO Latin America	Pepsi-Cola International, FedEx Latin America, Flor de Caña

CURRENT JOB DESCRIPTION

Responsible for managing interdisciplinary teams and fostering creative and strategic excellence. Orchestrates the adequate mix of all the communications disciplines handled by LatinWorks in order to attain a truly integrated brand communication effort for clients. Supervises, coaches, and mentors every member of the account team to deliver work on brief, on time, within budget and under the agency's standards and client's needs. Partners with creative directors to co-lead the team and oversee day-to-day creative development and account management to ensure an outstanding final product. Negotiates retainers and renewals with clients while understanding how to strategically match the agency's services to the client's needs. Provides strategic counsel to clients and enhances the value of the relationship.

EDUCATION

University of Miami, B.S. Communications/History

REFERENCES

Diego MacDougall, General Manager, La Nación (54-11) 4312 / dmacdougall@lanacion.com.ar
 Jim Gregga, Former EVP Latin America, BBDO, 864-678-0305

Chris Noble | LatinWorks

Agency Title: Group Account Director • Texas Lottery Title: Account Director

PROFESSIONAL PROFILE

Chris has spent over five years at LatinWorks building and managing brands for success, including Texas Lottery, Lowe's Home Improvement, Heinz Ketchup, NetSpend, and U.S. Cellular. Chris is engaged at all levels of the business: fostering relationships with key clients, helping sell through creative and identifying opportunities for growth for his clients and the agency alike. His reputation as a trusted, no-nonsense leader makes him a favorite of clients and colleagues. Prior to LatinWorks, Chris spent six years in Chicago where- among other things- he was responsible for overseeing the strategy, planning and execution of the award-winning "Monkeys" Super Bowl campaign for CareerBuilder.com.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2006-Present	LatinWorks	Texas Lottery, Lowe's Home Improvement, Heinz Ketchup, U.S. Cellular, NetSpend
2004-2006	Cramer-Krasselt	CareerBuilder.com
2000-2004	Chicago Creative Partnership	Bob Evans Restaurants, Bob Evans Foods, Smucker's, Blue Cross/Blue Shield of IL and TX, Chicago Cubs

CURRENT JOB DESCRIPTION

Responsible for managing interdisciplinary teams and fostering creative and strategic excellence. Orchestrates the adequate mix of all the communications disciplines handled by LatinWorks in order to attain a truly integrated brand communication effort for clients. Supervises, coaches, and mentors every member of the account team to deliver work on brief, on time, within budget and under the agency's standards and client's needs. Partners with creative directors to co-lead the team and oversee day-to-day creative development and account management to ensure an outstanding final product. Negotiates retainers and renewals with clients while understanding how to strategically match the agency's services to the client's needs. Provides strategic counsel to clients and enhances the value of the relationship.

EDUCATION

Rice University, B.A. in Political Science

REFERENCES

Jesus Gutierrez, Retail Sales Manager, NetSpend, (512) 531-8615
 Brad Most, Principal and Founder, Houlihan Madison Most, (312) 492-7934

Janelle Trevino | LatinWorks

Agency Title: Account Supervisor • Texas Lottery Title: Account Supervisor

PROFESSIONAL PROFILE

Janelle's ability to manage team members and juggle multiple projects at one time with flawless execution is one of the reasons she has quickly excelled in rank at the agency. She prides herself in bringing a can-do attitude coupled with a fierce tenacity to her work that has proven successful in her career. Since starting at the agency in 2008, Janelle has worked diligently on the Texas Lottery account. She has been an integral leader in all broadcast productions, annual advertising and media planning, creative briefings and development for presentations, among other day-to-day initiatives. Although Texas Lottery has been Janelle's number one priority at the agency, she has also worked on other accounts sporadically over the years on various consumer packaged goods brands.

Prior to LatinWorks, Janelle worked at TracyLocke in Dallas gaining experience in the beverage and gaming categories

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Texas Lottery, Heinz Ketchup, Post Foods, Kimberly-Clark
2006-2008	TracyLocke	Pepsi, Harrah's Entertainment

CURRENT JOB DESCRIPTION

Ensures that the agency has a long-term positive impact on the business of the clients assigned. Supervises a small team of Account Executives by ensuring all client deliverables are on strategy, on time and within budget. Strong steward of the brand strategy and brings a long-term vision into the client's business. Identifies business opportunities in the marketplace and helps to develop the communication strategies that enable clients to capitalize on them. Partners with all agency departments to create integrated client solutions. Proactively develops strategies and makes recommendations to further the client's brand success.

EDUCATION

Texas A&M University, B.B.A in Marketing

REFERENCES

Esther Voliton, Copywriter, ChappellRoberts, (469) 236-4332

Esmeralda Gonzalez, Brand Media Planner, The Richards Group, (210) 573-7585

Carla Ferguson | LatinWorks
Agency Title: Account Executive • Texas Lottery: Account Executive

PROFESSIONAL PROFILE

Carla has a strong marketing background with expertise in digital strategy, client and project management. Carla worked as an Account Manager at MDS Advertising for six years, overseeing key client accounts for the agency. She was the Account Supervisor and primary agency contact for clients including Camden Property Trust, Hyatt and Dell. In addition, Carla was the Project Manager for several website development projects for clients including Layher USA, The University of Texas Investment Management Company (UTIMCO), and Texas Department of Information Services (DIR).

While at LatinWorks, Carla has managed multiple TV productions for the Texas Lottery account including the most recent launch of the \$2 Powerball game for both general and ethnic markets. She has been the agency's point person for the client for all FY12 ethnic market events. Carla has also been the media planner's counterpart for all print planning and buying needs for general and ethnic market publications currently on the Texas Lottery's FY12 media plan.

Carla has an MBA, with a concentration in International Business, from St. Edward's University and serves on the St. Edward's Alumni Association and Ballet Austin Guild.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	LatinWorks	Texas Lottery
2009-2011	Carla Ferguson, Marketing Consultant	Mama Fu's, Barracuda Networks
2005-2011	MDS Advertising	Camden Property Trust, Dell, Hyatt, UTIMCO, Texas Department of Information Services (DIR), Layher USA, AT&T Executive Conference & Education Center

CURRENT JOB DESCRIPTION

Manages the day-to-day business relationship with clients. Ensures the timely delivery of projects within the agency's creative standards and the client's needs. Responsible for the effective flow of information, keeping both the agency and client constantly updated on the development of every assigned project. Involved in the creative briefing and responsible for creating work orders, following up on projects, and ensuring timely delivery of assigned projects within an agreed upon budget. Maintains the most current business reviews, competitive reports and research summaries. Assembles weekly status reports and leads weekly status meetings with the client. Manages budget approvals and timely agency invoicing and client payments. Adds value by identifying and monitoring key consumer insights, market trends and the overall competitive environment

EDUCATION

St. Edward's University, Austin TX, MBA, Global Commerce, Magna Cum Laude Graduate
St. Edward's University, Austin TX, B.B.A., International Business, Cum Laude Graduate

REFERENCES

Zoe Anders, Senior Strategist/Director of Public Relations, MDS Advertising, (512) 789-1048
Blair Nicholson, Account Supervisor, MDS Advertising, (512) 970-2392

Alvaro Cifuentes | LatinWorks

Agency Title: Assistant Account Executive • Texas Lottery Title: Junior Account Executive

PROFESSIONAL PROFILE

Alvaro began his career at Omnicom Group, the world's leading marketing communications company, accumulating a wealth of knowledge across marketing and advertising disciplines practiced by Omnicom's network of agencies. As Programs Manager for Diversified Agency Services (DAS) – Latin America, he assisted in managing client relationships for more than 200 agency partners and establishing a commanding presence in Latin America for global networks such as Fleishman-Hillard, Ketchum, Porter Novelli and Rapp. He was also charged with creating and executing programs that developed the talent, agency capabilities and best-practices sharing tools for DAS while working with agencies' leaders to excel in the network's HUB vendor goals. He's also supported DAS multicultural agencies in the U.S. in advancing new business strategies and client relationships, including in the creation of a new agency model that won the Nissan multicultural pitch in 2008. At LatinWorks, Alvaro has put his project management experience to good use by ensuring that all print and radio projects for the Texas Lottery are on strategy, meet deadlines and are within budget.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Texas Lottery
2005-2010	Diversified Agency Services (DAS)	Procter & Gamble, Nissan, Infiniti, AARP, Timberland, HP, Office Depot, Nestle, EatingWell, RIM, Arby's

CURRENT JOB DESCRIPTION

Involved in the day-to-day operation of the account. Ensures the smooth running of the supply chain within the agency. Focuses on short-term issues that require immediate action and supplies all necessary support to the more senior members of the team. In charge of opening jobs, creating work orders, following up on the daily progress of projects, and obtaining delivery dates for work orders. Responsible for being the point-person for the finance team in all matters related to invoicing and payments.

EDUCATION

Boston College, Wallace E. Carroll School of Management, B.S. in Marketing

REFERENCES

Carmen Baez, President – Latin America, Diversified Agency Services, (212) 415-2303
 Brett Shevack, Founder/ CEO, Brand Initiatives Group, (212) 459-6611

Christian Filli | LatinWorks

Agency Title: VP of Strategic Planning • Texas Lottery Title: Account Planner

PROFESSIONAL PROFILE

Christian is a creative strategist with a multi-cultural background and over 19 years of experience in leading key global brands across multiple industries. He is of Swiss-Cuban origin, was raised in Brazil and spent half of his life in Mexico, where he developed most of his professional career, before moving to Austin in February of 2011. His previous assignments prior to joining LatinWorks included key leadership positions such as Managing Director for Landor Associates (a global branding firm) and Marketing Director for Reebok (a leading sporting goods retailer). At Landor, Christian was in charge of developing key client relationships in the Latin America region, including key markets like Mexico, Brazil, Panama and Ecuador. While at Reebok, he oversaw all trade marketing, sports marketing and media communication activities. Before being a sporting goods retailer, he spent over a decade at advertising agencies, leading key projects for Procter & Gamble, Mars, Coca-Cola and Ford Motor Co., among others.

Because he has lived in four different countries, is fluent in several languages, worked with multinationals for two decades and traveled extensively across the world, Christian brings a uniquely global marketing perspective, a very well suited skill for any brand that wants to be competitive in the evolving cultural context of the U.S..

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	LatinWorks	General Motors, Mars, Texas Lottery, PepsiCo, Domino's, Lowe's, Kimberly-Clark, Post Foods
2009-2011	Landor Associates	Procter & Gamble, Mead Johnson, PepsiCo, Banco de Guayaquil, Sigma Alimentos
2004-2009	Reebok	Liverpool, Marti, Sears, Palacio de Hierro, Mr Tennis

CURRENT JOB DESCRIPTION

Leads a team of experienced strategists and communication planners who specialize in understanding consumer attitudes and behaviors, as well as key market trends. Identifies insights and opportunities to help build the client's business, acting as a catalyst to convert information into inspiration for the development of creative ideas.

EDUCATION

Superior School of Advertising and Marketing (ESPM), Sao Paulo, Brazil, B.A.

REFERENCES

Mark Schaeffer, General Manager, Hoffman-Lewis, (314) 454 3400
 Angela Roe, Brand Consultant, FutureBrand, (646) 641 8597

Monica Sanchez | LatinWorks

Agency Title: Strategic Planning Group Director • Texas Lottery Title: Account Planner

PROFESSIONAL PROFILE

Monica leads strategic planning for key LatinWorks accounts, including Kimberly-Clark, Lowe's, Domino's and Post Foods. Monica joined LatinWorks from Collider Media in Austin, TX, a company that delivers targeting parameters for mobile advertising. Prior to working at Collider Media, Monica was with OLE Advertising as Lead Strategic Planner, with brands such as Target and GE.

Having both an agency and a client background in the Hispanic and General Markets, Monica has brought considerable insight and experience to LatinWorks. She was VP, Director of Internet Marketing and Advertising at Citigroup, where she successfully doubled the number of accounts opened online for several businesses across credit portfolios. Monica gained valuable CPG experience having worked at Procter & Gamble, where she was responsible for brands as NyQuil, Pepto Bismol, Vicks, Pert Plus and Vidal Sassoon.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Kimberly-Clark, Lowe's Home Improvement, Heinz Ketchup, Domino's, Capital One
2007-2010	Collider Media	Mattel, Tracfone, 4-Info Mobile Alerts
2004-2007	OLE Advertising	GE Financial Services, La Costeña, Alen Americas
1999-2003	Citigroup	Citi Cards, Citi Financial, Citi Mortgages
1998-1999	InfoRocket	Internal – Information Technologies
1997-1998	Prodigy Communications	Best Buy, CompUSA, Hewlett Packard
1995-1997	Wunderman	AT&T, IBM, American Express
1988-1995	Procter and Gamble	Vidal Sassoon, Pepto Bismol, Pert Plus, NyQuil

CURRENT JOB DESCRIPTION

Mentors a team of strategic planners. Develops strategies by identifying research and insights that contribute to consumer attitudes and behavior. Works collaboratively with account management and creative teams to formalize recommendations that will provide guidance to clients. Consolidates research findings into a concise creative brief to guide creative development that will drive marketing to a specific audience within an overarching strategic plan that supports major marketing initiatives. Develops and implements specific research projects that assist in achieving client's business goals. Will also analyze competitive landscape positioning and messaging while staying abreast of trends and strategic business opportunities for clients and the agency.

EDUCATION

University of San Diego, B.A. in Communication Studies and International Relations, Minor in International Business

REFERENCES

Brent Gaskamp, President, Collider Media, (512) 917-5669
 Lewis Goldman, CEO, New Media Consulting, LLC, (914) 450-4594

Daniela Totah Bain | LatinWorks

Agency Title: Senior Strategic Planner • Texas Lottery Title: Account Planner

PROFESSIONAL PROFILE

Born in Buenos Aires and raised in Mexico City, Daniela joined LatinWorks four years ago and has worked as a Senior Strategic Planner for accounts such as the Texas Lottery, Lowe's, Kimberly-Clark and Bacardi. In her role, she brings unique consumer insights to life by developing relevant creative briefs and core strategies to drive her clients' business forward. She has been an integral part of the team in both FY11 and FY12 annual planning for the Texas Lottery as well as the lead strategic planner for numerous new product campaigns for this client.

Prior to LatinWorks, Daniela has spent time as an art director at Lowe's Mexico. She also worked as a graphic designer prior to starting graduate school. Daniela holds a Masters in Advertising from The University of Texas at Austin.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Texas Lottery, Kimberly-Clark, Bacardi, Lowe's Home Improvement
2005-2007	Colegio Hebreo Tarbut	Graphic Designer
2003-2005	Lowe's Mexico	Coca-Cola, Bacardi, Nestle, MetLife, Renault, GE, Quaker State, Pennzoil

CURRENT JOB DESCRIPTION

Develops strategies by identifying research and insights that contribute to consumer attitudes and behavior. Works collaboratively with account management and creative teams to formalize recommendations that will provide guidance to clients. Consolidates research findings into a concise creative brief to guide creative development that will drive marketing to a specific audience within an overarching strategic plan that supports major marketing initiatives. Develops and implements specific research projects that assist in achieving client's business goals. Will also analyze competitive landscape positioning and messaging while staying abreast of trends and strategic business opportunities for clients and the agency.

EDUCATION

The University of Texas at Austin, M.A. in Advertising (Account Planning & Consumer Behavior)
 Universidad Iberoamericana, Mexico City, Mexico, B.A. in Graphic Design (Fine Arts Minor)

REFERENCES

Greg Knipp, CEO, Dieste, (214) 762-3513
 Neal Burns, Professor, Advertising and PR, University of Texas at Austin, (512) 471-1101

Sandra Rivera | LatinWorks

Agency Title: Assistant Strategic Planner • Texas Lottery Title: Assistant Account Planner

PROFESSIONAL PROFILE

Sandra works on several client accounts including Texas Lottery, Mars, Wrigley, Anheuser-Busch, Chevrolet, and Dewars. Sandra supports the strategic planning team in completing external research on consumer behavior, data analysis, and processing sales figures for use in various account initiatives. In addition, she helps define and create target markets which have led to new strategic approaches for numerous brands. For Chevrolet's recent product launch, Sandra completed key industry research and data analysis that proved to be beneficial for the brand.

Previous to LatinWorks, Sandra attended the University of Texas at Austin and received a Masters Degree in Advertising, specifically in the area of Strategic Planning. During her studies, Sandra worked as a graduate research assistant for several professors, completing research for companies including Texas Agriculture and The Better Business Bureau Children's Initiative. Sandra brings great insight, structure and creativity to her work.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	LatinWorks	Texas Lottery, Chevrolet, MARS, Dewars, Anheuser-Busch, Wrigley
2010	University of Texas at Austin	Graduate Researcher for: University of Texas, Texas Agriculture and Better Business Bureau
2007-2009	Digisonics	Marketing Assistant

CURRENT JOB DESCRIPTION

Assists the more senior members of the strategic planning team by helping to identify insights and develop recommendations. Works to identify strategic opportunities and collaborates with account management and creative teams to formalize a strategy into concrete projects that are meaningful for clients. Consolidates research findings into a concise creative brief to guide creative development that will drive marketing to a specific audience within an overarching strategic plan that supports major marketing initiatives. Assists in analyzing competitive landscape positioning and messaging while staying abreast of trends and strategic business opportunities for clients and the agency.

EDUCATION

University of Texas at Austin, M.A. in Advertising, Concentration in Strategic Planning
Ithaca College, Ithaca, NY, B.A. in Business Administration

REFERENCES

Dora Wu, Marketing Manager, Digisonics, (800) 940-3240
Dr. Jerome Williams, Professor, Rutgers University, (973) 353-3682

Keisha Andrews | LatinWorks

Agency Title: VP, Media Strategy Director • Texas Lottery Title: Media Director

PROFESSIONAL PROFILE

As head of the LatinWorks Media Department, Keisha is responsible for bringing world-class media thinking to our clients as an integral part of the overall strategic and creative development processes. Keisha has more than 15 years of experience in both Hispanic and General Market media plan development and execution, with a passion for creating consumer touch points that engage the bilingual/bicultural Hispanic consumer. She has garnered solid experience with blue-chip clients such as: Domino's Pizza, Anheuser-Busch, P&G, General Motors, Marshalls and T.J.Maxx, Heinz, Post Cereals, and Lowe's Home Improvement.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2004-Present	LatinWorks	Texas Lottery, Domino's Pizza, Marshalls, T.J. Maxx, Heinz Ketchup, PepsiCo, Post Cereals, Bacardi
2000-2004	Starcom MediaVest Group	Gateway Computers, Miller Brewing Company, Walt Disney Theme Parks, Suzuki Motors, Starbucks, Chuck E. Cheese
1997-2000	Bromley Communications	Procter & Gamble (Charmin, Crest, Sunny Delight), General Motors (Pontiac)

CURRENT JOB DESCRIPTION

Oversees the development of all media work produced for agency clients, as well as New Business opportunities. Ability to think strategically, applying vast experience in developing media plans that include traditional, non-traditional, and emerging media platforms. Consultant in strategic media matters to all internal Agency partners. Along with peers in Account Management, develop and maintain strong relationships with both brand and media management clients. Responsible for the evaluation, recommendation and implementation of necessary media syndicated resources and tools. Core contributor to strategic client initiatives, drawing insight from research to keep client and internal teams informed of the strategic media implications.

EDUCATION

University of Texas at Austin, B.S. in Advertising, Specialization in Media Planning via the Texas Media Group program (founding member)

REFERENCES

Tim Sullivan, Vice President of Media, The Wendy's Company, (614) 764-3034
Luis Patiño, Sr. Vice President, Univision Television Group, (210) 242-7470

Chloe King | LatinWorks

Agency Title: Media Buying Director • Texas Lottery Title: Media Director

PROFESSIONAL PROFILE

Chloe graduated from The University of Texas at Austin with a B.S. in Advertising. She then began working at GSD&M Idea City in Austin, TX as a Media Buyer on Wal-Mart, MasterCard, Texas Lottery and several others accounts. In 1996, Chloe moved to Dallas, TX and became a Media Planner at Temerlin-McClain, where she created both national and local plans for Just My Size, Long John Silver's and Kings Dominion. Eventually, Chloe moved back to Austin, TX to be the Media Director at the Lee Tilford Agency. As the Media Director, she supervised and managed a multi-million dollar media budget and handled all media responsibilities for the agency. In 1999, she returned to GSD&M as a Senior Buyer and spent almost ten years negotiating buys for AT&T, BMW, MasterCard, DreamWorks and several other accounts.

In 2008, Chloe joined LatinWorks as the Media Buying Director and helped launch the new media department for the Agency. Chloe has extensive background in negotiating, maintaining and posting buys for both general market & minority demos for all media. In 2011, Chloe received the "Big Wigs 2011 Media Buyer of the Year" award by the Austin AdFed.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Domino's Pizza, Marshalls, H-E-B, St. Edward's University
1999-2007	GSD&M	AT&T, BMW, MasterCard, AARP, U.S. Air Force, DreamWorks, Wal-Mart, Chili's Grill & Bar, Pennzoil, and TXDOT
1997-1999	Lee Tilford Agency	Woods Fun Center, EZ Pawn, Henna Chevrolet, Waco Tribune Herald, Antiqueland
1996-1997	Temerlin-McClain	Just My Size, Long John Silver's, Kings Dominion
1995-1996	GSD&M	Wal-Mart, MasterCard, Texas Lottery, Chili's Grill & Bar

CURRENT JOB DESCRIPTION

Chloe will support the Media Director in the development of all media documents produced for Texas Lottery, applying vast experience in developing Hispanic media plans that include traditional, non-traditional, and emerging Hispanic media strategies. She is responsible for the execution, maintenance and performance of all media buys placed by the agency on behalf of the Client. She consults in strategic media matters for Texas Lottery to Account Management, Strategic Planning and Creative teams. Chloe is responsible for the evaluation, recommendation and implementation of necessary media syndicated resources and tools and is a core contributor to strategic Texas Lottery initiatives.

EDUCATION

University of Texas at Austin, B.S. in Advertising

REFERENCES

Mary Ellen Bruno, VP/Buying Director, GSD&M, (512) 242-4736

Michael Malone, VP/Director of Sales, KTMD 47 Telemundo Houston, (713) 243-7744

Annie Sarabia | LatinWorks

Agency Title: Senior Media Planner • Texas Lottery Title: Media Planner

PROFESSIONAL PROFILE

Annie has been in the media industry for five years, working on international brands such as Virgin Atlantic, Summit Entertainment, LG Mobile and HSBC. Through her analytical approach to media, she has helped create smart, cost-effective and strategic integrated media campaigns for her clients. While at LatinWorks, she has been dedicated to the Texas Lottery account, primarily focusing on print planning as well as annual media planning.

Prior to joining LatinWorks, Annie lived in Sweden in order to work at an Internet start-up called Twingly, where she conducted blog analysis for major fashion retail clients such as H&M. Before moving to Sweden, she worked at MindShare Interaction in New York, where she helped launch the initial digital media campaign to for the first film of the Twilight Saga and was part of the team that helped HSBC win their first Green Effie award with the "There's No Small Change" campaign. While at Crispin Porter + Bogusky in Miami, she worked as a hybrid media Planner on the Virgin Atlantic Airways account, in both traditional and digital media campaigns.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	LatinWorks	Texas Lottery
2010-2011	nFusion	Comerica Bank, Taleo, AMD
2009-2010	Twingly AB	Swedish Media Outlets
2007-2008	MindShare Interaction	HSBC, Summit Entertainment, LG Mobile
2006-2007	Crispin Porter + Bogusky	Virgin Atlantic Airways

CURRENT JOB DESCRIPTION

Consults in strategic media matters with all departments within the agency. Builds trusted relationships with clients, media vendors and internal team members. Translates advertising/marketing objectives into sound media objectives. Develops media strategies and tactics for assigned clients, including target audience research, geographic analysis, competitive analysis and media mix development. Other responsibilities include communication goals development, performance and metrics tracking, preparing media-related POVs, tracking, analyzing and interpreting the results of advertising expenditures.

EDUCATION

Teachers College, Columbia University, M.A. Computing in Education (in progress)
University of Texas at Austin, B.S. in Advertising

REFERENCES

Daniela De Simone, North American Media Manager, Reckitt Benckiser, (973) 404-2956
Marlene J. Rivera, Manager, Freelance, marsriver12@yahoo.com

Celina Ramirez McGraw | LatinWorks
Agency Title: Media Planner • Texas Lottery Title: Media Planner

PROFESSIONAL PROFILE

Celina has been at LatinWorks for almost two years, and currently focused on Domino's, T.J. Maxx and Marshalls accounts. Previously, she was the lead day-to-day media planner on the Texas Lottery account, managing print planning, and kick-starting the GM & EM print buying tasks. Celina has built and presented local media recommendations based on market research and other media-related variables. She shares her consumer and market research skills towards new business and other non-media clients, adding to her expertise of varying industries.

Prior to LatinWorks, Celina completed agency internships at The Richards Group and DraftFCB, working on client accounts including Home Depot, Kraft Foods, and PriceWaterhouse Coopers. Celina analyzed target audiences, assisted in development of creative briefs and recommendations, and stayed abreast of consumer trends and competitive media in accordance with the current market status. Her background in account planning has provided further knowledge of approaching and identifying consumer insight and strategy.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Domino's, Marshalls, T.J. Maxx
2008	The Richards Group	Home Depot
2008	DraftFCB	PriceWaterhouse Coopers, Kraft Foods, Gerber

CURRENT JOB DESCRIPTION

Consults in strategic media matters with all departments within the agency. Builds trusted relationships with clients, media vendors and internal team members. Translates advertising/marketing objectives into sound media objectives. Develops media strategies and tactics for assigned clients, including target audience research, geographic analysis, competitive analysis and media mix development. Other responsibilities include communication goals development, performance and metrics tracking, preparing media-related POVs, tracking, analyzing and interpreting the results of advertising expenditures.

EDUCATION

University of Texas at Austin, B.S. in Advertising, Certifications: Latino Media Studies, Business Foundations Program

REFERENCES

RP Kumar, Strategic Planning Director, JavelinDirect, (917) 992-3340
Fred Morris, Acquisition Marketing Manager, Time Warner Cable, (512) 486-0732

Ashley Parker | LatinWorks

Agency Title: Junior Planner/Buyer • Texas Lottery Title: Junior Media Buyer

PROFESSIONAL PROFILE

In her time at LatinWorks, Ashley has been a hybrid planner/buyer in the media department. She has successfully planned and purchased media on behalf of her clients, currently including H-E-B, Domino's, Marshalls and St. Edwards University. Ashley consistently receives praise for her work in recommending the best possible use of media platforms in order to achieve client business objectives. She regularly assists the digital team in negotiating and placing general market buys with Google, Austin Chronicle online, Monster and Careerbuilder for the St. Edwards client. Prior to LatinWorks, Ashley worked on the Burger King, Coors Light, General Mills and Nestle accounts at Bromley Communications in San Antonio. On these accounts she analyzed target audiences, researched media developments and worked to understand consumer motivations.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2009-Present	LatinWorks	H-E-B, Dominos, Marshalls, St. Edwards University
2008-2009	Bromley Communications	Coors Light, Burger King, Nestle, General Mills

CURRENT JOB DESCRIPTION

Assists in the research that contributes to the development of robust media plans. With guidance from more senior members of the media department, develops media strategies and tactics for assigned clients, including target audience research, geographic analysis, competitive analysis, media mix development, and media POVs. Keeps up-to-date on trade industry articles that are directly relevant to the agency's media client categories and is the point person for media competitive reporting, including downloading and analyzing competitive media information from Nielsen AdViews and maintaining awareness of key competitive news through trade media. Negotiates rates and places TV, Cable and Radio in markets nationwide and locally while ensuring media goals are met. Optimizes effectiveness of media schedules by tracking all buy details including: guideline compliance, schedule confirmation, discrepancy management, household delivery and posts for on-air buys.

EDUCATION

Texas State University, B.F.A. in Mass Communications

REFERENCES

Kim Chance, Media Director, Bromley Communications, (210) 244-2100
 Jody Gibson, Texas State Professor, (512) 426-0088

Monica Davis | The Davis Group

Agency Title: President and Founder • Texas Lottery Title: Media Director

PROFESSIONAL PROFILE

Monica is a well-respected figure in the Texas media industry, founding The Davis Group, Austin's first media planning and placement firm, more than 34 years ago. She has served hundreds of clients, from small, Austin-based businesses to State of Texas agencies, and recognized international companies. Her experience covers virtually every category and she is well-known for her unyielding integrity, professionalism and dedication to all things media. Monica's guidance has allowed The Davis Group to provide expert media advice and service in all types of media – traditional and emerging – for longer than many media types have been in existence.

In October of 1978, Monica also founded Teleclip, Inc., Austin's first news monitoring firm, and serves as President of that company today. Monica is highly committed to her local community, serving on multiple boards and staying active with a variety of charitable organizations.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
1978-Present	The Davis Group	Texas Child Protective Services, Texas Department of Health and Human Services, Texas Department of Transportation (Vehicle Registration), Texas Workforce Commission, Time Warner Cable and hundreds of others.
1971-1978	Lacy & Associates	Glaston Boat Company

CURRENT JOB DESCRIPTION

Leads the agency staff by overseeing all media planning and placement activity. Facilitates efficiencies and focused strategies for each client. Supervises the development and reporting of media plans including traditional and non-traditional platforms. Consults in strategic media matters with various agency partners and clients. One of the lead contributors to strategic client initiatives, drawing insight from research to keep client and internal teams informed of the strategic media implications.

EDUCATION

University of Texas, B.S. in Radio, Television, Film

REFERENCES

Tim McClure, Founder, GSD&M & Founder/CEO, Mythos Legends, (512) 242-4515

Delane Caesar, Director of Public Outreach, Texas Comptroller of Public Accounts, (512) 463-4122

Tracy Arrington | The Davis Group

Agency Title: VP/Director, Strategy & Development • Texas Lottery Title: Media Director

PROFESSIONAL PROFILE

Tracy has been in the media industry for more than fifteen years, managing multi-million dollar media budgets for many of the nation's top advertisers. Her experience includes work with AARP, AT&T, BMW, MasterCard, New Mexico Department of Tourism, Taco Bell, US Air Force and Wal-Mart. Tracy is expert in developing and executing accountability and auditing processes to maximize time and cost efficiencies for her clients.

Prior to joining The Davis Group, Tracy spent more than a decade in the media department at Austin-based GSD&M Advertising. While at GSD&M, Tracy planned and placed media for more than 40 clients, including the Texas Lottery.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2007-Present	The Davis Group	Bailey Banks and Biddle, Green Mountain Energy, New Mexico Department of Tourism, Schlitterbahn Waterparks, Taco Bell
1996-2007	GSD&M	AT&T, Bank of America, BMW, Brinker Restaurants, Dreamworks SKG, Pennzoil, Texas Department of Tourism, Texas Lottery, US Air Force, Wal-Mart

CURRENT JOB DESCRIPTION

Manages internal, external and new business development efforts for the agency. Leads the agency staff by overseeing all media planning and placement activity. Facilitates efficiencies and focused strategies for each client. Supervises the development and reporting of media plans including traditional and non-traditional platforms. Consults in strategic media matters with various agency partners and clients. One of the lead contributors to strategic client initiatives, drawing insight from research to keep client and internal teams informed of the strategic media implications.

EDUCATION

University of Texas at Austin, B.S. in Advertising

REFERENCES

Dirk Dozier, President/CEO, Austaco Ltd., (512) 327-4654

Pamela McKay, President/Market Manager, Clear Channel Media & Entertainment, (512) 684-7302

Meenah Hulsen | The Davis Group

Agency Title: VP/Director – Political Media • Texas Lottery Title: Media Director

PROFESSIONAL PROFILE

Meenah has been in the media industry for more than twenty-five years and has a strong background with regulatory, political, issue and non-profit advertising. She is also expert with consumer brands, spending years setting media strategy for Circuit City Stores and CarMax. Meenah's experience with both political and non-political clients is invaluable, as she is expert in navigating the media landscape to yield measurable results for clients of all types.

Prior to joining The Davis Group, Meenah served as a Broadcast Buying Director at GSD&M Advertising, overseeing media placements for AT&T's Yellow Pages, Small Business and Regulatory efforts. Meenah spent five years working with Circuit City and CarMax and more than a decade as a Media Strategist with two of the nation's top political agencies in Washington, D.C.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2007-Present	The Davis Group	Children's Advocacy Center of Texas, HAVA, Solar Power International, Texas Private College Savings Plan (Oppenheimer Funds)
2000-2007	GSD&M	AT&T
1995-2000	Circuit City Stores	Circuit City Stores, CarMax
1990-1995	Media Strategies & Research	Various political candidates
1985-1990	Hamilton & Staff Political	Various political candidates

CURRENT JOB DESCRIPTION

Oversees all planning and placement activity for political, issue, regulatory and non-profit clients. Facilitates efficiencies and focused strategies for each client. Supervises the development and reporting of media plans including traditional and non-traditional platforms. Consults in strategic media matters with various agency partners and clients. One of the lead contributors to strategic client initiatives, drawing insight from research to keep client and internal teams informed of the strategic media implications.

EDUCATION

American University, B.A. in Political Science

REFERENCES

Ben Nuckles, Vice President, Joe Slade White and Co., (312) 401-2511
Debi Bird, Director of Sales, National Cable Communications, (214) 392-2937

Adam Keeton | The Davis Group

Agency Title: Senior Media Buyer/Planner • Texas Lottery Title: Media Planner

PROFESSIONAL PROFILE

Adam has worked in the media industry since 2003 and has a strong background planning and placing media efforts on behalf of numerous State of Texas agencies. His consumer brands experience is also strong, having worked with Inova Labs, Schlitterbahn Waterparks, Scott and White Hospital and Time Warner Cable. Though Adam has a great deal of experience in markets nationwide, he is considered an expert on the State of Texas, having worked in every DMA and being tasked with maintaining research files on Texas for The Davis Group so that all agency team members have up-to-date information on media opportunities in our home state.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2003-Present	The Davis Group	The Austin American-Statesman, Autopartners, Inova Labs, Lamb's Tire and Automotive, Schlitterbahn Waterparks, Scott and White Hospital, Texas Department of Agriculture, Texas Department of Family and Protective Services, Texas Department of Transportation (Vehicle Registration), Time Warner Cable

CURRENT JOB DESCRIPTION

Specializes in advanced media analysis and historical media trending. Works in a leadership role planning and placing print, outdoor, television, radio, and digital media. Translates advertising/marketing objectives into sound media objectives. Consults in strategic media matters with key personnel on the account.

EDUCATION

University of Texas at Austin, B.S. in Advertising

REFERENCES

Renet Presas, former Assistant Director of Marketing, Austin American-Statesman, (512) 751-6377
Susan Jones, Marketing Coordinator, Inova Labs, (512) 617-1664

Stephanie Freed | The Davis Group

Agency Title: Media Buyer/Planner • Texas Lottery Title: Media Buyer

PROFESSIONAL PROFILE

Stephanie has worked in the media industry since 2005 and though she has a great deal of experience with every type of media as a hybrid planner/buyer, she is known as a print and outdoor guru. She has planned and placed print and outdoor efforts on a multi-state level for Bailey Banks and Biddle and Telemundo, negotiating significant savings for both clients versus rates secured by previous agencies. She has also overseen print and outdoor placements throughout Texas for multiple clients, including the Better Business Bureau, the Blanton Museum, the Bob Richardson Law Firm, the East Texas State Fair, the Paramount Theatre and Zed's Restaurants.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2005-Present	The Davis Group	Bailey Banks and Biddle, the Better Business Bureau, the Blanton Museum, the Bob Richardson Law Firm, the East Texas State Fair, Green Mountain Energy, the New Mexico Department of Tourism, the Paramount Theatre, Taco Bell, Telemundo, Zed's Restaurants

CURRENT JOB DESCRIPTION

Specializes in advanced media analysis and historical media trending. Works in a leadership role planning and placing print, outdoor, television, radio, and digital media. Translates advertising/marketing objectives into sound media objectives. Consults in strategic media matters with key personnel on the account.

EDUCATION

University of Texas at Austin, B.S. in Advertising

REFERENCES

Erin Dufner, Senior Vice President - Communications, Better Business Bureau, (512) 206-2805
 Stacey Fellers, Executive Marketing Director, the Paramount Theatre, (512) 692-0540

Sergio Alcocer | LatinWorks

Agency Title: President & Chief Creative Officer • Texas Lottery Title: Creative Director

PROFESSIONAL PROFILE

Sergio's progressive vision of multicultural advertising has made LatinWorks one of the hottest creative agencies in the country, developing work for brands such as Chevrolet, Anheuser-Busch, Mars, Wrigley and Domino's Pizza amongst others. Through the years, LatinWorks has won a number of prestigious awards in the US and internationally.

Sergio's journey into the Hispanic Market started in 1993 when he joined one of the original Hispanic agencies in NYC. There he found a calling for ethnic marketing and anticipated it's phenomenal growth at a time in which investing in multicultural marketing was far from a priority. Since then he has been associated with some of the most successful campaigns in the space.

Prior to working in the USA, Sergio worked in Mexico, South America and the Caribbean for Leo Burnett and Y&R developing regional campaigns for Procter and Gamble, Pepsico and Seagrams.

He holds an EMBA from the innovative Berlin School of Creative Leadership.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
1999-Present	LatinWorks	Anheuser-Busch, Bacardi, Chevrolet, Domino's Pizza, Fox Hispanic, Heinz, Kimberly-Clark, Lowe's Home Improvement, Mars, Marshalls, PepsiCo, Texas Lottery, Wrigley
1998	KJS	George W. Bush 1998 Governor campaign, Rick Perry 1998 Lt. Governor campaign
1993-97	Castor Advertising	Anheuser-Busch, Kmart, GMC, McDonald's, Bayer
1990-1992	Young & Rubicam	Sony, Colgate, National Brewery, KFC, Warner Lambert
1985-1990	Leo Burnett	Westin Hotels, Philip Morris, Seagram's, Knorr, Procter & Gamble, PepsiCo, Heineken, Federal Express, Kellogg's, Radisson

CURRENT JOB DESCRIPTION

Responsible for setting the highest-standard in creative product at LatinWorks. Mixes strategic insight, creative thinking, and client needs to develop appropriate, relevant, engaging creative for the marketplace. Engaged in all departments and agency workings through his dual role as President and Chief Creative Officer.

EDUCATION

Berlin School of Creative Leadership, Executive MBA
UNAM, Mexico, B.A. Political Science
New York University, Film Degree

REFERENCES

Chris Perry, VP, Global Marketing, General Motors, (313) 665-1684
Karen Kaiser, VP, Advertising, Domino's Pizza, (734) 930-3030

Norberto Zylberberg | LatinWorks

Agency Title: VP, Group Creative Director • Texas Lottery Title: Creative Director

PROFESSIONAL PROFILE

In Norbi's 10 years at LatinWorks, he has touched almost every client account that has been at the agency. He's garnered both national and international creative awards and executed numerous 360 campaigns that led to increased sales results. Norbi is a highly-regarded creative in the industry having been asked on multiple occasions to be on the jury for multiple national and international creative festivals. Norberto's diverse background includes both General Market and Hispanic expertise and is highly regarded as a Creative that can successfully integrate both markets into a cohesive campaign. His creative experience and strategic insight across multiple industries including retail, government, automobile and beverage accounts has elevated Norberto into a VP role at the Agency. This high-level role has made him responsible for leading interdisciplinary teams comprised of Creatives, Planners, Account and Media team members.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2002-Present	LatinWorks	Texas Lottery, Anheuser-Busch, Domino's Pizza, ESPN Deportes, Hyundai, A&E, Fanta, Post Foods, Lance Armstrong Foundation, Fox Media, Mars, Wrigley
2000-2002	Aquigolf.com	Buenos Aires Bank, Peugeot, Disney World
1998-2000	Biceps Advertising	Santa Ana Winery, Yellow Pages Argentina/Telecom, Freixenet, MassLife
1997-1998	People Advertising	Burger King, Puma, Banca Nazionale del Lavoro, Eagle Star International Life
1995-1996	J. Walter Thompson	Ford, Unifon, Unilever

CURRENT JOB DESCRIPTION

Responsible for fostering and overseeing strategically creative excellence among creative team. Partners with group account directors to co-lead the team by overseeing day-to-day creative development and account management to ensure an outstanding final product, and to understand how to strategically match the agency's services to the client's needs. Develops a deep understanding of the client's business and category and builds similar understanding within assigned team. Leads team production of strong creative concepts suitable for all audiences across all types of advertising mediums. Supervises, motivates and inspires art directors and copywriters to deliver creative work on brief, on time, within budget and meets the agency and client's high standards.

EDUCATION

UBA (Buenos Aires University), Degree in Social Communications Studies
 La Fundación, Technical Degree in Advertising
 Argentine Advertising Association, Copywriter Degree
 Virginia Commonwealth University Brandcenter, Executives Series for Creative Directors

REFERENCES

Seth Klugherz, Director, M&M's/Mars North America, (908) 979-5851
 Bernardo Meza, Senior Marketing Manager, US Multicultural Wrigley, (312) 212-7749

Phillip Gant | LatinWorks

Agency Title: Creative Director-AfAm Specialty • Texas Lottery Title: Creative Director

PROFESSIONAL PROFILE

Phil Gant brings a range of experience, along with some distinguished creative credentials to the LatinWorks team. From broadcast to retail, his strong creative insight and experience has led to outstanding work that resonates well within both general market and multicultural markets alike.

Over the course of his career, Phil has been the recipient of over a hundred industry creative awards and distinctions, including Clio and London International statues, Gold and Silver Effie's, several Mercury awards for radio, several New York International festival awards, and has been a Cannes Lion finalist several times.

Phil's career highlights including judging many national awards shows, including the Andy's, Clio's and CA advertising annual awards. Phil was also a recipient of the BBDO Worldwide Creative Director's Silver award, and the BBDO Founder's award.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2004-Present	LatinWorks	Texas Lottery, LaSalle Bank, Cricket Communications, Cox Communications
2006-2011	Element 79	Cricket Communications, Frito-Lay
2002-2004	BBDO Detroit	Daimler-Chrysler
1983-2002	BBDO Chicago	William Wrigley Jr. Company, Allied Domecq, Bayer Group, The Cleveland Clinic, State of Illinois Dept. of Tourism.
1982-1983	J. Walter Thompson	Schlitz Beer, Sears, Roebuck and Co.

CURRENT JOB DESCRIPTION

Responsible for fostering and overseeing strategically creative excellence among creative team. Partners with group account directors to co-lead the team by overseeing day-to-day creative development and account management to ensure an outstanding final product, and to understand how to strategically match the agency's services to the client's needs. Develops a deep understanding of the client's business and category and builds similar understanding within assigned team. Leads team production of strong creative concepts suitable for all audiences across all types of advertising mediums. Supervises, motivates and inspires art directors and copywriters to deliver creative work on brief, on time, within budget and meets the agency and client's high standards.

EDUCATION

University of Illinois, Champagne, B.S. in Marketing

REFERENCES

Rich Mackey, former Director of Communications, Cricket Communications, richmackey@me.com
 Jim Hirsch, Executive Director, Chicago Sinfonietta, jhirsch@chicagosinfonietta.org

*Note: LatinWorks acquired Cultura in 2008

Seth Taylor | LatinWorks

Agency Title: Associate Creative Director • Texas Lottery Title: Associate Creative Director)

PROFESSIONAL PROFILE

In his 14 years of art direction and creative direction experience, Seth has worked on a wide array of retail accounts, most notably Lowe's, Domino's, Bud Light, Wal-Mart and Dell. His work history is diverse, with large, medium and small agencies alike including 8 years in the general market followed by 6 years in the multicultural market. He has contributed work to Texas Lottery, Chevrolet, Southwest Airlines, ESPN, Anheuser-Busch, amongst others. Seth's contributions have included logos, full graphic identity, outdoor, print, radio, television and digital. His work has been recognized by Cannes Lions, Archive magazine, NY festivals, National Addy's and USA Today Super Bowl Ad Meter. His Super Bowl commercial for Bud Light in 2007 was the most Tivo'd commercial that year by viewers. His career in visual art began at the high school level while attending the Baltimore School for the Arts, where he underwent four years of intensive study in all facets of fine arts, from design, to painting, to sculpture from realism, to expressive work. He graduated with a BFA from Washington University with a focus in Advertising Design.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2006-Present	LatinWorks	Lowe's Home Improvement, Anheuser-Busch, Domino's Pizza, Chevrolet, Starburst, U.S. Cellular, Hyundai, St. Edward's University, NetSpend
2004-2006	Tocquigny Advertising	Seagate Technology, AMD, Dell
2002-2004	Fellers Advertising	Ryland Homes, St. David's Healthcare, Pacific War Museum, 3M
1998-2002	GSD&M	Texas Lottery, SeaWorld, WalMart, Southwest Airlines, Chili's, On the Border, SouthWestern Bell
1997-1998	DMB&B	Skittles, Milky Way, Snickers

CURRENT JOB DESCRIPTION

Serves as a supporting lead in the creative department. Oversees creative development and preparation of advertising work to ensure an outstanding final product that's within the brand strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion. Supervises, motivates and inspires art directors and copywriters to deliver creative work on brief, on time, within budget and meets the agency and client's high standards.

EDUCATION

Washington University-St. Louis, B.F.A. in Graphic Communications, Advertising Design

REFERENCES

Denise Waid, Executive Creative Director/Partner, Steel Digital Studios, (800) 681-8809
 Andrew Yates, Photographer/Director, Yates Photography, (512) 499-8080

Pachi Tamer | LatinWorks

Agency Title: Associate Creative Director • Texas Lottery Title: Associate Creative Director

PROFESSIONAL PROFILE

With 15 years of advertising experience, Pachi brings a lot of wisdom and insight into his creative work, having worked on many different brand categories across all advertising mediums. He's helped garner international creative awards over the years and continues to be a thought leader within the agency. Before joining LatinWorks, Pachi gained experience in the U.S. Hispanic market with two highly respected NY agencies: Bravo, Young & Rubicam and The Vidal Partnership, in which he successfully developed work for accounts such as Heineken, MasterCard, Nissan, Wendy's, and Orbit.

Pachi devotes much of his spare time to personal art projects that positively contribute various local communities. The attention he's gained for his extra-curricular creative work has led to an invitation to be a special guest speaker at the 2012 Desachate, a popular creative conference and exposition annually held in Uruguay.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Texas Lottery, Kimberly-Clark, Post Foods, Domino's, Burger King, Budweiser, Bud Light, ESPN Deportes
2007-2008	Bravo, Young & Rubicam, New York	AT&T, Kraft, Nabisco, Chevron, Sears, Banco Popular, Kodak, Land Rover, Eclipse, Orbit
2005-2007	The Vidal Partnership, New York	Heineken, Sprint, Nissan, Mastercard, Wendy's, DirecTV
2003-2004	Lowe A&B, Buenos Aires	Renault, Coca-Cola, DirecTV, Reebok, Fargo
2000-2001	VegaOlmosPonce, Buenos Aires	Unilever, Axe, Rexona, Impulse, Iguana, La Nación
1999-2000	Agulla & Baccetti	Renault, Quilmes, Telecom, Topper, Musimundo, DeLonghi, DirecTV, HSBC, Arnet, Fargo, Sanyo
1997-1998	WBC Buenos Aires	TyC, Magazine, Film School
1996	Graffiti DMB&B	Honda, Revista Gente, Banco Hipotecario

CURRENT JOB DESCRIPTION

Serves as a supporting lead in the creative department. Oversees creative development and preparation of advertising work to ensure an outstanding final product that's within the brand strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion. Supervises, motivates and inspires art directors and copywriters to deliver creative work on brief, on time, within budget and meets the agency and client's high standards.

EDUCATION

Creative Advertising School, Buenos Aires, Argentina, Copywriting

REFERENCES

Manny Vidal, Partner, The Vidal Partnership, New York, (201) 803-9139

Tony Sarroca, Creative Director and Partner, Prolam Young & Rubicam, Chile, (56-2) 6408300

Juan Pedro Gonzalez | LatinWorks
Agency Title: Art Director • Texas Lottery Title: Art Director

PROFESSIONAL PROFILE

Juan recently returned to LatinWorks after a brief advertising stint in Miami. While away, he was able to gain valuable social media experience across QSR, CPG and telecommunication categories working for Y&R/Bravo on accounts like Wendy's, Hershey's and AT&T.

Juan's experience across markets includes top creative agencies like McCann Erickson in Barcelona and JWT in Mexico City, where he worked as an Art Director on both national and international client accounts. Previously at LatinWorks, Juan worked on successful 360 campaigns that contributed to increased sales for accounts like Marshalls, Domino's Pizza, and Anheuser-Busch. Today, Juan ideates and executes concepts for Mars candy including M&M's and Snickers, Texas Lottery and Anheuser-Busch.

Juan studied in Barcelona and Mexico City. He holds a Graphic Design degree from Universidad Iberoamericana.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	LatinWorks	Mars, Anheuser-Busch
2010-2011	Y&R/Bravo Miami	Wendy's, FedEx, Hershey's, AT&T, Dell
2008-2010	LatinWorks	Marshalls, Domino's Pizza, Anheuser-Busch, H-E-B, U.S. Cellular, Conagra Foods
2005-2007	JWT Mexico	Nestlé, Knorr, Wal-Mart, Schering-Plough, Cadbury-Adams, Smirnoff
2004	McCann Erickson	Nestlé, Durex, Bacardi

CURRENT JOB DESCRIPTION

Develops ideas and provides graphic solutions that enable creative work to meet client objectives and build their brand. Responsible for conceiving and producing TV and radio spots as well as directing photography and layout for print and online advertising. Ensures production activities conform to design, budget and schedule requirements. Effectively interprets client communication objectives and strategies in the form of a written creative brief and develops creative approaches and treatments that align with that strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion.

EDUCATION

Universidad Iberoamericana, Mexico City, B.A. in Graphic Design

REFERENCES

Enrique Codesido, VP of Creative Department, JWT Mexico, 52-55-5729-4000
Rosa Ertze, Associate, Duane Morris, LLP, (202) 664-2969

Keith Etter | LatinWorks

Agency Title: Copywriter & Art Director • Texas Lottery Title: Copywriter

PROFESSIONAL PROFILE

Keith has over 15 years of experience as a Copywriter and Art Director, most recently with LatinWorks. In his long advertising career, Keith has executed numerous integrated campaigns for national brands such as Budweiser, Marshalls, Domino's Pizza, and Lowe's amongst other. For the Texas Lottery specifically, he conceived and produced the "Lights" TV spot that aired during the holiday timeframe in both 2009 and 2010.

When Keith first began at LatinWorks over 10 years ago, he was an Art Director. Over time, he began filling more of a copywriter role and is one of the few hybrid Creatives within the agency that can successfully perform both positions well. In addition to advertising, Keith has professional business experience as an Assistant Buyer for Better Men's Sportswear for Mercantile Stores in New York, a national chain of retail department stores. Keith has been with LatinWorks for over 10 years.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2001-Present	LatinWorks	Texas Lottery, Anheuser-Busch, U.S. Cellular, Stubb's BBQ, Dell, ESPN Deportes, NetSpend, Hennessy, Miller, SBC, Marshalls, Lowes, Domino's Pizza
1999-2001	Leo Burnett	Motorola, Lucent, Sprint, Concerro, SiteStuff.com, Vignette
1998-1999	TFA Communications	Motorola, Oracle, Comshare, Unicom
1996-1998	ComCorp	LaSalle Partners, FMC, USFreightways
1993-1996	Magnani & Associates	Schwinn Fitness, Sunbeam/Oster, Baby Trend, Greater Chicago Food Depository, WBBM Newsradio, National Louis University, Odyssey Cruise Lines

CURRENT JOB DESCRIPTION

Develops ideas and provides written and graphic solutions that enable creative work to meet client objectives and build their brand. Responsible for the text supporting the dialogue within a TV or radio script, or the copy within a print or POS piece that are consistent with the brand's tonality. Ensures production activities conform to design, budget and schedule requirements. Effectively interprets client communication objectives and strategies in the form of a written creative brief and develops creative approaches and treatments that align with that strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion.

EDUCATION

Western Kentucky University, B.S. in Marketing
University of Illinois at Chicago, B.A. in Graphic Design

REFERENCES

Andy Wright, Marketing Coordinator, Seattle Metropolitan Credit Union, (206) 398-5866
Scott Willis, Sales Representative, Columbia Sportswear, (270) 535-0187

Catherine Albritton | LatinWorks
Agency Title: Art Director • Texas Lottery Title: Art Director

PROFESSIONAL PROFILE

With her keen sense of design and interactive skills, Catherine has built a strong reputation in the four and a half years she's been at LatinWorks. Her skills, not only in traditional media creativity but also in online and other non-traditional forms has found her producing work on an array of accounts at the agency, from Anheuser-Busch and Chevy to Marshalls and Mars. She has also proven to be a leader and mentor through the company's internship program and other LatinWorks sponsored events such as SXSW and Portfolio Night. Catherine received a number of awards for her work during her tenure at Texas State University, and has added that same award-winning touch to her efforts at the agency.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2007-Present	LatinWorks	Chevrolet, Marshalls, Mars, Anheuser-Busch, Texas Lottery, U.S. Cellular, Hyundai, H-E-B, NetSpend

CURRENT JOB DESCRIPTION

Develops ideas and provides graphic solutions that enable creative work to meet client objectives and build their brand. Responsible for conceiving and producing TV and radio spots as well as directing photography and layout for print and online advertising. Ensures production activities conform to design, budget and schedule requirements. Effectively interprets client communication objectives and strategies in the form of a written creative brief and develops creative approaches and treatments that align with that strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion.

EDUCATION

Texas State University, B.F.A. in Communication Design
Austin Community College, Webmaster Certification

REFERENCES

Ashley White, Client Success Director, Bazaarvoice, (512) 944-8989
Karrie Lee, Senior Art Director, Mercury Mambo, (512) 826-4069

Diego Castillo | LatinWorks
Agency Title: Copywriter • Texas Lottery Title: Copywriter

PROFESSIONAL PROFILE

With almost 15 years of copywriting experience, Diego brings a great deal to the copywriting team at LatinWorks. He has worked on brands across just about every industry: automotive, packaged goods, electronics, food, telecommunications, and even on the lottery in Buenos Aires. Diego's work has been recognized at major creative awards shows including Cannes, Clio, FIAP, Addy, New York Festival, The One Show, El Ojo de Iberoamérica, and Argentinian Creative Circle. He has been awarded a whopping 13 Cannes Lions awards across TV, radio and print categories – an outstanding achievement as the Cannes Lions is commonly considered to be the world's biggest awards show and festival for professionals in the creative communications industry.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Texas Lottery, Mars, Hyundai, Cine Las Americas
2007-2008	alPunto Advertising	Kia, Time Warner, Daisy Brands, Sealy, Ringling Brothers, Universal Studios, Edward Jones, Jim Bean, Holiday Inn, Heinz, Farmer John
2006-2007	Mostro	Chevrolet, Procter & Gamble, Sharp, Corona, Amnesty International, Black & Decker
2004-2006	DDB Argentina	Volkswagen, Telefónica, Nokia, Schick, Clorox, Energizer, Tic Tac, Budweiser, FedEx
1998-2004	VegaOlmosPonce	Audi, Unilever, Coca-Cola, Diario La Nación, Rolling Stone Magazine, Quilmes, Samsung, AOL, Blockbuster, Eveready, Adidas, Lotería de la Provincia de Buenos Aires, Red Bull

CURRENT JOB DESCRIPTION

Develops ideas and provides written solutions that enable creative work to meet client objectives and build their brand. Responsible for the text supporting the dialogue within a TV or radio script, or the copy within a print or POS piece that are consistent with the brand's tonality. Ensures production activities conform to design, budget and schedule requirements. Effectively interprets client communication objectives and strategies in the form of a written creative brief and develops creative approaches and treatments that align with that strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion.

EDUCATION

AAAP (Asociación Argentina de Agencias de Publicidad), Buenos Aires, Argentina

REFERENCES

Hernán Ibañez, Senior Art Director, Conill Saatchi & Saatchi, (626) 272-8035
Claudio Vera, Creative Director, Casanova Pendrill, (786) 357-6443

Jenna Bixler | LatinWorks
Agency Title: Art Director • Texas Lottery Art Director

PROFESSIONAL PROFILE

In her four years at LatinWorks, Jenna has produced work for every account that she has worked on. For the Texas Lottery specifically, she developed and assisted in the production of the Jumbo Bucks "Boomerang" TV spot which ran in both the General market and Hispanic market. Producing work for both markets is something that is quite familiar to Jenna, having conceptualized and executed this past year's Bud Light campaign featuring popular rapper, Pitbull.

Prior to working at the agency, she's had the opportunity to freelance for a diverse client roster across multiple categories where her main focus was developing print campaigns.

Outside of LatinWorks, she enjoys giving back to her local community of El Paso, TX by serving as the creative lead for the Neon Desert Music Festival.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Texas Lottery, Bud Light, Lowes, Domino's Pizza, Chevrolet, Mars, NetSpend
2007-2008	Scout Service Group	Bicycle Sport Shop, Discover Art Austin, Serranos Restaurant, St. Thomas, Southwest Key

CURRENT JOB DESCRIPTION

Develops ideas and provides graphic solutions that enable creative work to meet client objectives and build their brand. Responsible for conceptualizing and producing TV and radio spots as well as directing photography and layout for print and online advertising. Ensures production activities conform to design, budget and schedule requirements. Effectively interprets client communication objectives and strategies in the form of a written creative brief and develops creative approaches and treatments that align with that strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion.

EDUCATION

University of Texas at Austin, M.A. in Advertising
University of Texas at El Paso, B.A. in Advertising

REFERENCES

Enrique Zamora, President, Scout Service Group, (512) 851-7995
Will Blunk Fernandez, New Business Coordinator, Scout Service Group, (512) 507-5116

Nick Garza | LatinWorks
Agency Title: Copywriter • Texas Lottery Title: Copywriter

PROFESSIONAL PROFILE

In the three years Nick has been at LatinWorks, he has had the pleasure of conceiving and producing creative for high-profile campaigns for various client accounts including Texas Lottery, Burger King, Skittles and Honey Bunches of Oats. For the Texas Lottery account specifically, he developed the concept and was an integral part of the production for the well received Powerball "Asteroid" TV and radio spots that began airing in January 2012.

Nick's bicultural background has served him well in developing creative that resonates well for both general and multicultural audiences.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2009-Present	LatinWorks	Texas Lottery, Burger King, Mars, Wrigley, Post Foods, Lowe's, Anheuser-Busch, Domino's Pizza

CURRENT JOB DESCRIPTION

Develops ideas and provides written solutions that enable creative work to meet client objectives and build their brand. Responsible for the text supporting the dialogue within a TV or radio script, or the copy within a print or POS piece that are consistent with the brand's tonality. Ensures production activities conform to design, budget and schedule requirements. Effectively interprets client communication objectives and strategies in the form of a written creative brief and develops creative approaches and treatments that align with that strategy. Uses knowledge of consumer and category insights to guide the creative development process from conception to completion.

EDUCATION

University of Texas at Austin, B.S. in Advertising, Concentration in Creative Sequence, and Business Foundations Certificate

REFERENCES

Franco Caballero, Copywriter at Dieste Harmel & Partners, (512) 656-7969
Coleman Davis, Creative At Wieden + Kennedy, (614) 246-4250

Roberto Hernandez | LatinWorks

Agency Title: Digital Director • Texas Lottery Title: Digital Creative Director

PROFESSIONAL PROFILE

Roberto joined LatinWorks almost three years ago to support the agency's efforts in the digital landscape. He has worked closely with all departments, including consulting, developing and executing digital and social media efforts for brands such as Chevrolet, Dominos Pizza, Bud Light, Budweiser, Snickers, and Starburst, among others. He has also participated in new business pitches for clients such as Chevrolet, U.S. Cellular, Mars and Livestrong. Roberto has a deep knowledge of online and mobile trends and behaviors, as well as the digital and social media landscape.

Prior to LatinWorks, Roberto was the Latin America and U.S. Hispanic manager for Cohn Wolfe, where he coordinated and executed Dell's PR plan in Argentina, Brazil, Chile, Colombia, Puerto Rico and Central America, and developed digital media projects, such as Nokia Latam digital influencers relationship and DellenDirecto, the first Spanish-language corporate blog. His experience also includes launching several communication programs in the United States and Mexico for brands such as Lowe's, Merck, Xerox, SAS, IronPort, Bose, Apple, Lo Jack, Mancera Ernst & Young, Absolut Vodka, Lycra and Revlon.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2009-Present	LatinWorks	Chevrolet, Bud Light, Budweiser, Mars, Wrigley, Dominos Pizza
2007-2009	GCI Austin	Dell, Nokia, Lowe's Home Improvement, Merck
2005-2007	GCI Mexico	Dell, Xerox, SAS, IronPort
2002-2005	eBeacon Communication	Bose, Apple, LoJack, Universidad La Salle, Mancera Ernst & Young
2001-2002	Lead Image	Absolut Vodka, Tequila Don Julio, Lycra, Revlon

CURRENT JOB DESCRIPTION

Partners with all agency departments to create integrated digital solutions to client objectives while serving as a consultant for the agency teams in order to provide recommendations and solutions that complement or maximize clients' needs. Identifies business opportunities in the marketplace and develops digital strategies that enable clients to capitalize on them. Proactively develops strategies and makes recommendations to key account personnel to further the brand's success, and expand the account activity. Keeps agency teams informed about digital media evolution and trends to help creative teams include the latest digital and social media ideas in client proposals. Monitors the digital and social media landscape to identify opportunities and regularly participates in creative briefings to ensure that digital is a key component in advertising campaigns.

EDUCATION

Instituto Tecnológico y de Estudios Superiores de Monterrey, B.A. in Communication Science

REFERENCES

Vivian Kobeh, Latin America Communications Director, Nokia, (786) 388-4039
 Brooke Hovey, President, Cohn & Wolfe Austin, (310) 709-1822

Matt Reyes | LatinWorks

Agency Title: Digital Ideation & Analytics Manager • Texas Lottery Title: Programming Specialist

PROFESSIONAL PROFILE

Matt joined LatinWorks to provide direction and ideas for clients in the digital and social media landscape. Matt has worked with all departments presenting key insights and strategy for clients such as Domino's Pizza, Chevrolet, Marshalls, Anheuser-Busch, Mars and Kimberly-Clark, among others. Prior to LatinWorks, Matt worked in Washington, DC, as Director of Marketing for award-winning non-profit organization, Voto Latino, which was committed to empowering bicultural, English-dominant youth in civic engagement. The marketing campaign he led for Voto Latino went on to be featured on CNN, NPR, C-SPAN, and trended globally on Twitter. Matt also successfully launched Twitteros.net, a community of Latino Twitter users that has been featured in Iconoculture, PR Newswire, Minority Business Entrepreneur, Latino Leaders and other leading trade magazines. He also has experience in brand marketing and promotions with Crown Royal, Anheuser-Busch, Dr Pepper Snapple Group, U.S. Cellular, and Smucker's.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Domino's Pizza, Chevrolet, Marshalls, Anheuser-Busch, Mars (M&Ms, Starburst, Snickers), Dewars, Lowe's Home Improvement, Texas Lottery, Kimberly Clark
2009-2010	Voto Latino	Rock the Vote, mun2, Los Tigres del Norte, Time Warner Cable, Gibson Guitars, MTV, Pitbull, MSNBC
2009	Freelancer	NPR's Latino USA, Department of Education, La Banda Elastica, Pachanga Fest
2007-2009	Mercury Mambo	Dr Pepper Snapple Group, U.S. Cellular, Smucker's, Crown Royal/Diageo

CURRENT JOB DESCRIPTION

Partners with all agency departments to create digital media solutions that capitalize on client's brand objectives. Proactively develop digital strategies and make recommendations to key account personnel to further brand success. Monitors the digital and social media landscape and regularly participates in creative briefings to help ensure that the creative team includes innovative digital media ideas in agency proposals.

EDUCATION

University of Texas at Austin, B.S. in Public Relations

REFERENCES

Steve Alfaro, Creative Director, Voto Latino, (323) 702-2457
 Becky Arreaga, President, Mercury Mambo, (512) 447-4440

Katie Kirkpatrick | Springbox

Agency Title: Content Director • Texas Lottery Title: Digital Creative Director

PROFESSIONAL PROFILE

Katie has spent over 10 years working as a creative lead and content strategist for large, nationally recognized companies. Following five years at Neiman Marcus focusing on e-commerce, digital advertising and content strategy, Katie served as a Senior Writer/Content Strategist for T3, leading client accounts, such as JCPenney and UPS, in ongoing social and digital strategy. Katie graduated from West Texas A&M University where she received a Bachelor of Arts degree in Advertising and Public Relations.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	Springbox	Sweet Leaf Tea, Nestle, Tradewinds Tea, American Greetings In-Store, Dell
2006-2011	T3	JCPenney, UPS, Chase, Arizona Jeans
2003-2006	Neiman Marcus Online	Neiman Marcus, Bergdorf Goodman, David Yurman, Baccarat, Michael Kors and more
2001-2003	Neiman Marcus Advertising	Neiman Marcus traditional advertising and The Book

CURRENT JOB DESCRIPTION

Leads the integrated social and digital strategy teams. Crafts an ongoing, unified conversation true to brand voice in multiple channels to raise brand awareness, increase engagement, further dialogue of the community and, ultimately, drive in-store transactions. Develops process and organizational methods to improve efficiencies and effectiveness of strategic online efforts for the company and its clients.

EDUCATION

West Texas A&M University, B.A. in Advertising and Public Relations

REFERENCES

Kate Donaho, Creative Director, Dachis Group, (512) 293-5874
 Chad Currie, Founder & Creative Director, Smith and Robot, (512) 696-0418

Megan Berryman | Springbox

Agency Title: Associate Creative Director • Texas Lottery Title: Digital Creative Director

PROFESSIONAL PROFILE

A Houston native, Megan developed a fascination with space and art at an early age. She has been working passionately for over 10 years producing conceptual and strategic ideas for multiple brands that leverage key research, analytics and relevant insights to deliver creative that spans online and offline experiences including: large scale websites, microsites, mobile sites, mobile apps, social campaigns, online ads, email campaigns, print ads/campaigns, collateral, identity, trade show and outdoor.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	Springbox	Air Force Academy, American Greetings In-Store, Sweet Leaf/Nestle, Central Market, H.E.B.
2010-2011	T3	UPS
2004-2010	nFusion	Anheuser-Busch, Bacardi Silver, Bacardi Silver + Sex & The City, BORBA, Toshiba, Brinker Jobs (Chili's, On The Border, Maggianos), BJ's Restaurant, Samsung, Clemmy's Ice Cream, Hill Country Ride for AIDS, Greater Austin Chamber of Commerce, Heelys, Commerica Bank, NEC
2002-2004	Door #3/Nourzads	Breast Cancer Resource Center of Austin, Greater Austin Chamber of Commerce, Velocity Credit Union, Life Works, Cedar Clinical Research, Halliburton, Scirex

CURRENT JOB DESCRIPTION

Leads the agency's creative strategy and vision. Serves as a creative problem solver and is the point person for extensive interactive projects. Crafts an ongoing, unified conversation true to brand voice in multiple channels to raise brand awareness, increase engagement, further dialogue of the community and, ultimately, drive in-store transactions. Develops process and organizational methods to improve efficiencies and effectiveness of strategic online efforts for the company and its clients.

EDUCATION

Texas State University-San Marcos, B.F.A. in Communication Design

REFERENCES

Matt Manroe, Executive Creative Director, M Group, (512) 415-5354
 John Ellett, CEO, nFusion Group, (512) 423-7697

Elli Pope | Springbox

Agency Title: QA Specialist/Technical Producer • Texas Lottery Title: Digital Producer

PROFESSIONAL PROFILE

Elli started her career as a software quality assurance engineer with NetPost, testing online shipping solutions for international government organizations in Europe and Australia. After a few years working in quality assurance she realized her passion for project management, and became the organization's first project manager in the company and managed Parcelforce Worldwide, a subsidiary of Royal Mail (UK), the largest client in the company. Her team developed and hosted all of Parcelforce's online shipping solutions and back-end administrative systems, processing over one million transactions per month. While acting as project manager, Elli was also the lead quality assurance engineer and technical support manager.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	Springbox	MSN, Disney, Dell, Bazaarvoice, LIVESTRONG, LG, Zynga, Experian, Central Market, CSID, Sweet Leaf Tea
2004-2010	Neopost Loop One	Parcelforce Worldwide, Royal Mail, La Poste subsidiaries (Chronopost, ColiPoste, DPD), Australia Post
2007	PointServe	PointServe Software

CURRENT JOB DESCRIPTION

Maintains the company's reputation as a quality-driven marketing agency, assisting in creating top-notch, error-free deliverables, from initial proposal to final product. Responsibilities include editing copy, comparing internal drafts to client specifications in order to ensure objectives are met, and testing deliverables for functionality, usability and overall flow. Gauges consistency of designs, websites, banner campaigns, flash modules, administrative databases, newsletters, etc. — across multiple browsers and operating systems, all while working seamlessly with account service, creative and development teams to accomplish objectives that are within budget.

EDUCATION

The University of Texas at Austin, B.S. in Computer Science

REFERENCES

Tara Whitmore, Operations Manager, Bridgepoint Consulting, (512) 203-2272

Jennie Pope, Development Manager, Neopost Loop One, (323) 401-9404

Zach Redler | Springbox

Agency Title: Digital Supervisor • Texas Lottery Title: Digital Producer

PROFESSIONAL PROFILE

Zach has over seven years of experience leading brand, awareness and lead generation initiatives. He has worked with a variety of global technology, non-tech B2B and consumer brands, including: PayPal, LG, SAP, Air Force Academy and Dell. Prior to Springbox, Zach spent six years at WPP/Y&R agency SicolaMartin, focused mainly on digital and traditional advertising, experiential marketing and branding. Zach graduated from Texas State University with a Bachelor of Business Administration in Marketing.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	Springbox	Dell, H-E-B., PayPal, Air Force, New Era Portfolio, Zynga, LG
2004-2010	SicolaMartin	Dell, McLane, Red Hat, Sap, Sybase, Vantix, KLRU (PBS), Wonder and Worries, Axalto, Culinary Academy of Austin, Freescale, HP, McData, The Caring Family Network

CURRENT JOB DESCRIPTION

Leads the overall management of projects including the development of strategic interactive marketing plans. Responsible for overseeing the execution of client initiatives to meet their business objectives, and tasked with developing relationships within the client organization to meet business goals that are within budget.

EDUCATION

Texas State University-San Marcos, B.B.A. in Marketing

REFERENCES

Loury Kaleck, Account Director at SicolaMartin, (512) 343-0264

Nada Saidi, Account Director, SicolaMartin, (512) 343-0264

Robert Raidford | Springbox

Agency Title: Interactive Producer • Texas Lottery Title: Digital Specialist

PROFESSIONAL PROFILE

Robert has returned to Springbox after a two-and-one-half year stint in New York City working in both agency and media production roles. In addition to serving production roles with IFC's *Dinner with the Band* and the Cooking Channel's *Unique Eats*, he was awarded an International Radio and Television Society Fellowship with Kantar Media/Compete.com. More recently Robert was a Producer of Interactive Development with Wunderman New York, where he led interactive efforts for Nokia's Digital Marketing Test Lab as well as Citibank's retail and credit card divisions. Robert held roles in media and project management with GSD&M and previously worked with Springbox while completing graduate work at Saint Edward's University.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2011-Present	Springbox	Dell
2010-2011	Wunderman New York	Nokia Global, Nokia North America, Citibank
2008-2009	Springbox	Dell, PayPal, Premiere Global International
2004-2008	GSD&M	AARP, AT&T, BMW, Brinker International, John Deere, Kohler, Sam's Club, United States Air Force, Wal-Mart

CURRENT JOB DESCRIPTION

Responsible for the workflow and execution of client project plans, effectively developing and managing schedules, scope definition, requirements management and budget creation and maintenance. Works closely with senior management and digital producers to improve processes and problem solving for projects.

EDUCATION

Saint Edward's University, M.B.A. in Digital Media Management
The University of Texas at Austin, B.A. in Government and History

REFERENCES

Jeff B. Hall, Director of Global Human Resources, Y&R Group, (212) 941-3402
Brad Walton, UX Designer, Dell, (510) 213-0493

Casey Locker | Springbox

Agency Title: Development Supervisor • Texas Lottery Title: Programming Specialist

PROFESSIONAL PROFILE

Casey has been developing for the web for over 15 years. In that time, he has worked in large companies, small companies and as a self-employed web developer. Having spent time across several departments and roles as allowed him insights into the entire process of creating everything from enterprise class solutions to informational sites for small businesses. Casey is dedicated to staying on the forefront of the internet technology curve by continuing to learn and use new practices and tools. Several of the sites he has helped build or create have gone on to win awards such as the Adobe Site of the Day, Gold and Silver W3 and the People's Voice Webby.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2007-Present	Springbox	Microsoft, Dell, Nokia, C3, KLRU, Austin City Limits, Lance Armstrong Foundation, CSIdentity, Lollapalooza, DGIT, Sweet Leaf Tea, Tradewinds Tea, Perry Homes
2005-2007	Self Employed Web Developer	Foskitt Law, Skinny's Ballroom and Radio Station, Hill Country Outdoor Guide, The Travelling Pan
2000-2005	Tipit Communications	Time Warner, Soup Peddler, Race for the Cure, Dent Pro
2007-Present	Springbox	Microsoft, Dell, Nokia, C3, KLRU, Austin City Limits, Lance Armstrong Foundation, CSIdentity, Lollapalooza, DGIT, Sweet Leaf Tea, Tradewinds Tea, Perry Homes

CURRENT JOB DESCRIPTION

Supervises and leads a team of developers, serving as mentor across all levels. Provides a compelling, forward-looking point of view for where interactive technology is heading and how it can deliver the best results towards client business goals. As a technical consultant for clients, vendors and internal support teams, works closely with senior management to improve processes and problem solving for projects.

EDUCATION

Texas State University-San Marcos, B.S. in Computer Science

REFERENCES

J.P. Maxwell, Owner, Tipit Communications, (800) 536-1569
 Sara Foskitt, Attorney, Foskitt Law Office and Foskitt Realty Group, (512) 917-2939

Scott Radigk | LatinWorks

Agency Title: Director of Production Operations • Texas Lottery Title: Production Manager

PROFESSIONAL PROFILE

Scott joined Latin Works in 2009 as the Director of Production Operations, overseeing broadcast and print production for all clients. He works with all departments to integrate the production process and manage the production workflow through the agency. Scott has over 27 years of experience in advertising and works to refine and improve processes to meet client and agency needs. He has worked on clients such as McDonalds, American Airlines, Kellogg, Fruit of the Loom, Pepsi, Dallas Morning News, GTE (now Verizon) to name a few. He has experience in production, business management, finance, talent/music negotiations and account service. Scott has overseen multiple departments in agencies working to maintain a smooth working order, establish integrated work flows and define the production process.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Anheuser-Busch, Burger King, Domino's, Mars, Chevrolet, Marshalls, Kimberly-Clark, Texas Lottery, Lowe's
2008-2009	The Marketing Arm	Frito Lay, Gillette, AT&T
2001-2007	Dieste	PepsiCo, Hyundai, Taco Bell, Pizza Hut, AT&T, Bud Light, Frito Lay
1999-2000	Ackerman McQueen	Six Flags, Williams Energy, Pizza Hut, Oklahoma Tourism, Cricket Wireless, Leapfrog
1995-1999	DDB/Dallas	GTE, Reebok, PepsiCo, Footaction, Hampton Inns
1985-1994	Leo Burnett	McDonald's, United Airlines, Fruit of the Loom, Beef Industry Council, Allstate, Kellogg, P&G, Reebok, Miller Light

CURRENT JOB DESCRIPTION

Oversees the agency's production department, including all print and broadcast production for agency clients, occasionally acting as lead producer. Ensures all client production is held to highest standards. Manages production workflow, timelines and logistics internally to deliver projects on time and within budget. Supervises print and broadcast producers, as well as production and traffic coordinators, internal video editors and translators.

EDUCATION

Governors State University, B.A. in Business Administration/Marketing
 Oklahoma City University, MBA, Marketing
 University of Dallas, Masters of Science, Accounting

REFERENCES

Tom Kirkhart, Chief Marketing Officer, Circle R Productions, (972) 839-1460
 Karen Miller, Director of Music Division, The Albert Company, (212) 740-3970

Melody Parsons | LatinWorks

Agency Title: Senior Business Manager • Texas Lottery Title: Production Manager

PROFESSIONAL PROFILE

Melody has 23 years of experience in advertising, broadcast business, TV & radio production, and talent payments/negotiations. Melody's professional accomplishments include negotiations of \$1MM+ talent contracts, music acquisitions and usage of third party rights for broadcast, web and print. She has experience executing legal clearances of intellectual properties for national clients including Southwest Airlines, AT&T, State Farm Insurance, Chili's Grill & Bar, Pizza Hut, United States Air Force, PepsiCo, General Motors, and Kohler. In addition, Melody has provided training for business managers who jointly ensure agency compliance with legal issues, union performance regulations, securing of proper licensing for copyrighted materials and coordinating payments to suppliers.

Melody has built expertise in music licensing, celebrity contract negotiations, talent payments, budget forecasting, and all third party rights clearances.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Anheuser-Busch, Burger King, Domino's, Mars, Chevrolet, Marshalls, Kimberly-Clark, Texas Lottery, Lowe's
2008-2011	SandersWingo	AT&T, Texas Tourism, State Farm, General Motors, El Paso Electric, Las Palmas Del Sol
2007-2008	GSD&M	AT&T, Southwest Airlines, Chili's Grill & Bar, Macaroni Grill, Kohler, Pennzoil, US Air Force
2006-2007	TracyLocke	Pepsi, Pizza Hut, Texas Commerce Bank, McIlhenny Tabasco, Coors, Doritos

CURRENT JOB DESCRIPTION

Works closely with creative, account, and legal teams from planning phases through completion of both TV and Radio productions. Manages the process of evaluating and soliciting bids from production companies judged to be best qualified to handle the particular projects at hand. Helps support the logistical flow of production through invoicing. Assists in allocating the approved budget through all phases of production. Manages broadcast production invoices and ensures timely payment. Also aids the broadcast producer in planning and the production of TV and radio spots.

EDUCATION

Texas State University, English Major
University of Dallas in Irving, Children's Literature specialty

REFERENCES

Trenzio Turner, Senior VP, SandersWingo, (512) 476-7949
Leslie Wingo, Senior VP, SandersWingo, (512) 476-7949

Sharon Chortek | LatinWorks

Agency Title: Broadcast Producer • Texas Lottery Title: Broadcast Producer

PROFESSIONAL PROFILE

Sharon brings over twenty-five years of industry experience to her role as broadcast producer. She has worked on national brands such as AT&T, American Airlines, Comcast, Frito Lay Inc., J.C. Penney, Kimberly-Clark, Lowe's, Nokia, Zales Corporation, amongst others. Sharon has produced numerous TV & radio spots for the Texas Lottery account specifically, supporting an array of Lottery products. The most recent and notable spot includes the well-received Powerball "Asteroid" TV and radio spots that began airing in January 2012.

In addition, Sharon's experience as a Senior Vice President, Head of Broadcast Production at Publicis Inc. gave her expertise in senior management and managing client relationships.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
1997-Present	LatinWorks	Texas Lottery, Kimberly-Clark
1986-1997	Publicis, Inc.	Block Drug Company, Campbell-Taggart Inc., Cellular One, MADD, Nestle Beverage Company, Partnership for a Drug Free America, TGI Friday's, Zales Corporation
1983-1986	TracyLocke	Frito Lay, Inc., Pepsi Co., Taco Bell, The Haggar Company
1978-1983	Venet Advertising	Pathmark Supermarkets, The Prince Macaroni Company

CURRENT JOB DESCRIPTION

Consults with creative, account, and legal teams from inception of ideas through completion of production. Evaluates, solicits bids from, and negotiates with production companies judged to be best qualified to handle the particular projects at hand. Directs the logistical flow of production through pre-production meetings, casting, shooting, recording, editing, music, opticals, color correction, and final client approval. Controls and allocates approved budget through all phases of production. Manages broadcast production invoices and ensures timely payment.

EDUCATION

State University of New York at New Paltz, B.S. in Psychology

REFERENCES

Greg Gibson, Director of Broadcast Production, The Richards Group, Inc., (214) 891-5897

Lola Lott, Principal/Exec. Producer, Charlie Uniform Tango, (214) 922-9222

*Note: LatinWorks acquired Cultura in 2008

Elizabeth Spiva | LatinWorks

Agency Title: Broadcast Producer • Texas Lottery Title: Broadcast Producer

PROFESSIONAL PROFILE

With twelve years of agency broadcast experience, Elizabeth has worked with nearly every client the agency has known. Her integration with the account management and creative teams have made for successful production after successful production, on-time and within budget. Included in all of that are a number of award-winning campaigns for Greyhound, Miller, Domino's Pizza, U.S. Cellular, Starburst and Anheuser-Busch. Prior to her time at LatinWorks, Elizabeth was a producer at KEYE-TV in Austin, working with the morning news program.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
1999-Present	LatinWorks	Anheuser-Busch, Miller, Greyhound, SBC, Hennessy, Austin Museum of Art, U.S. Cellular, ESPN Deportes, Domino's Pizza, Hyundai
1997-1999	KEYE-TV 42 News	n/a

CURRENT JOB DESCRIPTION

Consults with creative, account, and legal teams from inception of ideas through completion of production. Evaluates, solicits bids from, and negotiates with production companies judged to be best qualified to handle the particular projects at hand. Directs the logistical flow of production through pre-production meetings, casting, shooting, recording, editing, music, opticals, color correction, and final client approval. Controls and allocates approved budget through all phases of production. Manages broadcast production invoices and ensures timely payment.

EDUCATION

Southwestern University, B.A. in Communications

REFERENCES

Ron Rendon, Executive Producer, Charlie Uniform Tango, (512) 499-8790

Gerald Jones, Executive Producer, FastCuts, (214) 526-3278

Ambar Salinas | LatinWorks

Agency Title: Production Editor • Texas Lottery Title: Production Coordinator

PROFESSIONAL PROFILE

Ambar is the agency's only in-house editor within the production department. During her time at the agency, she has worked on distinguished clients such as Starburst, M&M'S, Bud Light, Cine Las Americas and Chevrolet, amongst others. In addition to editing videos, Ambar also shoots case studies for clients and creates sizzle videos for major client rallies and presentations. The film and editing work she's done for the Marfa 100 for Livestrong Foundation was selected by the agency's Chief Creative Offer to be submitted in several awards shows including Addy's, One Show and Clio.

Prior to working at LatinWorks, she gained valuable experience at Bromley Communications, where she worked on accounts like Payless, General Mills, Western Union, Genetech, Miller Coors and P&G. Ambar has a Bachelors degree in Communication Arts/Television Production.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Anheuser-Busch, Mars, Bacardi USA, General Motors, Cine Las Americas, Kimberly-Clark
2010	Bromley Communications	Payless, General Mills, Western Union, Genetech, Miller Coors, P&G

CURRENT JOB DESCRIPTION

Manages and edits the audio-visual content for all in-house production jobs. Shoots quality footage for various client and agency projects. Contributes in evaluating, soliciting bids from, and negotiating with production companies judged to be best qualified to handle particular projects. Assists in the logistical flow of broadcast productions. Responsible for record keeping of various clients TV masters.

EDUCATION

University of Incarnate Word, B.A. Communication Arts, Television Production
 University of Texas Pan American, Communication Arts, Advertising, Graphic Design
 Universidad de Monterrey (UDEM), Monterrey, Fine Arts

REFERENCES

Mauricio Jemal, Director of Sales and Marketing/Executive Producer, Cibolo Films, (210) 347-4012
 Monica Poole, Coordinator of International Conference Center Operations, Dr. Burton E. Grossman International Conference Center, University of Incarnate Word, (210) 805-5700

Steve Grill | LatinWorks

Agency Title: Senior Print Producer • Texas Lottery Title: Print Producer

PROFESSIONAL PROFILE

Steve is responsible for ensuring the accuracy and print worthiness of all printed material and new business presentations at LatinWorks. Steve has over 17 years experience in digital production and graphic design. Steve is a pre-press expert having a vast knowledge of printing processes and media types. Dissecting digital files and preparing them for printing is something he takes great pride in. Currently oversees print production for Bud Light, Budweiser, Chevrolet, MARS, Marshalls, and the Texas Lottery. Created strategic presentations that helped LatinWorks win the business of Chevrolet, Marshalls, Heinz, Capital One, Pepsico, Bacardi and Burger King. Prior to LatinWorks he has worked for clients such as Enviromedia, Liaison Resources, Printglobe.com, Monster.com, qdSolutions, and ResCare Premier. A production oriented jack of all trades, he can manage almost any creative project from concept to completion on time and within budget.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Anheuser-Busch, Chevrolet, Mars, Marshalls, Texas Lottery
2007-2008	Printglobe	USA Network, U.S. House of Reps
2006-2007	qdSolutions	PPD, Novartis, Quintiles
2000-2006	Premier/ResCare ResCare	Art Director for ALL of ResCare Premier (900 employee company) & sometimes ResCare (42,000 employees)

CURRENT JOB DESCRIPTION

Oversees the agency's print producers. Responsible for quality control and consistency of output. Produces all-important new and existing client facing presentations and consults on everyday business presentations. Serves as an internal resource to help art directors, account teams and IT maximize their time and resources. Responsibilities range from art buying/rights management, resource allocation, hardware and software troubleshooting, vendor relations, project management, photo shoot production and print quality control.

EDUCATION

The Colorado College, B.A. in Studio Art

REFERENCES

Lonnie Limon, VP Multicultural, The Marketing Arm, (512) 934-3439
 Jim Wegerbauer, Executive Director of Strategic Planning, Dieste, (214) 500-8003

Desiree Mata | LatinWorks
Agency Title: Senior Translator • Texas Lottery Title: Translator

PROFESSIONAL PROFILE

As head of the “Transcreation” department at LatinWorks, Desiree’s duties include writing copy based on consumer insights; transcreating advertising copy from English to Spanish and vice versa to make it transcend across markets; and conducting quality control on almost everything written that the agency produces, among other responsibilities. Her job requires her to be a true “multitasker,” as she takes direction from creative directors, strategic planners and account directors, all while supervising another translator. In addition to her day-to-day duties, Desiree has also suggested producing events that benefit both the agency and the advertising industry in Austin, which have been widely welcome and now fall under her added duties. These events include Portfolio Night Austin, a worldwide advertising portfolio review and recruitment event; and a coveted music showcase during the SXSW Festival, for which she books bands, negotiates venue rental, secures sponsors, hires personnel, and supervises the overall production.

Appointed Cultural Diversity Chair for the Austin Advertising Federation, a non-profit organization dedicated to celebrating and helping grow the Austin advertising community, her duties are to develop strategies and generate ideas to recruit and engage diverse members. That includes producing inclusive events such as the Hispanic Marketing Symposium, a Job Shadow Day, and recruiting members who do not necessarily work in agency environments but whose industries are closely related, such as media and print vendors.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2008-Present	LatinWorks	Texas Lottery, Anheuser-Busch, Chevrolet, Domino’s, Lowe’s, MARS, Wrigley, Marshalls, PepsiCo, Kimberly-Clark
2007-2008	Freelance while in advertising portfolio school in Argentina	Cornicelli (Argentina), LatinWorks, Mango Financial
2005-2007	LatinWorks	U.S. Cellular, NetSpend, Anheuser-Busch

CURRENT JOB DESCRIPTION

Responsible for successfully translating the written dialogue within a television or radio script, or the copy within a print, POS or outdoor ad from English to Spanish and vice versa for various clients. Manages script document templates and formatting standards, so as to ensure that the agency’s written product is consistently up to the highest standards for all client accounts.

EDUCATION

The University of Texas at Austin, B.A. in Economics and B.S. in Advertising
Underground Escuela de Creativos, Buenos Aires, Argentina, portfolio course

REFERENCES

Lonnie Limon, The Marketing Arm, (512) 934-3439
Jim Wegerbauer, Dieste, (214) 500-8003

Tommy Salazar | LatinWorks
 Agency Title: Print Producer • Texas Lottery Title: Print Producer

PROFESSIONAL PROFILE

Tommy has worked in the print production department at LatinWorks for almost 10 years. In his time at the agency, he has significantly contributed in the effort of growing the department into a top-notch team with the reputation of having strong communication, reliability and resourcefulness. He's committed to ensuring all printed material has the most optimal quality while staying within a client budget. Prior to LatinWorks, Tommy worked with SBC Communications in their Internet division.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2003-Present	LatinWorks	Texas Lottery, Cazadores, Dewars, Anheuser-Busch, Dominos, Kimberly-Clark, Lowes, M&M's, Pedigree, Marshalls, Post Foods
2001-2002	SBC	n/a
1999-2000	AMD	n/a
1997-1999	Inventiva, Inc. San Antonio	UETA Duty Free Stores, Southwestern Bell, Central Power & Light, Six Flags SA and Laredo National Bank

CURRENT JOB DESCRIPTION

Serves as an internal resource to help the art directors produce the highest quality printed products, with responsibilities ranging from working from art directors' comps to producing final artwork, applying approved designs to different pieces in a series, resizing ads for different publications' specs, retouching photographs, and working with print vendors to produce printed pieces in a cost-efficient manner.

EDUCATION

Texas State University, B.F.A. in Advertising

REFERENCES

Vance Sack, Co-Owner, CSI, (512) 482-4208
 Luis Ostos, Owner, Proforma DCS, (512) 452-4414

Alma Contreras | LatinWorks

Agency Title: Translator • Texas Lottery Title: Translator

PROFESSIONAL PROFILE

Alma has over four years of experience as a translator. Before graduating from college, Alma interned at The Alphalearning Institute, worked for The Brownsville Herald newspaper and subsequently for The University of Texas at Brownsville, where she translated the School of Education's website from English to Spanish in its entirety. Before coming to LatinWorks, Alma worked as a technical writer for the Office of the Vice President for Business at The University of Texas at Brownsville, where she was in charge of managing, developing and translating copy for Web content. During her tenure in LatinWorks, Alma has played an active and ongoing role in the development of Chevrolet's Spanish Web site. Since she first took on the position of translator, Alma was assigned to develop a glossary for Chevrolet that, to this day, serves as reference for all advertising material translations.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Texas Lottery, Anheuser-Busch, Chevrolet, Domino's, Lowe's, MARS, Wrigley, Marshalls, PepsiCo, Kimberly-Clark
2008-2010	The University of Texas at Brownsville	The University of Texas at Brownsville
2007-2008	The Brownsville Herald	The Brownsville Herald

CURRENT JOB DESCRIPTION

Responsible for successfully translating the written dialogue within a television or radio script, or the copy within a print, POS or outdoor ad from English to Spanish and vice versa for various clients. Manages script document templates and formatting standards, so as to ensure that the agency's written product is consistently up to the highest standards for all client accounts.

EDUCATION

UTB, Brownsville, TX, M.A. Spanish Translation Studies (in progress)
 UTB, Brownsville, TX, B.A. Mass Media Studies
 UTB, Brownsville, TX, A.A. Spanish Translation Studies

REFERENCES

José Borjón, Communications Director, U.S. House of Representatives, (956) 459-2415
 José Dávila, Director, Translation and Interpreting Office at UTB, (956) 882-8215

Luis Guido | LatinWorks

Agency Title: Promotions Director • Texas Lottery Title: Promotional Event Planner

PROFESSIONAL PROFILE

As Promotions Director, Luis leads our consumer engagement department that ensures our clients have the appropriate resource that goes beyond traditional advertising. These resources include in-store activation, sponsorship negotiation, shopper insight and experiential engagement opportunities.

Luis has lead in strategizing, planning, and execution for national event marketing programs for a variety of categories and has 10 years of experience with Fortune 500 clients. These clients include General Motors, Miller Brewing Co, Lowe's Home Improvement, US Army, Mars Snackfoods, Anheuser Busch, Bacardi USA, among other. He has all the background and experience to develop, plan and execute any statewide event marketing requirements.

Prior to LatinWorks, Luis worked at Miller Brewing Company with regional sales and marketing responsibilities for South Texas. During his tenure at MBCo, he was awarded citations for growing the Miller portfolio in chain specific stores while also providing field feedback for in-store marketing tactics geared to the Hispanic consumer. Prior to MBCo, Luis worked at GMR, the No. 1 Event Marketing Agency in the country, where he planned and deployed national and regional event marketing programs.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2007-Present	Cultura/LatinWorks	Texas Lottery, Lowe's, Mars Snackfoods, Burger King
2004-2007	Miller Brewing Co	Corporate Position
2002-2004	GMR	Miller Brewing Company
2000-2002	Cartel Group	US Army, JCPenney

CURRENT JOB DESCRIPTION

Leads the agency's promotions department and is responsible for strategy, planning, and execution of all promotional activities. Establishes strategic ties with clients, understanding their business models, and evaluating opportunities to include promotions within communications. Attends and leads promotional activities for clients, including but not limited to trade shows, fairs, community events, and festivals. Coordinates with third-party vendors to provide critical services when necessary.

EDUCATION

University of Texas at San Antonio, B.A. in Marketing

REFERENCES

Melissa Garcia, Group Account Director, Richards Lerma, (210) 601-9229
Mike Morales, Owner, Allstate, (210) 521-7930

*Note: LatinWorks acquired Cultura in 2008

Joey Villanueva | LatinWorks

Agency Title: Promotions Senior Account Executive • Texas Lottery Title: Promotional Event Planner

PROFESSIONAL PROFILE

Joey's promotional efforts on behalf of LatinWorks' clients have provided valuable support within the department. Along with time at Cultura, he has over five years of agency experience, working with brands including Lowe's Home Improvement, Chevrolet, Mars Snackfoods, and Anheuser-Busch to name a few. Joey was integral in the launch of the Burger King "Futbol Kingdom" experiential program in 2009. He has also played a major role in event planning as part of Texas Lottery's FY12 media planning. He continues to manage the day-to-day promotions for Lowe's Hispanic initiatives including consumer promotions and event marketing tours.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2006-Present	Cultura/LatinWorks	Texas Lottery, Mars Snackfoods, Lowe's, Major League Soccer, Bud Light, Burger King

CURRENT JOB DESCRIPTION

Involved in all client promotions and event marketing aspects. Serves as the immediate point person in charge of event research and planning, event sponsorship entitlement negotiation and quality control for clients. In charge of keeping agency and client teams abreast of promotional and non-traditional opportunities as well as current competitive trends. Proactively develops and expands knowledge of the client's industry and market segment.

EDUCATION

University of Oklahoma, B.B.A. in Advertising

REFERENCES

Ruben Lopez, Multicultural Marketing Specialist, Lowe's, (704) 758-3405
 Gustavo Dominguez, Partner, Primetime Sports & Entertainment, (323) 655-5127

*Note: LatinWorks acquired Cultura in 2008

Omarr Cantu | LatinWorks

Agency Title: Promotions Senior Account Executive • Texas Lottery Title: Promotional Event Planner

PROFESSIONAL PROFILE

Omarr has been working in the LatinWorks Promotions department since December 2010. While at LatinWorks, he has served as the point person in charge of negotiating sponsorships, developing promotion evaluations, and coordinating the logistics of all agency-managed ethnic market events in FY12. Additionally, he has managed numerous promotional and retail events for the Tequila Cazadores client on a national scale.

Prior to joining LatinWorks, Omarr spent four years in Orlando, FL with the Dalton Agency and Fry Hammond Barr leading McDonald's non-traditional and experiential initiatives for the Southeastern United States. While with the Dalton Agency and Fry Hammond Barr agencies, Omarr built and managed the McDonald's field marketing programs, and aided in the launch of several new products; including those under the McCafé brand. Omarr is an expert in maximizing client sponsorships and building brand loyalty through intimate consumer engagement. While working for McDonald's, Omarr helped lead the non-traditional marketing to achieve an estimated 4.4 Million impressions through general and multi-cultural events. During his tenure, McDonald's saw an average of 30 percent ROI in event sponsorship due to maximized activations and negation of added value entitlements.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Texas Lottery, Tequila Cazadores
2008-2010	Dalton	McDonald's Restaurants
2007-2008	Fry Hammond Barr	McDonald's Restaurants
2006-2007	Sundog Design	Walt Disney World, Universal Studios, Golf Channel
2005-2006	Walt Disney Company	Disney Worldwide Services (Internal Client)

CURRENT JOB DESCRIPTION

Involved in all client promotions and event marketing aspects. Serves as the immediate point person in charge of event research and planning, event sponsorship entitlement negotiation and quality control for clients. In charge of keeping agency and client teams abreast of promotional and non-traditional opportunities as well as current competitive trends. Proactively develops and expands knowledge of the client's industry and market segment.

EDUCATION

Texas A&M University – College Station, TX, B.A. Visual Communications/History

REFERENCES

Sally Cappy, Director of Media Services, Redline Media Group, (954) 654-3497
Ray Rodriguez, McDonald's Owner/Operator, (321) 305-4934

Michelle Piña | LatinWorks
Agency Title: Controller • Texas Lottery Title: Finance Manager

PROFESSIONAL PROFILE

Having been in the finance department for six years, Michelle works diligently to keep the account teams up to speed on financials and to process invoices and billing in a timely manner. She has built a strong rapport within the agency that has allowed for strong communication between herself and Account Management. Prior to LatinWorks, Michelle worked with FD2S on a number of their clients.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2006-Present	LatinWorks	All Agency clients
2004-2006	FD2S	All Agency clients
1999-2004	Susman Tisdale Gayle Architects	n/a

CURRENT JOB DESCRIPTION

Leads the finance department on a day-to-day basis. Oversees accounting functions, budget preparation, and audit function in an efficient manner. Develops financial reports for analysis. Creates and interprets reports, coordinates month-end close. Effectively manages monthly financial cycle. Ensures compliance with Omnicom agency partner reporting requirements. Demonstrates command of accounting standards and functions. Maintains interface with agency personnel to provide information or supporting reports to manage client base as necessary. Appropriately maintains records, manages filing, correspondence, documentation, client files ready for retrieval, retention, storage, compilation, coding, updating, and archiving.

EDUCATION

Texas State University, B.A. in Accounting and Masters in Business Administration

REFERENCES

Michelle Zumar, Accounting Manager, FD2S, (512) 476-7733
Patty Berdoll, Operations Analyst, Freese and Nichols, (512) 617-3114

Natalie Hennessee | LatinWorks

Agency Title: Finance Director • Texas Lottery Title: Finance Manager

PROFESSIONAL PROFILE

Natalie has been in the finance department at LatinWorks for nine years, working in a number of different roles assisting agency team members. She has worked to develop and implement new techniques for managing and tracking financials on over 900 ongoing client projects. In addition, works to support the Account Management team on billing and financial reporting for the Texas Lottery account.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2002-Present	LatinWorks	All Agency clients

CURRENT JOB DESCRIPTION

Leads a small team of finance coordinators and a supervisor. Exhibits command of agency cash flow, financial project management, accounts payable and accounts receivable. Coordinates, leads, and manages client project estimating, tracking and invoicing. Effectively manages the finance team in their areas of responsibility including timesheet recording and collections, expense reporting and documentation as well as vendor management and documentation.

EDUCATION

Texas State University, B.A. in Mass Communications

REFERENCES

Brooke Andrews, President, Ashley Taylor Agency, (817) 424-8455
 Emily White, Product Development Specialist, Four Hands, (214) 259-4440

Alex Zamarron | LatinWorks

Agency Title: Finance Supervisor • Texas Lottery Title: Staff Accountant

PROFESSIONAL PROFILE

Alex has worked in the Finance department at LatinWorks for five years, working in tandem with his team and the account management teams to ensure on-time processing of invoices and billing. Alex has also assisted teams with hours analyses and worked with team members to help clarify any and all questions related to the finance process on accounts. Alex helps to oversee any issues with the accounting software and is in charge of working directly with developers to improve the systems efficiency as it relates to LatinWorks.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2007-Present	LatinWorks	All Agency clients

CURRENT JOB DESCRIPTION

Oversees accounting functions, budget preparation, and audit function in an efficient manner. Develops financial reports for analysis. Creates and interprets reports, coordinates month-end close. Effectively manages monthly financial cycle. Demonstrates command of accounting standards and functions. Maintains interface with agency personnel to provide information or supporting reports to manage client base as necessary. Appropriately maintains records, manages filing, correspondence, documentation, client files ready for retrieval, retention, storage, compilation, coding, updating, and archiving. In charge of managing two finance coordinators to ensure accounts payable and accounts receivable are operating efficiently and timely.

EDUCATION

Texas State University, B.B.A. in Business Finance

REFERENCES

Javier Molina, Regional Sales Manager, SolarWinds, (512) 680-3283
 Claudia Ramirez, Account Executive, Octagon Sports, (203) 613-6711

Patrick Allare | LatinWorks

Agency Title: Finance Coordinator • Texas Lottery Title: Billing Coordinator

PROFESSIONAL PROFILE

Patrick Allare attended the University of Notre Dame where he completed his degree in Finance. In the summer after his junior year, Patrick completed an internship at LatinWorks as a member of the Finance team. After graduating from the University of Notre Dame in May of 2009, Patrick began a six-month Management Training Program with Kmart in Rocky Mount, North Carolina where he was involved in all aspects of retail management. He was then promoted to Assistant Store Manager and transferred to a store in Rockford, Illinois where he worked for six months before returning to LatinWorks.

In August 2010, Patrick returned as a full-time employee at LatinWorks in the Finance department where he oversees the finance needs for various client accounts, including Texas Lottery.

WORK HISTORY

DATES	COMPANY	REPRESENTATIVE CLIENTS
2010-Present	LatinWorks	Texas Lottery, Anheuser-Busch, Domino's, Chevrolet, Mars, Post Foods, ESPN Deportes, Lowe's

CURRENT JOB DESCRIPTION

Oversees accounting functions, budget preparation, and audit functions for various client accounts. Processes and pay vendor invoices for production and media jobs. Ensures compliance with agency and client reporting requirements and demonstrates command of accounting standards and functions. Appropriately maintain records, manage filing, correspondence, documentation, Client files ready for retrieval, retention, storage, compilation, coding, updating and archiving.

EDUCATION

University of Notre Dame, B.B.A. in Finance

REFERENCES

Carl Ackermann, Professor, University of Notre Dame, (574) 631-8407
Tom Reynolds, Manager, Kmart, (815) 814-7083

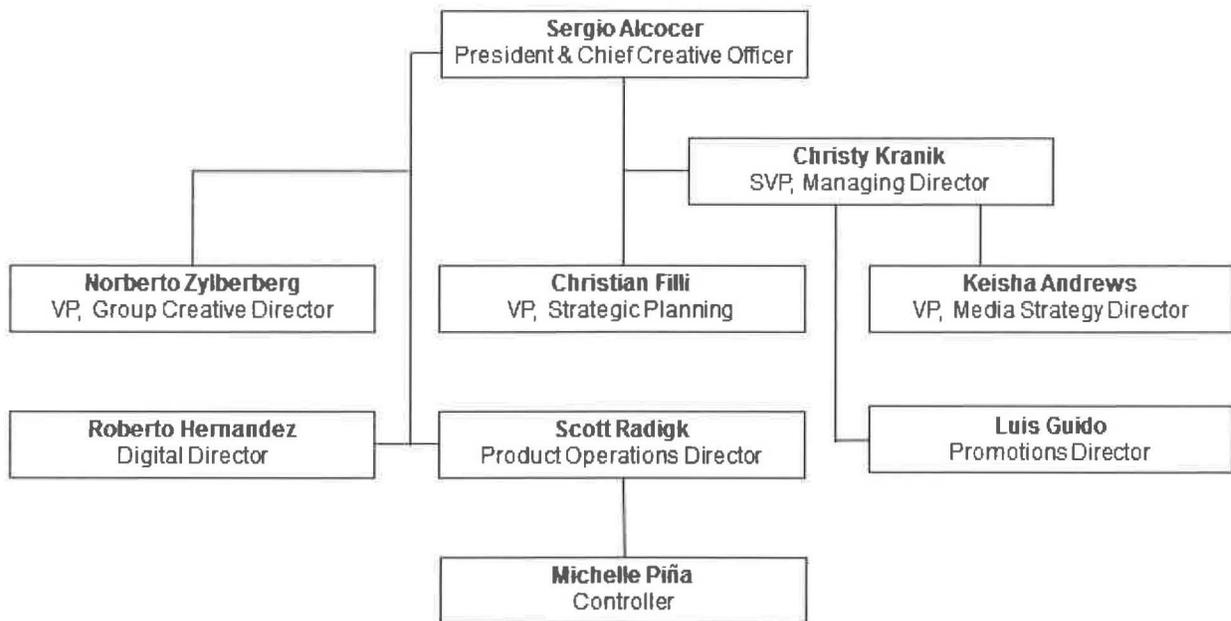


6.1.2 Proposers must provide an organizational chart which identifies all staff who will support the Texas Lottery account. The organizational chart should include the position titles, number of positions, and where applicable names of personnel (e.g., key management staff). The organizational chart should include corporate directors and/or officers who will provide direction or oversight to the Texas Lottery account.

We have read, understand, and will comply.

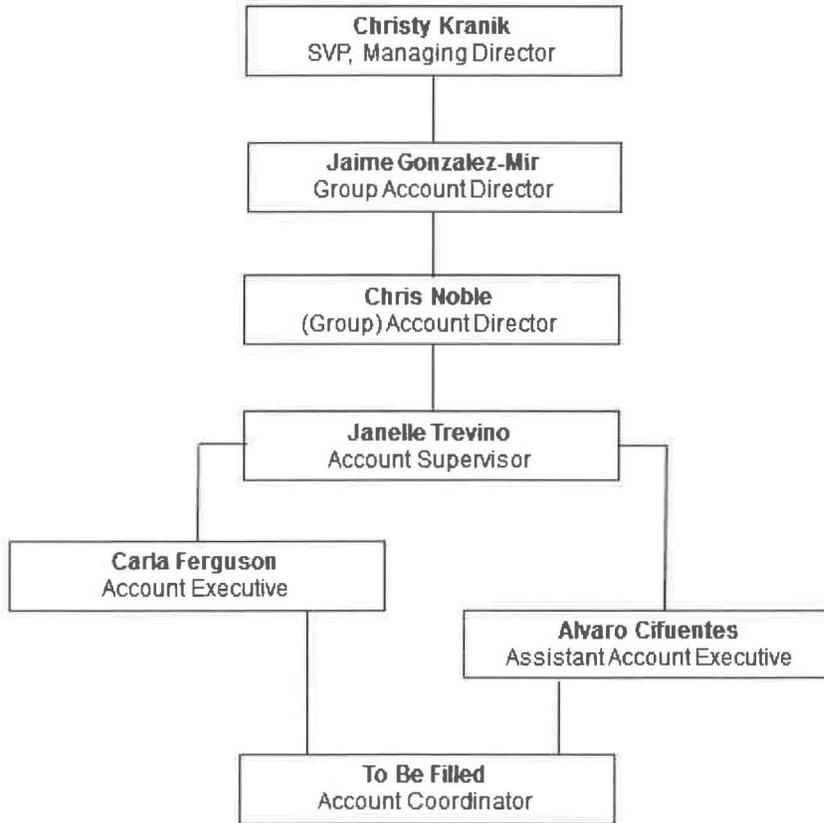
Below please find the Organizational chart for Key Management below. Specific Departmental Organizational charts are on the following pages. NOTE: The number of positions (62) reflected in these organizational charts do not necessarily indicate full-time employees. Percent time will vary.

Key Management Organizational Chart





Account Management Organizational Chart

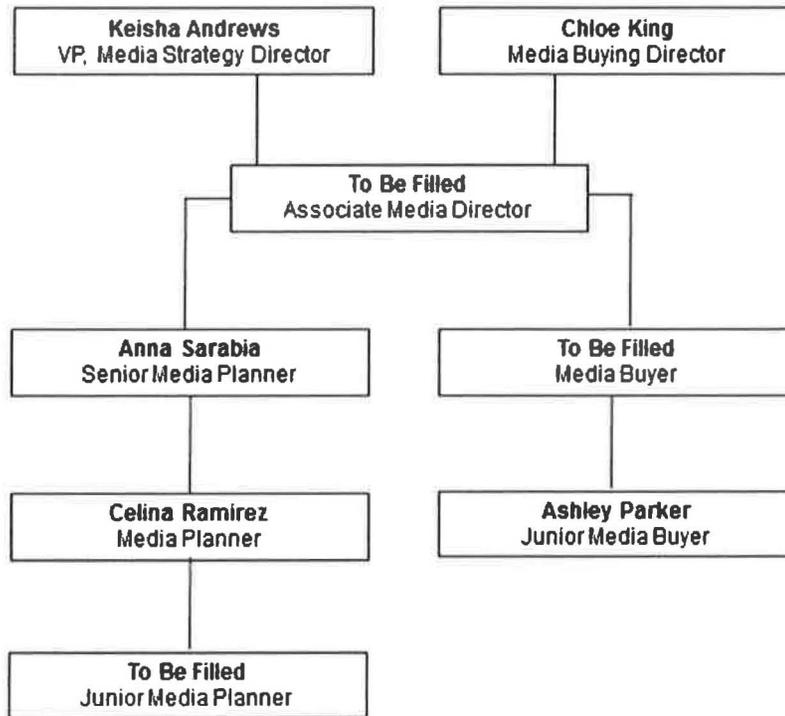


Account Planning Organizational Chart

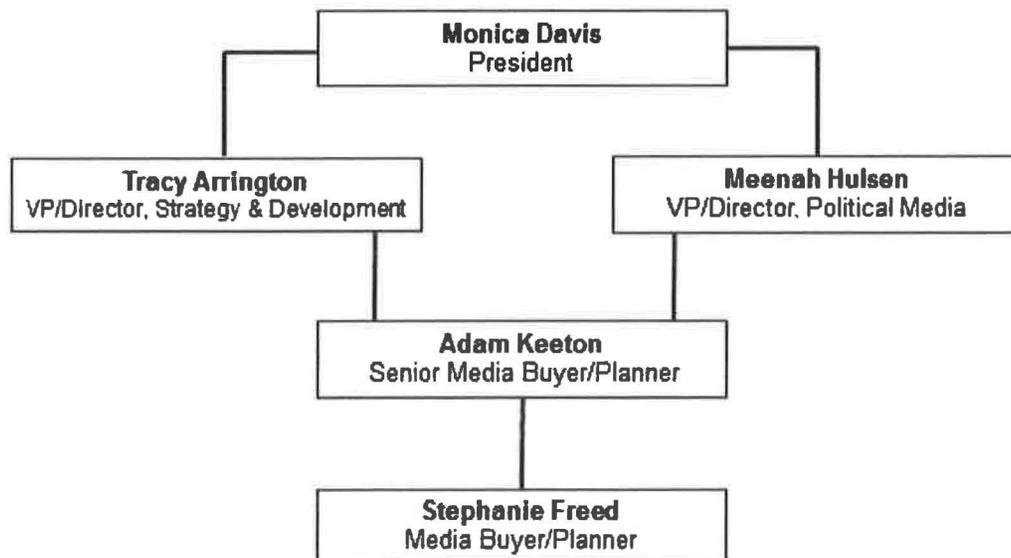




Media Organizational Chart (LatinWorks)

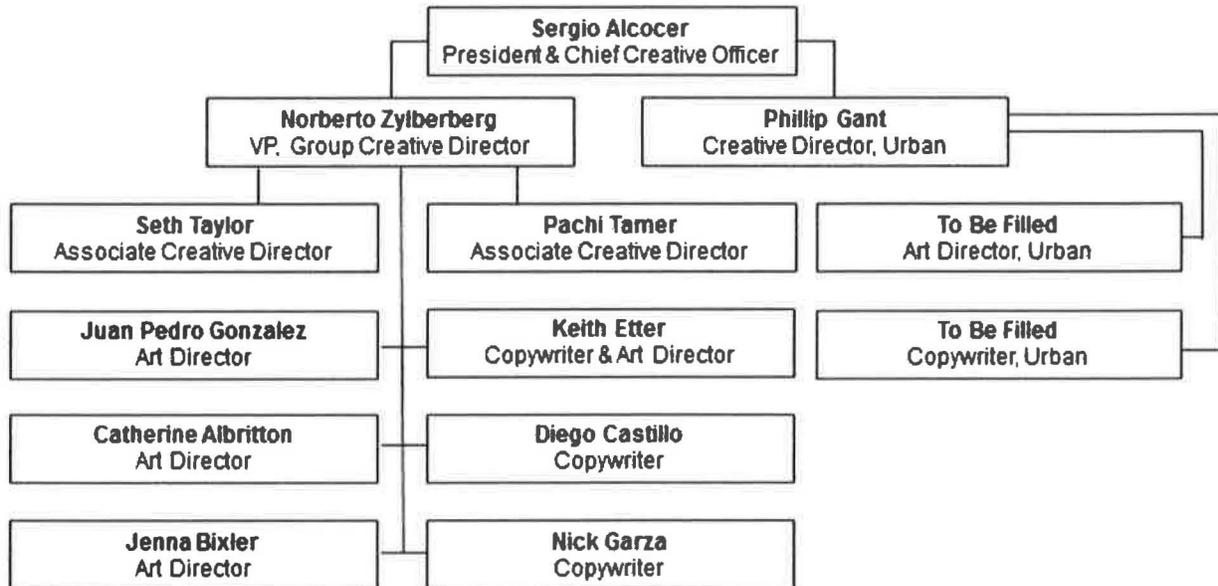


Media Organizational Chart (The Davis Group)

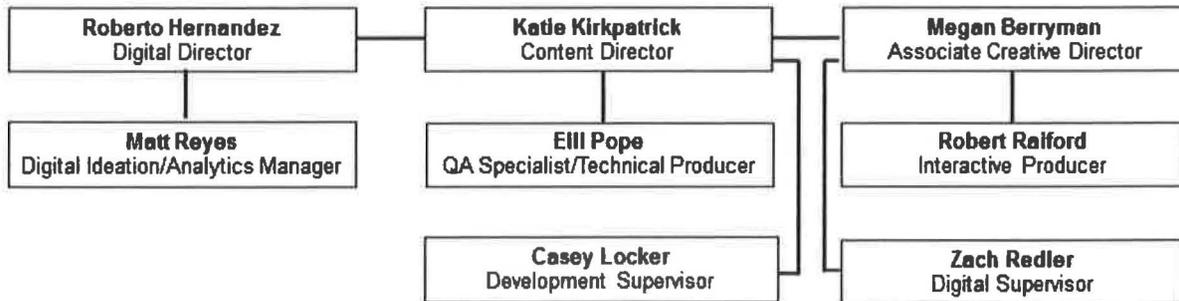




Creative Organizational Chart

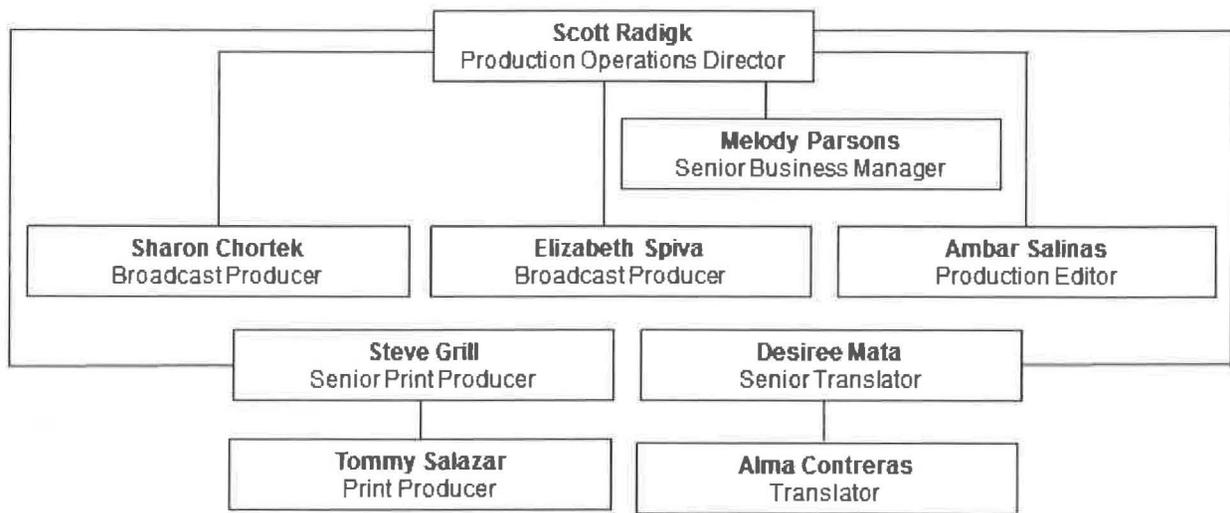


Digital Organizational Chart

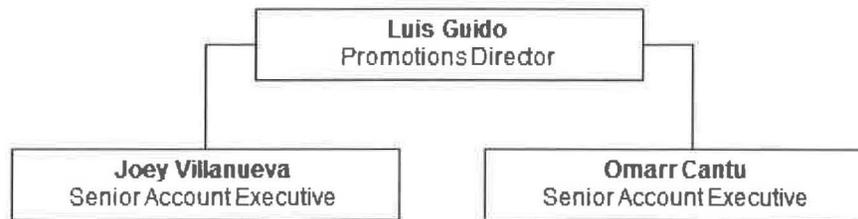




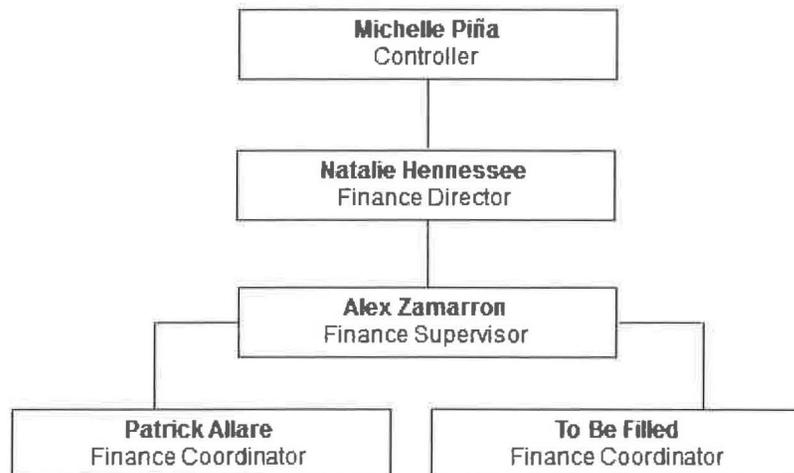
Production Organizational Chart



Promotions Organizational Chart



Finance Organizational Chart





6.2 AGENCY STAFF STRUCTURE

6.2.1 Proposers must submit an in-depth staffing plan, by department, for the Texas Lottery account. However, the Texas Lottery is not predisposed to any particular staffing model. Proposers are encouraged to propose staffing plans that offer the best value to the Texas Lottery, both in terms of account service and adequate staffing. If a different individual will not be assigned to each position, the Proposer must explain how service levels will be maintained and staffing needs met. This section identifies the staffing model that has been previously used for the Texas Lottery account.

We have read, understand, and will comply.

6.2.2 Account Management Staffing. Proposers shall identify the key personnel who will provide direction or oversight to the Texas Lottery account, at a minimum these include, the Account Director and Account Supervisor. The Proposer must demonstrate that these individuals have the background and experience required to coordinate the Proposer's activities for the Texas Lottery account, including special projects and activities. The Account Director should have a minimum of five (5) years account management experience, the Account Supervisor should have a minimum of three (3) years account management experience, and Account Executives should have one (1) year experience. Account Management staff may include the following:

- Group Account Director
- Account Director
- Account Supervisor
- Account Executive
- Junior Account Executive
- Account Coordinator

We have read, understand, and will comply.

6.2.3 Account Planning. Each Proposer must describe the staffing levels and functions of its account planning department, and identify the personnel, including the length of experience for each, who will be assigned to account planning for the Texas Lottery account. The Account Planner should have a minimum of three (3) years of relevant market research experience. Account Planning staff may include the following:

- Account Planner
- Assistant Account Planner

We have read, understand, and will comply.



6.2.4 Media Staffing. Each Proposer must describe the staffing levels and functions of its media department, and identify the personnel, including the length of experience for each, who will be assigned to media buying and planning for the Texas Lottery account. The Media Director should have a minimum of five (5) years of relevant media experience. Media staff may include the following:

- Media Director
- Associate Media Director
- Media Planner
- Junior Media Planner
- Media Buyer
- Junior Media Buyer

We have read, understand, and will comply.

6.2.5 Creative Staffing. Each Proposer must describe the staffing levels and functions of its creative department, and identify the personnel, including the length of experience for each, who will be assigned to the creative team for the Texas Lottery account. The Creative Director should have a minimum of five (5) years of relevant creative experience. Creative staff may include the following:

- Creative Director
- Associate Creative Director
- Art Director
- Copywriter
- Copy Editor

We have read, understand, and will comply.

6.2.6 Digital Staffing. Each Proposer must describe the staffing levels and functions of its digital department, and identify the personnel, including the length of experience for each, who will be assigned to the digital team for the Texas Lottery account. The Digital Creative Director should have a minimum of five (5) years of multimedia design experience. Digital staff may include the following:

- Digital Creative Director
- Digital Producer
- Digital Specialist
- Programming Specialist

We have read, understand, and will comply.



6.2.7 Production Staffing. Each Proposer must describe the staffing levels and functions of its production department, and identify the personnel, including the length of experience for each, who will be assigned to the production team for the Texas Lottery account.

Production staff may include the following:

- Production Manager
- Production Coordinator
- Broadcast Producer
- Print Producer
- Print Production Specialist
- Art Buyer
- Traffic Specialist
- Project Manager
- Translator

We have read, understand, and will comply.

6.2.8 Promotions Staffing. Each Proposer must describe the staffing levels and functions of its promotions department, and identify the personnel, including the length of experience for each, who will be assigned to the promotions team for the Texas Lottery account. The Promotional Event Planner should have a minimum of three (3) years of relevant promotional event experience. Promotions staff may include the following:

- Promotional Event Planner
- Promotions Specialist

We have read, understand, and will comply.

6.2.9 Finance Staff. Each Proposer must describe the staffing levels and functions of its finance department, and identify the personnel, including the length of experience for each, who will be assigned to the finance team for the Texas Lottery account. Finance staff may include the following:

- Finance Manager
- Staff Accountant
- Billing Coordinator

We have read, understand, and will comply.



6.3 AGENCY STAFF POSITION DEFINITIONS

Proposers shall indicate all staff that will fill the following positions. If the Proposer plans to subcontract for these services, hourly rates should be list in the cost proposal, Attachment H.

We have read, understand, and will comply.

6.3.1 Account Management

Group Account Director – Serves as the brand steward on determining the client’s strategic brand objectives by leading the client, reassessing the brand position, and managing the internal team resources to best service the overall client account. Responsible for a specific group of accounts and manages the client relationship.

Account Director – Ensures the timely development and execution of plans, campaigns, and projects to assure goals are achieved. Supervises the development of the advertising activities in accordance with client’s objectives and budget limitations. Provides direct supervision of all account service staff.

Account Supervisor – Initiates planning that will lead to execution of advertising activities for clients. Consults with creative, media, production and account planning to be certain client objectives are clearly understood and then to develop alternative strategic solutions. Supervises Account Executives in their direct responsibility for the development of approved plans and analysis.

Account Executive – Manages projects from start to finish and develops a strong working rapport with, day-to-day client contacts. The Account Executive is the liaison between the client and the creative team to ensure the client's needs and goals are being met on every project.

Junior Account Executive – Provides support to the account services team to ensure projects are on strategy, meet deadlines and are within budget.

Account Coordinator – Responsible for supporting client-related and administrative activities of the account service teams.

We have read, understand, and will comply.

6.3.2 Account Planning

Account Planner – Brings research and other information and inputs to bear on accounts in order to bring a greater degree of consumer insight to advertising.



Assistant Account Planner - Responsible for drafting, prep work and executing elements of the account planning process under the guidance and direction of an account planner.

We have read, understand, and will comply.

6.3.3 Media

Media Director – Oversees management of all media strategies, planning and buying. Presents media plans, as needed, including objectives, strategic research and demographic analysis. Supervises the development and execution of media plans.

Associate Media Director – Responsible for all media activities including developing the media plan, and selecting media to achieve sales objectives within a predetermined budget. Supervises planners and buyers and has client contact.

Media Planner– Implements the process and assists with the management of the strategic and tactical execution of all media products. Evaluates composition of a wide range of media vehicles to determine which would most effectively reach the target audience.

Junior Media Planner - Responsible for drafting media recommendations and plans; gathering statistics, studying demographic data and consumer profiles. May also track and analyze advertising expenditures.

Media Buyer - Negotiates with media sales representatives to buy and place advertising for clients, calculates rates and budgets, and ensures that ads appear as specified. Also responsible for negotiating added value opportunities.

Junior Media Buyer - Assists the Media Buyer with negotiating media, entering rates and makegoods and following up on invoice discrepancies.

We have read, understand, and will comply.

6.3.4 Creative

Creative Director - Oversees all creative projects and staff, and is responsible for the overall quality of work produced by the creative department. Manages creative projects from concept to completion and translates marketing objectives into creative strategies. Leads and directs the creative team in the production of advertising and marketing collateral.



Associate Creative Director - Responsible for the preparation of advertising and marketing concepts, and the production of collateral materials. Establishes and maintains high internal quality by originating creative ideas, managing project time lines, adhering to creative briefs, ensuring consistency of strategic branding.

Art Director – Develops advertising creative concepts in partnership with Copywriters. Possess solid understanding of the market dynamics of assigned product(s).

Copywriter - Responsible for original conceptions, clear, concise and convincing writing for grammatical and material accuracy. Conceives and executes advertising consistent with the agreed strategy.

Copy Editor - Prepares written material for media by reviewing copy and verifying facts. Rewrites or modifies copy to clarify meaning and to conform to client's style guidelines and policy. May also create headlines or captions. Confers with copywriter/author regarding text changes, and marks copy for typesetter using standardized code.

We have read, understand, and will comply.

6.3.5 Digital

Digital Creative Director - Oversees all digital creative projects and staff, and is responsible for the overall quality of work produced by the digital team including websites, internet based ads, social media applications, viral marketing components, branded games, animated/video displays, mobile marketing, etc. Manages digital creative projects from concept to completion and translates marketing objectives into creative strategies. Leads and directs the digital creative team in the production of advertising and marketing initiatives in the digital space.

Digital Producer – Responsible for managing digital media projects from strategic development to tactical execution. Ensures timely delivery of projects within budget. May include programming background and oversight.

Digital Specialist – Assists Digital Producer in executing digital media projects. May include assistance with project schedules, budgets etc. May include programming background.

Programming Specialist – Provides programming support to execute against marketing goals including the development of microsites, mobile applications, games, etc.

We have read, understand, and will comply.



6.3.6 Production

Production Manager - Manages production of a variety of projects. Duties include project planning, workflow management, vendor negotiations, cost control, quality control, logistical coordination and press checks.

Production Coordinator - Provides logistical support to production department. Duties may include tracking and scheduling projects, filing summary reports, archiving and preflight formatting of collateral, and invoice management.

Broadcast Producer – Provides logistical support to the broadcast production department. Duties may include tracking and scheduling projects, filing summary reports, archiving and pre-flight formatting of collateral, and invoice management.

Print Producer – Manage and oversee logistics of printed marketing materials including point-of-sale, out-of-home, signage etc. Responsible for developing effective and efficient print solutions while controlling cost and ensuring quality control.

Print Production Specialist - Assists design teams in graphic production for collateral, packaging, display and advertising projects.

Art Buyer - Experienced in art buying, stock photo buying, photo shoot production, budget negotiation and a thorough knowledge of print advertising. Coordinates, selects, and recommends talent portfolios. Maintains awareness of visual trends in the graphic arts field. Negotiates and produces written model and property releases.

Traffic Specialist - Coordinates scheduling, processing and trafficking of advertising and other creative projects. Serves as a liaison between outside vendors and agency departments to coordinate efficient and timely creative project processing. Responsible for creating project schedules and job estimates, maintaining records of action and work flow on projects, and routing projects for approval.

Project Manager – Oversees the project from inception to completion, including creation of project schedule, managing resources for deliverables and ensuring adherence to the approval process.

Translator – Provides linguistic services including translation in multiple languages, terminology creation and management, editing, proofreading, studio linguistic advising and post-processing (for recordings), and cultural review.

We have read, understand, and will comply.



6.3.7 Promotions

Promotional Event Planner – Creates and coordinates activities related to the development, execution and evaluation of events and sponsorships. Duties may include identifying event locations; developing budgets; negotiating sponsorships and events; acquiring event permits; securing emcees and/or ambassadors, and promotional giveaways; overseeing set up and tear down of event location; ensuring availability of proper equipment and supplies; and coordinating activities.

Promotions Specialist – Ensures successful promotional events and sponsorships. Assists with coordinating the activities related to the development execution and evaluation of events and sponsorships. May assist in on-site management of events and sponsorships.

We have read, understand, and will comply.

6.3.8 Finance

Finance Manager – Responsible for accurate recording of all account transactions and the preparation of all financial reports. Maintains adequate controls of receipts and disbursements.

Staff Accountant – Oversees all billings and accounting functions on the account.

Billing Coordinator - Collects, assembles and processes invoices, estimates and overall accounting documentation.

We have read, understand, and will comply.

6.4 AGENCY STAFF POSITION CHANGES

6.4.1 The Successful Proposer shall commit to providing the same Account Director and Supervisor for all Texas Lottery projects. If the Account Director or Supervisor respectively, is re-assigned or no longer assigned to the Texas Lottery account, the Successful Proposer shall fill the vacant position with an individual who has comparable or better experience and training. That replacement shall be made subject to the Texas Lottery's written approval.

We have read, understand, and will comply.

6.4.2 As required under RFP section 3.13.2 (Lottery Approval of Staffing), the Successful Proposer shall provide the Texas Lottery written notification and justification of any personnel changes involving employees or any Subcontractors involved in the service of



the Texas Lottery account within three (3) Working Days of the personnel changes. The Successful Proposer must send the Texas Lottery the résumé of the person who is to be hired or placed, and the Successful Proposer must receive written approval from the Texas Lottery prior to the person working on the account.

We have read, understand, and will comply.



7 SCOPE OF SERVICES

7.1 GENERAL DESCRIPTION OF SERVICES AND REQUIREMENTS

- 7.1.1 The Successful Proposer must be able to perform the functions of a full-service advertising agency, including, but not limited to, branding, creative concepting, production, planning, buying and placement of broadcast, print, digital and out-of-home advertising, translation services, and event planning and execution. The Successful Proposer shall exhibit a thorough understanding of Texas as a minority-majority state and must demonstrate the ability to effectively reach and speak to the general and ethnic markets. The Successful Proposer must also exhibit strong digital advertising expertise including social and mobile media.

We have read, understand, and will comply.

- 7.1.2 Digital Strategy. Several elements of the Texas Lottery's digital strategy are provided by the Lottery and its lottery operator vendor. Proposers are anticipated to play a significant role in the expansion and growth of existing digital strategies and platforms (e.g. social media, interactive advertising, and mobile media, etc.). Proposers are required to discuss their skill and experience in executing interactive communications across various platforms.

We have read, understand, and will comply. Please find our response to Section 7.1.2 on the following pages.



RESPONSE TO SECTION 7.1.2

LatinWorks is pleased to partner with such a distinguished player in the digital and social media space as Austin-based Springbox. Engaging with Springbox affords us the opportunity to leverage Springbox's team of seasoned professionals in digital, mobile and social to complement our own in-house capabilities, that includes work for brands such as Chevrolet, Lowe's, Domino's Pizza, Lance Armstrong Foundation, Budweiser, Bud Light, Starburst, Snickers and M&M's. Reciprocally, it affords Springbox access to LatinWorks' extensive arsenal of strategic planning tools, approach to consumers, and other key assets to ensure a fully integrated approach to traditional and interactive marketing for the Texas Lottery.

About Springbox

Springbox is an interactive services agency that helps brands build digital experiences to captivate customers and drive business. Combining strategic insights with big ideas, Springbox works to identify and address the right opportunities in the digital space. A unique emphasis on responsible design, effective collaboration and exceptional results sets Springbox apart as a leader in the industry. Proudly representing high-caliber brands in all categories, such as:

- Entertainment and Media: AEG Live, Austin City Limits, Disney, Hard Rock Hotel & Casino, Lollapalooza, Microsoft Advertising, NASCAR
- Retail: American Greetings, Central Market, H-E-B
- Non-profits: LIVESTRONG, Michael J. Fox Foundation
- Technology: Apple, Dell, LG Electronics, Nokia, PayPal, Samsung, Siemens, Sony, Toshiba, Zynga
- Consumer Packaged Goods: Nestle
- Automotive: Ford, Honda

A more complete list of Springbox's capabilities is included at the end of the response to this section. Additionally, specific case examples are presented in our response to Section 8.2 and provide a more detailed glimpse into successful programs Springbox has developed and executed for its clients.

LatinWorks + Springbox

Understanding the Texas Lottery's needs in digital, mobile and social media to reach new audiences, a partner with strong experience leading integrated digital solutions for the world's top brands is necessary, especially in the crucial next 4+ years. The following provides an overview of LatinWorks' and Springbox's Digital Strategy expertise and approach.

The focus here is on the proven, disciplined approach to digital we will bring to the Texas Lottery business as you grow and expand in this critical area, and on the full range of capabilities LatinWorks can provide through our strategic association with Springbox.



The Digital Landscape

To understand what LatinWorks and Springbox can do for the Texas Lottery, first it would be helpful to understand the current situation. The digital landscape is ever-changing, which means creating an integrated strategy that can be adapted and optimized based on real-time learnings and evolving trends is necessary.

Today, brands can no longer buy a one-way message, instead, they must tell a story and create dialogue through a personality that resonates with its values and its audience. Engagement is made through social media; context is achieved through media planning and buying; and utility through .com and other useful tools that help the audience learn more and navigate them to retail. These three tenants are meant to create a sustainable foundation in the digital space, supported by campaigns and the audiences it supports.

Furthermore, we must continually adapt to the changing landscape of digital trends in Texas. For example, understanding that 18-34 year olds are leading the charge of smartphone and tablet adoption and usage, is critical to the development of a sound and resonant digital strategy. Compound this with the fact that this age group is predominantly Hispanic, African American and Asian and that they are primarily driven by the mobility and relative affordability that smartphones and tablets provide, we begin to reveal the value that both LatinWorks and Springbox can bring to the Texas Lottery business as you expand into the digital space.

txlottery.org

An audit of the Texas Lottery's current site yields some important observations which will provide general direction for how we will proceed on this path toward expansion. Key considerations include:

- Create an Experience - that enables us to convert visitors into engaged users
- Get Social –by giving visitors the power of becoming influencers within their communities (e.g. sharing winning numbers through Facebook, etc.)
- Tell a Story–by humanizing the brand via testimonials of winners, retail partners, et al.
- Go Mobile–by supporting consumers with updated information, apps, etc. on-the-go
- Distribute and Leverage existing content across the web - TV commercials, winners' photos, etc. through YouTube, Facebook, Twitter, etc.

Though there is much to do, the Texas Lottery is well positioned to take advantage of current owned media (txlottery.org) and future owned media (social media channels), spread its message through paid media, and receive the feedback and influence through earned media, as it looks to expand its digital footprint and build a brand that is exigent in the minds of its audience. To help guide the Lottery in achieving its expansion goals, here's how we approach this:

- Identify platforms and purpose.
 - Utilize different channels based on strengths of the platform and audience behavior.



- Define the overall message.
 - Align on the overall brand message/personality and how to continually further dialogue.
- Produce a content strategy.
 - Curate, create and leverage meaningful content to be efficient and effective.
- Develop a distribution plan (The Digital Ecosystem).
 - When, where and how often content is distributed and how it is consumed by different audiences.
- Connect the channels.
 - Integrate all the moving parts (offline and online) to create a seamless experience that creates equity and drives to retail.
- Monitor and optimize.
 - Take advantage of real-time learnings to gain insights and maximize efforts.

Integration is Vital

As connecting all channels is critical to growing a quality community and strengthening relationships with the brand, we would prioritize integration.

Here's why:

- Leveraging efforts across platforms increases efficiencies
- It's a more meaningful way to spread the message
- Users expect a seamless, unified experience
- Enables the brand to connect to people where they are
- There's an opportunity via social to make millions of new connections (literally)

Mobile

As an extension of the Texas Lottery website, mobile plays an even more important part of the audience's day-to-day life. It provides unique opportunities to connect with our audience in relevant, meaningful ways while they are 'on the go'. We view mobile as a measurable channel we can leverage to connect social, website, and events and drive a stronger ROI.

Our recommendation is to build a mobile presence that works for the most popular devices. Increasingly, smartphones are becoming the most commonly used device in accessing the Internet. So, it is within our capabilities and creative execution to devise a plan to use the phone's native features (such as GPS location, the camera, etc.) to provide the utility and an experience that fits within the brand's and campaign's narrative.

Social Integration

We understand the Texas Lottery is cautious about moving into social. However, we believe there are powerful opportunities to be seized in the short term to engage Texas Lottery fans in a



meaningful way and extend campaign messages. With proper strategy, processes and planning, we see ample opportunity to move into social media in a controlled and incremental way immediately.

Before plunging into a social program, LatinWorks and Springbox's team of social specialists will work with you to answer key questions:

- How does your audience invest their time through social channels?
- What do you hope to gain from an active, robust social presence?
- What are your social channel objectives?
- How will social efforts hit our bottom line?

Springbox's proven approach to social includes:

- Set goals and key points of interest:
 - Develop and identify brand advocates
 - Engage with consumer base and core audience
 - Cultivate and expand a social community
 - Establish OBIs (Ownable Brand Ideas) that will serve as foundation for conversations
- Establish a social voice and personality that well-represents the brand including:
 - Brand personality—presenting a unified voice across all social channels
 - Tone –translation of brand personality for different messaging and moods
 - Audience – understanding brand's social community
- Create a strategic content plan
 - Create conversational charts –setting yearly and monthly themes, topics & campaigns that support OBI
 - Planning out editorial cadences –knowing what to say & when.
 - Create the ideal content mix based on audience response & feedback
- Creating a Social Ecosystem
 - Social Integration –connect social and digital channels to strengthen community and leverage campaigns
 - Establish Channel Objectives (e.g. Facebook will be home for company news/updates)
 - Each social platform has unique strengths and can serve a different purpose. By tailoring content and tactics, we can then weave together a story that continues across all the channels.





- Initiate dialogue that encourages interaction
 - Being in the social space is just the beginning. Coordinating traffic, in and out of the social channels, is key to building a strong community.
- Devise “Social Handbook” to encourage participation and shape social image
 - “Best Practices Guide” that establishes To-dos and Not-to-dos and helps personal handles strengthen overall social ecosystem.
- Tracking Results
 - Designate analytics resources
 - Establish the value of campaigns, themes & topics to optimize future content
 - Optimize/evolve

Knowing Your Audience

Communicating with multiple audiences and channels (each with different nuances) requires extra attention. Springbox will work closely with LatinWorks to leverage our deep understanding of Texas Lottery consumers of all backgrounds and language preferences, and how they engage in digital and social channels. To this end, we will develop and deploy content/communications strategies to both English- and Spanish-speaking audiences in the State.

Subsequently, Springbox’s discovery process strategically sources diverse audience profiles to clarify business objectives. As creative executions are developed, we strive for:

- Simplicity in content, design and technologies employed
- Relevant messages to distinct audiences
- Ways to engage and keep the conversation going
- Opportunities for participation with engaging, low-effort actions

Leveraging Owned Media (txlottery.org and Social Channels)

Owned media gives the Texas Lottery the chance to extend its brand message, but also define its purpose and personality.

Implementing Paid Media

The online paid media space has developed significantly over the past few years through the increasing growth of advanced algorithmic technologies, creative units, and reaching capabilities that enable brands to effectively and efficiently communicate with their desired audience online. Today, paid media consists of display advertising (banners), search, mobile, social ads, online radio, and online video.

The online industry continues to be the leader in media. By utilizing ad serving and optimization tools such as DoubleClick, LatinWorks and Springbox will be able to closely measure campaign delivery, and optimize toward top performing online media. By doing so, this would help develop insight into who is responding, and where. Moreover, other tools such as Nielsen



@Plan, which is an online research and planning tool, will be able to support the media planning process in understanding the top online activities and websites among the Texas Lottery audience online.

Influencing Earned Media (e.g. Digital PR Strategies)

Certain sentiments exist for each brand or organization. The entire web is social and does not exist in a vacuum. Through the use of both owned and paid media, branding and messaging, we will move the needle on the web on an almost real-time basis.

Campaigns have the power to impact and spread virally and could affect the talk value in a positive, controlled way. LatinWorks and Springbox will work in tandem to help define goals through the process defined later in the Social Program Approach of this response.

Digital Process

Development and Production Methodologies: From discovery to deployment, Springbox teams will work alongside LatinWorks and the Texas Lottery team leads to ensure feedback is received, documented and implemented accurately. Our skilled developers and project managers rely on our proven, systematic process to ensure on-time delivery and deliver on client expectations.

Development Processes: Our development team will work closely with LatinWorks alongside your personnel to facilitate the installation and deployment. To assist in knowledge transfer, detailed documentation will be provided, and, to make sure everyone is on the same page, hand-off meetings can be scheduled for the team to ask questions to gain a better understanding of the new website, how the CMS solution works, and any specific technical questions they may have.

Project Management Processes: Springbox appreciates the importance of having an established change management process in place. The Springbox process is a combination of experience, staff and technology. A dedicated team of project managers and producers, who oversee our internal change management process and liaise with clients to receive, document and disseminate client requests is in place. Additionally, Account Service, Creative and Development teams rely on an issue and project tracking software to document every phase of a project, from discovery to final release.

Methods: Springbox will provide a host of tools to facilitate collaboration, partner with LatinWorks and the Texas Lottery's internal resources, and allow the broader integrated team to work as a flexible extension of Lottery's:

- Custom extranets
- Marketing activities calendars
- Integrated site feedback tools
- JIRA for task and bug tracking
- Detailed project plans



- Creative assets and style guides
- Social toolkits
- Integrated measurement dashboards
- Weekly status and burn reports

To ensure alignment behind common objectives, and to anticipate potential areas of sensitivity for the Texas Lottery on specific projects, weekly status calls and burn reports are appropriate. Throughout the relationship, feedback mechanisms will be provided to ensure the working methods that are adopted continue to provide value to the Texas Lottery, helping us all ensure success.

Deployment, Monitoring and Quality Control: While we perform quality assurance on each deliverable, we re-examine our work with an eagle eye throughout the entire process. We execute a launch strategy and ongoing monitoring and tracking of all online communications to ensure positive results. We will:

- Utilize proven in-house quality assurance process to ensure verification of success factors, content and style guide compliance, as well as extensive functionality, unit, load and integration testing
- Plan for and execute appropriate user testing, including but not limited to the identification of beta test groups or formal usability studies
- Provide integrated feedback mechanisms to facilitate the gathering and analysis of user feedback to guide pre- or post-launch refinements
- Tag each interaction, monitor interaction rates and goal conversions and analyze data to suggest improvements
- Prepare for and execute ongoing maintenance updates and review of potential additional phases per strategic direction

Springbox brings considerable experience to each project, and follows best practices to create excellent interactive experiences. Springbox has launched sophisticated sites without the benefit of pre-launch user testing but always recommends, however, that clients provide users an opportunity to give critical feedback. From formal user testing to soft launching for a beta test group, we can help you determine the right testing approach for the Texas Lottery.

Summary

LatinWorks and Springbox are committed to integrating our agencies and processes as we have done in the past few months, continuing to complement each other's strengths, skill and experience as we have detailed above. We look forward to the opportunity to apply our expertise, resources and passion to such a challenging and exciting endeavor as helping guide the Texas Lottery as you expand and grow your interactive, mobile and social media presence in this critical time.



As noted previously in this section, the following provides a deeper, more robust breakdown of the services and expertise Springbox offers:

Website Solutions: Our proven process provides intelligent architecture, innovative features and stunning design.

- Information architecture
- Content strategy and development
- Creative direction and design
- Premium rich media creation including HTML5
- CMS, multiple platform development and e-commerce expertise
- Measurement and analysis

Mobile Experiences: As LatinWorks' ICM process (detailed in our response to Section 4.1.1) identifies the the attitudes, behaviors and passion points of consumers and ensures that the intended audience is intercepted at the most opportune points along the purchase journey, similarly, in the mobile world, Springbox helps brands determine what to deliver to audiences at the right time and place.

- Information architecture
- Content strategy and management
- Multiple-platform development
- Sites and Applications
- Advertising and Awareness
- Measurement and analysis

Social Programs: Groundbreaking social experiences can start great conversations with your audience.

- Social ecosystem placement and presence strategy
- Community research
- Social application development
- Social content strategy and development
- Monitoring and response programs that drive audience participation
- Program measurement and refinement

Retail Solutions: Consumers' retail expectations have evolved. Successful brands and retailers will adapt and create engaging, digital in-store experiences.

- Point-of-sale interactive kiosks
- Interactive displays
- In-store experiential design
- Tablet applications for sales team
- E-commerce solutions
- Digital product catalogues



Internal Programs: Empower your team to take control of content, leverage platforms and facilitate the digital extension of your brand.

- Internal training tools
- Sales enablement tools
- Asset management tools
- Content distribution plans
- Brand voice development

Digital Asset Creation: Provide compelling brand experiences with assets that scale across digital platforms.

- Content research, writing and editing
- Video production, streaming and embedding
- Flash or other rich media development
- High-resolution digital photography
- 3D modeling and CGI development
- Interactive product configurators and tours

Demand Generation: We help brands understand their audience and select the right mix of online media to engage.

- Online media buying and planning
- Online display advertisement creative and production
- Email marketing programs
- Search engine marketing programs
- Integration with CRM solutions
- Campaign testing, optimization and reporting

Research & Analytics: If you can't measure it, you can't manage it. We measure before, during and after each initiative.

- Campaign analysis, modeling and forecasting
- Database management and dashboard creation
- Usability, focus group and multi-variant testing
- 508 Compliance
- Screen reader technologies
- SEO Best Practices/Strategy



7.1.3 Advertising Related Market Research and Planning. Most research services are currently provided by the Texas Lottery or its research vendors. However, Proposers are required to discuss their in-house research capabilities, and/or access to research resources for the Texas Lottery account.

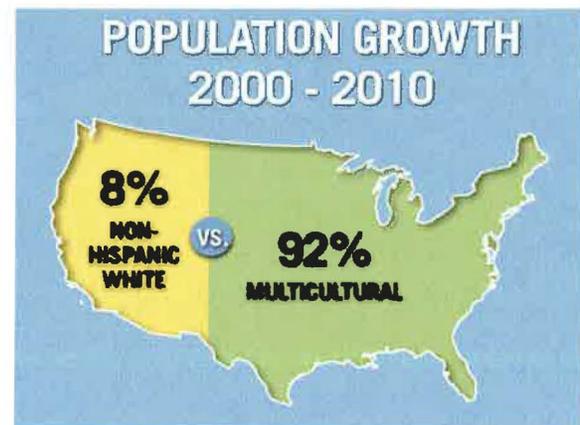
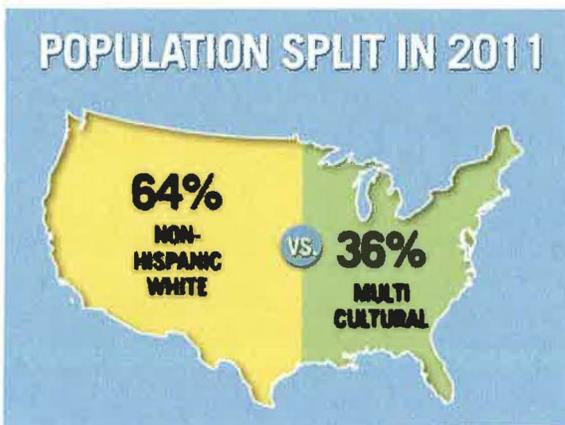
We have read, understand, and will comply. Please find our response to Section 7.1.3 on the following pages.



RESPONSE TO SECTION 7.1.3

Research & Strategy Innovation

Over the years, LatinWorks set itself apart from its competitors by pushing the boundaries that traditionally defined its specialty industry. The agency developed a different path for brands in the multicultural space, away from stereotypes and conventional wisdom. It dared to think differently and became the most awarded/recognized multicultural agency over the past years. However, the social context in the U.S. is evolving and the multicultural population is becoming increasingly influential as the base for the country's future development, rather than being just an ethnic "segment" (see population split vs. population growth comparison below).



Source: 2000-2010 U.S. Census

Today, LatinWorks has taken on the much bigger task of redefining and forecasting the multicultural market. For us, it is no longer about riding the wave, but rather creating the wave and helping brands connect with consumers in new and meaningful ways. In order to effectively address this challenge, and in combination with the most recent population census data release, we took three major steps in 2011:

- (A) We consolidated the strategic planning department, by bringing new leadership and forming a cohesive strategic unit within the agency.
- (B) We funded and launched a proprietary category-neutral research initiative, intended to explore the new cultural context more deeply than any other agency.
- (C) We launched an innovative planning approach that puts the consumer at the center of any strategic development and uses a series of unique and breakthrough tools intended to build more meaningful brand connections.

Strategic Discipline Consolidation – Going Beyond the Numbers

While LatinWorks has had a top-notch mix of planners over the years, they operated independently from each other and we were missing an opportunity to create strategic synergy. The first measure we took in order to course-correct was to bring **Christian Filli** onboard last



year, as Vice-President of Strategic Planning and reporting directly to the agency's President & Chief Creative Officer. Christian is of Swiss-Cuban origin, was raised in Brazil and spent half of his life in Mexico, where he developed most of his professional career before moving to Austin in February of 2011. His previous assignments prior to joining LatinWorks included key leadership positions such as Managing Director for Landor Associates (a global branding firm) and Marketing Director for Reebok (a leading sporting goods retailer). One of his main goals is to evolve LatinWorks' strategic planning discipline well beyond crunching numbers, and make his team fluent in storytelling. This is a vision under which people's imagination and experience are combined to inspire the development of best practices, as well as a richer input for creative work. Christian's team includes marketing veterans **Monica Sánchez** and **Juan Mantilla**, plus an extended group of young planners, some of who have been trained at LatinWorks since they were interns.

Research Toolbox & Proprietary Initiatives

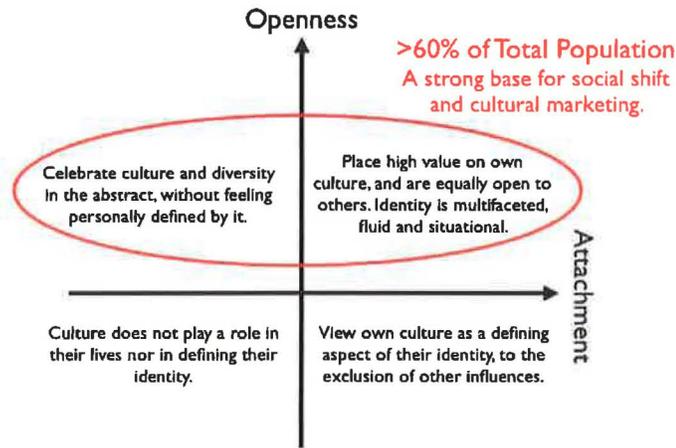
Over the years, LatinWorks has relied on different kinds of market studies conducted by our own clients to help fuel our strategic thought process and inspire creativity. We have also used a variety of syndicated databases and other information resources to understand trends, analyze consumer behavior and develop advertising plans. Some of these include:

- Simmons Market Research Bureau National Consumer and Hispanic Study
- Scarborough
- Yankelovich Market Monitor
- Geoscape Intelligence System
- Iconoculture
- MRI - Mediamark Research Inc.
- Copy testing Studies including DRI, ARS, etc.
- Mintel Reports
- Nielsen Media Research
- Nielsen AdViews
- Nielsen and IRI sales measurement

We consider this type of input crucial to our work, but the most important aspect of it is identifying key points that can really contribute to tackling brand challenges with a clear and fresh perspective. An excellent example of this is a 2011 report produced by The Futures Company, which proposes an innovative way of mapping the entire U.S. population (not just certain ethnicities) based on cultural identity. This model is interesting because it relies on the combination of openness and attachment, transcending ethnicities and traditional cohort definitions. Based on the report, more than 60% of today's U.S. population scores high on cultural openness (top two quadrants, as shown below). One of the expected outcomes of this is that future consumer trends will be highly influenced by the attitudes and behaviors in this particular space, and Latinos seem to be paving the road.



CULTURAL IDENTITY



Source: *The Futures Company 2011 – Total U.S. Population Cultural Identity mapping*

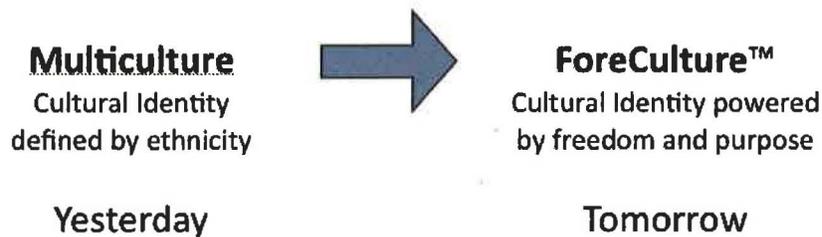
While these types of reports continue to provide invaluable input to the work we do, we also recognize that the marketplace is becoming a lot more complex and interesting, especially in a State like Texas, and the success of any brand will depend upon how well we understand and connect with the consumer of the future. Therefore, we feel compelled to constantly go beyond standard data and conventional wisdom, look at things from different angles and even develop new tools that enable us to approach business challenges with a forward-thinking mentality. This is why we conduct proprietary market research on issues that can help provide unique insights to our clients. This research is funded by the agency and typically implemented twice a year. We design it with an eye towards having it yield information that we can apply to our work and that can support the activation of marketing activities outside the norm.

In 2011, LatinWorks decided to make an unprecedented investment in a proprietary quantitative and qualitative study, convinced that most available sources today are falling short of providing a progressive perspective of the marketplace, in light of the major social shift that we are witnessing nationwide. After several months of work, two main themes have emerged and we have coined new terms for them:

1. **ForeCulture™** - a forward-looking and insightful view of the marketplace intended to frame the next big cultural wave deriving from much of the U.S. approaching “minority-majority” status. The ForeCulture™ hypothesis debunks the traditional *bi-polar* view under which the market splits into “general” and “multicultural”, and instead highlights the rapid growth of a new generation with a “transcultural” mindset, that is getting to the forefront of social consciousness and consumption. While multiculturalism has traditionally anchored cultural identity in ethnicity and language, the fundamental vision of *Transculturalism* consists in deconstructing one’s initial identity and forming new connections between elements of different cultures.



Under this mindset, consumers' cultural identity is multifaceted, fluid and situational. They enjoy a sense of freedom to reinvent themselves, instead of just nurturing an emotional attachment to their origins. Marketing to this new generation is no longer about "home" because culture is more about "a new me", and "a new us". Furthermore, this "new us" is highly influenced by, but not limited to, Latinos. This mindset opens completely new horizons for us to map and navigate the cultural future, ultimately helping brands connect with people in more effective ways.



2. **Bilennials™** - a modern cohort of U.S.-born bicultural consumers between 15 and 24 years of age, who find themselves in a purposeful pursuit of creating a world of their own, by proactively exploring a variety of cultures, embracing diversity, and shedding some of the traditional assumptions marketers might have about them. For example, the understanding of Bilennials™ challenges the traditional definition of Biculturals as people who are straddling between two worlds, under a passive influence of two cultures and eager to adopt the "American way". One of the key aspects that characterize Bilennials™ is their interest to influence others by example rather than persuasion. They are adopting a much more active role when it comes to digital media, more so than their White Non-Hispanic peers. While these may seem subtle behaviors at first, they can inspire extremely interesting ways to develop new multimedia engagement platforms.

Our Planning Approach - Cultural Branding & BrandSteer™

LatinWorks is a cultural branding agency. We act as the *Chief Culture Officer* for our clients and our goal is to create cultural icons - an icon being a symbol of an ideal that people hold in high esteem - adaptable to change and meaningful in their behavior. Our view of Culture is that it represents an integrated pattern of human knowledge and fulfillment of ideals, motivated by social learning and symbolic thought – not by race or ethnicity. In the twentieth century, "culture" emerged as a concept central to anthropology, encompassing all human phenomena that are not purely results of human genetics, and came to be interpreted as the evolved human capacity to classify and represent experiences with symbols, and to act imaginatively and creatively. Some of its key instruments are religion, justice, science, language, technology, art,



trade, sports, among others. Cultural branding can play an extremely important role in soothing people's anxieties in their quest for personal identity, particularly in times of market fluctuation, social crisis or ideological conflict. Consistency is not as important as historical fit, so whenever there are significant cultural shifts or disruptions in society, a brand must re-think and sometimes re-invent its go-to-market strategy, by promoting dialogue, embracing transformation, seeking tension resolution and building connections. This is what helps a brand evolve and mature over time. And it is also the reason why it is so critical that the consumer is at the root of strategic development, consistent with LatinWorks' forward-thinking approach.

In today's cultural context, individuals are inherently seeking social experiences not only with friends, but with brands as well. The conversation has evolved from telling consumers what to believe, to exchanging stories – a living, breathing dialogue between brands and people. We're looking to weave an authentic conversation across owned, earned and paid media. Brand stories provide ways for advertisers to engage consumers more deeply with their brands. An engagement strategy changes the view of a brand from a transactional perspective, in which a brand addresses a transient need, to an interactional perspective, by which the brand story becomes part of a person's story.

While many agencies may use the same raw material and databases in their marketplace analysis, the way we combine available information and the processes by which we assess market opportunities is what sets LatinWorks apart. These methods provide a breadth and depth of means to gain insight into the consumer's mind and heart. While every client and situation is unique, the mechanics of what we do should be structured and disciplined.

BrandSteer™ is LatinWorks' proprietary strategic approach to help brands navigate the increasingly complex marketplace and engage with the hearts, minds and lives of our consumers. The approach views marketing from the perspective of bringing brands and people together, rather than focusing on persuasion. It is a unique commitment on the agency's behalf to reevaluate how marketers create meaningful connections with future generations. BrandSteer™ is an integrated process that the agency uses to analyze the brand story, understand consumers' emotional toolkit through the use of archetypes (see definition below) and design comprehensive media programs based on lifestyles and passion points. The ultimate goal is to steer the brand wisely, according to the evolution of the marketplace.



Archetypes - psychic imprints that we all share as individuals and are vivid expressions of the four basic human needs/motivations – Doing, Being, Belonging and Becoming. Renowned Swiss psychologist Carl S. Jung coined the term “archetype” to define the underlying behavioral patterns with certain probable outcomes that recur in universally told stories and are frequently found in symbols, images, themes of art, mythology, sacred texts, and popular entertainment. The tales we all know feature characters that take action to fulfill genuine, shared human needs and accomplish tasks that we all have in common. We tell and re-tell stories featuring these kinds of characters because they assure us that our own needs can be met.

For example, people everywhere can relate to a Hero who overcomes great obstacles, a Magician who helps make dreams come true, and a Jester who brings out the fun in a situation. In other words, archetypes are cited to help provide us with meaning as we relate to our surroundings. Building on Jung’s work, Dr. Carol S. Pearson has created a system for working with these archetypes that enables us to understand individual and group development and motivation. Her 12-archetype system includes the archetypes or storylines that her research found to be most correlated with success and fulfillment in contemporary society. When trying to identify overarching trends in terms of how people view themselves and their environment, LatinWorks decided to apply the archetypal system in quantitative research from the perspective of consumers, not brands – and doing so with 1,200 consumers – thus gaining a richer understanding of their general emotional frame of mind.

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PIA §552.110

This process does not replace any other research or consumer input, but is rather complementary to what already exists.

How we would apply our process to the work we would do with the Texas Lottery is further elaborated in our response to section 8.1.1.



7.2 ADVERTISING SENSITIVITY

7.2.1 The Texas Lottery is an agency of the State of Texas, and all advertising efforts shall be conducted in a manner commensurate with the dignity and integrity of the State of Texas. Advertising should be consistent with the core values, mission and vision of the Texas Lottery and, in accordance with the State Lottery Act, lottery advertising must not unduly influence any person to purchase a lottery product.

We have read, understand, and will comply.

7.2.2 The following stipulations apply to all Texas Lottery advertising:

- (1) Advertising should not unduly influence.
- (2) Advertising should not over promise.
- (3) Advertising should not show a change of lifestyle. Advertising should not present, directly or indirectly, any Texas Lottery game as a potential means of relieving any person's financial or personal difficulty.
- (4) Advertising should not display guns, alcohol, tobacco, improper attire or imply lewd or indecent language, images or actions.
- (5) Advertising should not portray product abuse, excessive play or preoccupation with gambling. It should also not imply or portray any illegal activity.
- (6) Advertising should not make fun of other's pain, misfortune or impairment, physique, nor should advertising degrade the image or status of persons of any ethnic, minority or religious group.
- (7) Advertising should not show any form of cruelty and/or abuse of animals.
- (8) Advertising should not specifically target with the intent to exploit a person or specific group or economic class.
- (9) Advertising should not create the perception that the Texas Lottery has control over where winning tickets are sold and/or purchased.
- (10) Advertising should not stereotype Texans.
- (11) Advertising shall not solicit children.

We have read, understand, and will comply.

7.3 ADVERTISING AND MEDIA PLANS

7.3.1 The Texas Lottery will provide the Successful Proposer with a marketing strategy including planned product flights as well as an overall budget. The strategy shall clearly define communication goals and objectives that result from the Texas Lottery's general strategy. Texas Lottery staff and the Successful Proposer shall meet as needed to review the goals and objectives. The Texas Lottery may modify and/or amend the goals and objectives at any time.

We have read, understand, and will comply.



- 7.3.2 Advertising Plan. The Successful Proposer shall be required to develop an annual advertising plan that is consistent with the Texas Lottery's marketing strategy and must be approved in writing by the Texas Lottery. The advertising plan, at a minimum, must include:
- (1) Audience profiles inclusive of both general and ethnic markets.
 - (2) Creative strategies for all advertising campaigns planned for the fiscal year and how these strategies achieve the goals and objectives in the Texas Lottery's marketing strategy.
 - (3) Relevant research to support the recommended creative strategies.
 - (4) A general breakdown of proposed spending (production and media) by media type, product, Designated Market Area ("DMA").
 - (5) Opportunities for special events, promotional activities, and any other topics specified by the Texas Lottery.

We have read, understand, and will comply.

- 7.3.3 Media Plan. Once the advertising plan has been approved, the Successful Proposer shall develop a media plan to support the advertising plan. The Texas Lottery and the Successful Proposer will review the media plan and may revise the plan based on changes in economic factors, market conditions, or as otherwise authorized by the Texas Lottery. The media plan, at a minimum, must include:
- (1) Allocation of dollars by media and DMA with detailed rationale.
 - (2) Gross rating point ("GRP") objectives with reach/frequency and efficiency analysis.
 - (3) Detailed media flowchart that specifies mediums, market tiers, GRP levels and costs for each campaign.

Advertising and media plans should be based on the Texas Lottery's fiscal year (FY) (September 1 – August 31). The Successful Proposer shall submit an advertising plan for FY13 no later than four weeks after the Contract execution date, or as specified by the Texas Lottery. The media plan for FY13 is due two weeks after the Texas Lottery approves the advertising plan. Advertising plans will be due annually thereafter but no later than May 31, and media plans will be due two weeks after Texas Lottery approval of the advertising plans.

We have read, understand, and will comply.

7.4 BUDGET

- 7.4.1 The Successful Proposer shall develop an annual budget based on the Texas Lottery's fiscal year of all advertising expenditures. The level of anticipated annual spending will be determined by the Texas Lottery, based on projections contained in the advertising plan. The Successful Proposer shall develop a cost-efficient plan that is responsive to the



Texas Lottery's marketing needs. The budget shall provide proposed spending for respective markets as recommended in the advertising plan.

We have read, understand, and will comply.

- 7.4.2 The Successful Proposer shall make recommendations for savings wherever possible. The Budget will be reviewed as needed and shall be revised as required by the Texas Lottery. Budget plans shall be incorporated in the Advertising and Media Plans and are subject to approval by the Texas Lottery.

We have read, understand, and will comply.

- 7.4.3 The Successful Proposer shall make no commitment on behalf of the Texas Lottery without prior written approval by the Texas Lottery.

We have read, understand, and will comply.

7.5 REPORTS

The Successful Proposer shall provide the following reports to the Texas Lottery in a format approved or proscribed by the Texas Lottery.

We have read, understand, and will comply.

- 7.5.1 The following report is due every Wednesday:

- Status Report. This report documents all current media and production jobs, projects, promotional events, reporting, and meetings. Status Report will include: job by product, media, production, status of job, timeline of job, or as prescribed by the Texas Lottery. The report should also include a section for outdoor billboard maintenance. This section will include DMA, board number, board location, creative, date incident was reported, description of incident with board or as prescribed by the Texas Lottery. All timelines shall include a minimum of five (5) Working Days for approval by the Texas Lottery on each stage of each job or project unless otherwise approved by the Texas Lottery.

We have read, understand, and will comply.

- 7.5.2 The following reports are due by the 10th of each month:

- The HUB Subcontracting Plan Prime Contractor Progress Assessment Report. This report documents monthly payments made by the Successful Proposer to



subcontractors under the Contract. The report may be due prior to the 10th of the month at the request of Texas Lottery staff.

- Approved Expenditure Report. A summary of all approved expenditures to date for the current fiscal year. The summary shall indicate the total amount available in the budget and the total amount currently committed. The summary also shall include current amounts invoiced, amounts invoiced but not paid, amounts owed for services performed but not invoiced, and current amounts paid, together with spending by audience, media and production type.

We have read, understand, and will comply.

7.5.3 The following reports are due quarterly:

- Post Buy Report. No more than one hundred twenty (120) Days following the end of each broadcast quarter after the flight ends, the Successful Proposer shall provide the Texas Lottery with a post buy report indicating whether the reach, frequency and GRP goals of each buy were achieved within budget. If the goals were not achieved, the report shall contain a make good report where bonus spots were issued. In addition, post buy analyses shall be provided for media buys that utilize new rating information for the buy period, when available.
- Print Audit. No more than thirty (30) Days following the end of each TLC fiscal year quarter, the Successful Proposer shall submit quarterly print audits. Print audits will include name of publication, (paid or unpaid) circulation, DMA, year established, publication frequency, distribution sites, and publisher information or as prescribed by the Texas Lottery.

We have read, understand, and will comply.

7.5.4 The following report is due on an annual basis:

- Year End Media Review. The Successful Proposer shall submit year end media reviews no later than January annually during the Contract term and any renewal periods, including a summary of added value achieved as a result of the previous year's media buy.
- Storage Inventory Report. The Successful Proposer shall submit an inventory report no later than September 30. The report shall include the date of inventory, job number and description or as prescribed by the Texas Lottery.

We have read, understand, and will comply.



7.5.5 The following report is due prior to campaign launch as follows:

- Media Buys. For each campaign, actual media buys will be required at least three weeks prior to the start of each flight. All media buys must include a summary of goals met, any cost savings achieved per DMA and added value placement in accordance with section 7.7.4. The Successful Proposer shall make the Texas Lottery aware of any cost savings that might be achieved by the advance purchase of media.

We have read, understand, and will comply.

7.5.6 The following report is due thirty (30) Days after campaign completion as follows:

- Post Campaign/Promotional Report. This report provides a recap of each campaign as prescribed by the Texas Lottery. Report is due thirty (30) Days after the campaign/promotional event concludes or as directed by the Texas Lottery.

We have read, understand, and will comply.

7.6 CREATIVE SERVICES

7.6.1 The Successful Proposer shall be responsible for concepting, creation and production of Texas Lottery advertising materials, including broadcast, digital and print advertisements, out-of-home and such other materials as may be required by the Texas Lottery. The Successful Proposer also may be required to develop multi-media campaigns and to assist the Texas Lottery in developing game names, product logos, or art for other use.

We have read, understand, and will comply.

7.6.2 Creative Concepts. The Successful Proposer shall present at least three (3) creative concepts for each campaign and, upon Texas Lottery approval of the campaign concept, the Successful Proposer shall present three (3) creative options for each medium in the campaign. If concepts or creative options are not approved by the Lottery, the Successful Proposer, at the direction of the Texas Lottery, shall be required to develop and present additional creative executions.

We have read, understand, and will comply.

7.6.3 Creative Meetings. The Successful Proposer shall schedule creative meetings between Texas Lottery staff and the account team. Unless otherwise approved by the Texas Lottery, the Successful Proposer shall provide at least five (5) Working Days' advance notice for all creative meetings. Creative meetings will be held on an as-needed basis.

We have read, understand, and will comply.



7.6.4 Timelines. The Successful Proposer shall allow sufficient time for developing and presenting creative solutions, editing and revising selected options, obtaining final approvals from Texas Lottery staff, producing the final product, and distributing the finished product according to Texas Lottery specifications. Unless otherwise approved by the Texas Lottery, all timelines shall include a minimum of five (5) Working Days for approval by the Texas Lottery on each stage of each job or project. The Successful Proposer shall provide detailed production schedules with task milestones for each job. Prior to conference calls with the Successful Proposer and the Texas Lottery all required materials for the call must be sent via email no later than four (4) hours before the call unless otherwise approved by the Texas Lottery. The Texas Lottery will not be responsible for any additional costs incurred as a result of the Successful Proposer's not adhering to set timelines.

We have read, understand, and will comply.

7.6.5 Artwork Changes. The Successful Proposer shall only be allowed to charge the Texas Lottery one time for artwork that is used in multiple forms, except for the reduction or enlargement of the artwork. Artwork required for any print advertisements shall be billed as a one-time item on a separate invoice. All original artwork becomes the property of the Texas Lottery, and the Successful Proposer shall provide originals to the Texas Lottery upon request and, in any event, promptly following Contract termination or expiration.

We have read, understand, and will comply.

7.6.6 Creative Approvals. The Successful Proposer shall obtain written approval from the Texas Lottery prior to producing any advertisement. When producing any creative work, the Successful Proposer shall not vary from approved scripts, story boards or print layouts without written approval from the Texas Lottery. Failure to adhere to approved scripts, story boards or layouts may void the Texas Lottery's approval of the estimate for the project. The Successful Proposer shall incorporate all changes required by the Texas Lottery, as well as submit any other alternative creative solutions deemed prudent by the Successful Proposer. The Successful Proposer shall be responsible for all unauthorized expenses.

We have read, understand, and will comply.

7.7 MEDIA SERVICES

7.7.1 Negotiation and Placement. The Successful Proposer shall be responsible for the placement and purchase of all media, including but not limited to broadcast, digital, out-of-home and print media. In negotiating media purchases, the Successful Proposer shall make the Texas Lottery aware of any savings that might be achieved through long-term



commitments or other specialized programs. Media placement shall be reimbursed at net cost with no mark up.

We have read, understand, and will comply.

- 7.7.2 The Successful Proposer shall be responsible for auditing and verifying all media outlets. The criteria used for auditing media outlets will be at the sole discretion of the Texas Lottery. If the Successful Proposer proposes a more viable and cost effective method, the Successful Proposer will make the report available for inspection and approval by the Texas Lottery.

We have read, understand, and will comply.

- 7.7.3 Placement Verification. The Successful Proposer shall ensure that all media was broadcast or published according to any contracts or placement instructions. The Successful Proposer shall provide, at no cost to the Texas Lottery, affidavits, tear sheets or any other placement verification requested by the Texas Lottery. Placement verification documents shall indicate the run dates and/or times and the circulation or ratings achieved.

We have read, understand, and will comply.

- 7.7.4 Added Value Media Placements. The Successful Proposer shall attempt to negotiate added value for all media included in any Texas Lottery buy. Any added value provided by participating media vendors shall be identified in the summary of any media buy. The Successful Proposer shall establish a goal for added value media subject to Texas Lottery approval, based on estimated spending over each contract year.

We have read, understand, and will comply.

7.8 MATERIALS AND SIGNAGE

The Successful Proposer shall be responsible for the creative design and production of printed materials under the Contract to support the Texas Lottery's advertising efforts. The Successful Proposer may provide product brochures and posters, signage, digital and traditional displays, and other point-of-sale items, together with other collateral materials at the Texas Lottery's request.

We have read, understand, and will comply.



7.9 FILM AND PLACEMENT VERIFICATION STORAGE

The Successful Proposer shall store all past and current film and placement verification associated with the Texas Lottery. The Successful Proposer shall store all film and placement verification in a manner consistent with industry standards. All storage cost for film and placement verification will be reimbursed by the Texas Lottery for actual cost only. In accordance with Section 3.16.4, the Successful Proposer shall aid in any transition of film and placement verification to any new arrangement and provider, if applicable.

We have read, understand, and will comply.

7.10 GOODS AND EQUIPMENT

Notwithstanding anything herein to the contrary, after completion of the services to be provided on the Texas Lottery's behalf, the Successful Proposer shall be solely responsible for the proper disposition of all physical or tangible goods and/or equipment created in connection with the services or works provided to the Texas Lottery, and which are incidental to such services or works (e.g., props, set dressing, promotional equipment, signage, related equipment). The Texas Lottery will notify the Successful Proposer in the event that such incidental goods or equipment are to be returned to the Texas Lottery; otherwise, the Successful Proposer shall bear all storage, destruction and other costs in connection with disposition of such physical or tangible goods and equipment. Upon request of the Texas Lottery, the Successful Proposer shall be required to provide supporting documentation confirming disposal or destruction of such items. The Successful Proposer is expressly prohibited from reproducing, distributing, displaying, performing publicly, making copies or derivative works of, selling, using, reusing or otherwise conveying to other persons or entities any goods and/or equipment bearing any Texas Lottery mark without prior written approval by an authorized Texas Lottery representative.

We have read, understand, and will comply.

7.11 PUBLIC SERVICE ANNOUNCEMENTS

At the Texas Lottery's request, the Successful Proposer shall develop print and/or broadcast public service announcements and work to secure placements. The announcements will run at no charge to the Texas Lottery. The Successful Proposer shall include a detailed PSA run schedule in its quarterly post buy analyses.

We have read, understand, and will comply.



7.12 TRANSLATION SERVICES

Translation services may include translation in multiple languages, terminology creation and management, editing, proofreading, studio linguistic advising and post-processing, and cultural review. These services must be available on request. In the past, the Texas Lottery has used translation services for Spanish and Chinese.

We have read, understand, and will comply.

7.13 EXPERIENTIAL MARKETING - PROMOTIONAL EVENTS/ACTIVITIES, SPONSORSHIPS AND SPECIAL EVENTS

7.13.1 The Texas Lottery works primarily with the Texas lottery operator, GTECH Corporation, to select promotional events/activities, sponsorships and in-store Retailer promotions that create awareness and interest for Texas Lottery products among adult Texans. Experiential Marketing efforts are intended to increase product trial and educate new and potential players about Lottery products.

We have read, understand, and will comply.

7.13.2 At the Texas Lottery's request, the Successful Proposer shall assist in selecting, developing and contracting for promotional events/activities, sponsorships and other special events. The Successful Proposer may be responsible for designing promotional giveaways and interactive and experiential activities in support of the Texas Lottery brand and products. This may include contracted services with third party vendors, equipment, supplies or other components required to conduct the promotional event/activity or sponsorship.

We have read, understand, and will comply. A description of LatinWorks' Integrated Promotions approach, and how we would apply it to the Texas Lottery business, is included within our response to Section 8.1.4(b). Furthermore, an event that LatinWorks developed and activated for our client, Lowe's, is included as a Client Case Example in our response to Section 8.2.

7.13.3 The Successful Proposer shall make the Texas Lottery aware of any possible media sponsorships and the cost-efficiency of such sponsorships.

We have read, understand, and will comply.

7.13.4 *Joint Promotions.* At the Texas Lottery's request, the Successful Proposer shall solicit and encourage joint advertising and promotional opportunities with potential co-sponsors.



The Successful Proposer shall indicate the benefits to the Texas Lottery from any such joint promotion recommended.

We have read, understand, and will comply.

7.13.5 *Free Tickets and Other Benefits.* Sponsorships often carry with them an offer for free tickets to events, premium items and other special benefits. All such benefits provided in relation to a sponsorship purchased on behalf of the Texas Lottery shall be fully disclosed and documented. The Texas Lottery reserves the right to accept or reject the offer of any such items or benefits offered in association with a sponsorship or other media buy. The Successful Proposer may not utilize any such items for its own benefit or the benefit of other clients. No such item shall be provided to an employee of the Texas Lottery. The Successful Proposer shall maintain a listing of any or all items or benefits provided to the Texas Lottery, and shall make a recommendation for their use. Tickets, trips, premiums and other such items may be utilized for retailer incentives, for example. If, at the Texas Lottery's sole discretion, the Texas Lottery cannot make appropriate use of the items offered, it shall be the obligation of the Successful Proposer to negotiate lower rates or alternative benefits.

We have read, understand, and will comply.

7.13.6 *Conventions, Trade Shows, Special Events and Meetings.* All Texas Lottery vendors are encouraged to stay current on industry trends by attending various conventions, trade shows, special events, HUB expos and related meetings. When attendance is requested by the Texas Lottery, all expenses for these events shall have prior written approval by the Texas Lottery and will be reimbursed pursuant to Texas State Per Diem (See Section 7.17).

We have read, understand, and will comply.

7.14 EXPENDITURE APPROVAL

7.14.1 The Successful Proposer shall prepare written estimates for all expenditures and obtain prior written approval from the Texas Lottery before making any commitment on behalf of the Texas Lottery. The Texas Lottery will not be responsible for any expenditure unless pre-approved in writing by the Texas Lottery. Unless otherwise approved by the Texas Lottery, the Successful Proposer shall submit a written request for approval of estimates at least five (5) Working Days prior to the start of production. The Successful Proposer shall submit estimates in a format prescribed by the Texas Lottery.

We have read, understand, and will comply.



7.14.2 For expenditures that exceed \$5,000, the Successful Proposer must obtain at least three (3) competitive bids to be used in the preparation of written estimates. The areas which will require competitive bidding are identified in Section 5.5 of this RFP. In obtaining bids, the Successful Proposer must comply with the HSP requirements. The Successful Proposer shall be required to provide all supporting documentation of bids for these charges along with the job cost estimate.

We have read, understand, and will comply.

7.14.3 Any production work to be conducted outside the State of Texas must be identified in the expenditure approval request, and the Successful Proposer must demonstrate to the Texas Lottery's satisfaction that locations or facilities within the State of Texas are not adequate for the required production.

We have read, understand, and will comply.

7.14.4 Estimate Revisions. Revisions to approved estimates must be pre-approved in writing by the Texas Lottery representative. All revised estimates shall contain full written explanation for the cost differential, including previous approved amounts.

We have read, understand, and will comply.

7.14.5 Estimate Cancellations. For any previously approved estimate that is cancelled, upon cancellation the Successful Proposer shall submit a revised closed estimate for Texas Lottery approval, reflecting all cancelled portions of the estimate.

We have read, understand, and will comply.

7.15 BILLING/INVOICES

7.15.1 The Successful Proposer shall include approved estimates with invoices and requests for payment submitted under the Contract. No payment will be made without a signed and approved estimate. Payments will be made only upon the completion of services or after the delivery of goods and/or services authorized in an approved invoice.

We have read, understand, and will comply.

7.15.2 In accordance with Section 3.9 and as further described herein, the Successful Proposer shall submit invoices to the Texas Lottery in accordance with this Section 7.15 upon completion of those services approved in a specific estimate. Production jobs will be closed ninety (90) Days after the completion of the production. Media jobs will be closed



ninety (90) Days after the completion of the actual date(s) when the (media) air dates/flights took place. Once a job is closed, no further billing can be submitted. The Successful Proposer is required to mark "Closed" on the final invoice submitted to the Texas Lottery for payment of the job.

We have read, understand, and will comply.

7.15.3 The State's fiscal year is September 1 through August 31. Any invoices submitted after August 31 for services performed during the previous fiscal year must be submitted to the Texas Lottery no later than October 30 of the immediately following fiscal year.

We have read, understand, and will comply.

7.15.4 If no final invoice is received within ninety (90) Days after the termination of the contract or expiration of this contract by its own terms, the Successful Proposer waives the right to receive any further payments under this agreement.

We have read, understand, and will comply.

7.15.5 The Successful Proposer shall submit invoices in duplicate every other Monday, or as prescribed by the Texas Lottery, together with supporting documentation to substantiate all expenses incurred. If the designated Monday is a State holiday, invoices will be due the next state business day. By submitting an invoice for payment, the Successful Proposer certifies that goods have been delivered and received or services have been rendered in accordance with the Contract. The Successful Proposer must include, at a minimum, or as prescribed by the Texas Lottery the following with each invoice: (i) invoice statement including the invoice number, job/estimate/line number; flight/air date(s), amount for each invoice submitted, current billed amount and balance remaining; (ii) all approved estimates and revisions; and (iii) any and all supporting documentation (e.g., subcontractor bills, tearsheets, affidavits, etc.).

We have read, understand, and will comply.

7.15.6 Any invoices submitted that do not have all required detail to process for payment will be disputed in accordance with Texas Government Code § 2251.042 et. seq. ("Disputed Payments"). A disputed invoice will be processed for payment as soon as possible following settlement of dispute, but no sooner than thirty (30) Days from original invoice received date.

We have read, understand, and will comply.



7.15.7 The Successful Proposer shall be required to reimburse the Texas Lottery for any overpayment determined as a result of an audit or inspection of records on work performed under the Contract. At the Texas Lottery's sole discretion, reimbursement may be in the form of a credit or actual payment made by the Successful Proposer.

We have read, understand, and will comply.

7.16 SHIPPING/FREIGHT CHARGES

The Successful Proposer is expected to utilize the lowest cost modes and carriers to safely transport their shipments. The Successful Proposer shall be responsible for all additional costs incurred by the Texas Lottery as a result of the Successful Proposer's delay.

We have read, understand, and will comply.

7.17 TRAVEL

The Texas Lottery does not reimburse for travel related expenses for regularly held meetings at Lottery Headquarters. In the event, that TLC requires the Successful Proposer to travel, for TV and radio production, event management or other reason any such travel cost will be reimbursed pursuant to Texas State per diem rates. Approved travel expenses shall not be reimbursed without prior written approval by the Texas Lottery pursuant to the estimate approval process. Travel related to TV and radio production by the Successful Proposer's subcontractor staff shall be reimbursed at rates pursuant to State per diem.

We have read, understand, and will comply.

7.18 UNACCEPTABLE PRODUCTS

The Successful Proposer shall be responsible for the cost of all items produced on behalf of the Texas Lottery that are misprinted, produced in error or which the Texas Lottery, in its sole discretion, determines are unacceptable.

We have read, understand, and will comply.

7.19 UNACCEPTABLE SERVICES

The Successful Proposer shall be responsible for any costs incurred in conjunction with services provided on behalf of the Texas Lottery which are deemed unacceptable due to



failure to meet deadlines that warrant services unusable, or rendered in a manner inconsistent with the services approved by the Texas Lottery.

We have read, understand, and will comply.

7.20 MEETINGS WITH TLC VENDORS

Any meetings or conference calls that are held between the Successful Proposer and any of the Texas Lottery's vendors must be approved by the Texas Lottery. Texas Lottery staff may attend any meeting or conference call the Successful Proposer and any of the Texas Lottery vendors may have.

We have read, understand, and will comply.

7.21 OTHER ASSOCIATED SERVICES (OFFERED OPTION)

Offered Options are not identified in this RFP, but may be identified by the Proposer and included in the Proposal. This is an opportunity for Proposers to offer options the Texas Lottery may not have been aware of at the time this RFP was written. As an Offered Option, Proposers should describe in detail any other service(s) proposed to be provided to the Texas Lottery that are not specifically addressed in this RFP. The Proposer should include the cost or fee associated with an Offered Option, on a separate sheet to be included with the sealed cost proposal. The Proposer also should specify how those services would assist the Texas Lottery in achieving its objectives as outlined in this RFP.

We have read, understand, and will comply.

7.22 AUSTIN OFFICE

The Successful Proposer is not required to maintain an office in Austin, Texas, but shall indicate all key staff that will be available to meet with Texas Lottery representatives at Texas Lottery headquarters as required by the Texas Lottery.

We have read, understand, and will comply.



8 CREATIVE RESPONSE

8.1 CREATIVE ASSIGNMENT

- 8.1.1 The Texas Lottery is interested in the Proposer's process and approach to resolving communication challenges. The Texas Lottery will assess the Proposer's ability to utilize qualitative and quantitative market research and translate the findings into a concise advertising strategy that produces effective, marketing messages.

We have read, understand, and will comply. See our response to section 8.1.1 on the following pages.



RESPONSE TO SECTION 8.1.1

As mentioned earlier in our response to Section 7.1.3., we believe a brand-centric approach misses the opportunity to connect more effectively with consumers. As part of our consumer-centric approach, LatinWorks created a unique methodology that applies archetypes from the perspective of the consumers. Doing this helps give greater dimension to people's mindset, providing a solid base for communication plans that are geared towards psychographics, more so than demographics. In other words, it enables us to work with common human denominators and neutralize some of the hard data that splits the audience by race, ethnicity, preferred language, income or even purchasing habits. Furthermore, the methodology helps identify points of emotional resonance and dissonance between consumer and brand, providing a clearer path to overcome potential attitudinal obstacles that would otherwise not be identified.

LatinWorks has been using this approach successfully on several categories for the past year and has already started to apply it to the Texas Lottery as part of this response. Importantly, we do not use this tool in isolation, but rather in combination with other data points, including any previous segmentation work done by Texas Lottery and other client and syndicated market intelligence.

When analyzing the Lottery's consumer base, we observed that the main up-side potential in the short term resides in two key segments: **Skeptical Participants** and **Upscale Dabblers**. The reason for this being that they represent over one-third of the total adult and total player population (a combined 37% and 34%, respectively) yet only one-fourth of the annual category spend (a combined 25%). A very similar pattern occurs among scratch-off players.

Even more interesting is the fact that the percentage that these two segments represent of the total adult and total player population has been steadily declining over the past four years while the percentage they represent of total lottery spend has actually increased. What this means, in a nutshell, is that these people have been gradually playing more over time. It is also important to observe that no strong barriers seem to exist amongst these two segments; therefore it is fair to feel optimistic about further growth in their involvement with the category and the Texas Lottery brand.

In order to gain a deeper understanding of these consumers, we cross-referenced some of the basic attitudinal descriptions of the Skeptical Participants and Upscale Dabblers with attitudes found in Simmons. This consumer profiling process is meant to re-create the original segments in a neutral syndicated database, enabling us to then quantitatively validate the size of the segments and create additional layers of lifestyle-related attitudes that add dimension to the human truth of people beyond their category-specific behavior. Coming out of this exercise, we then build clusters of attitudes that serve as indication for what archetypes these consumers are accessing more strongly than others.



In summary, we are leveraging the segments already identified by the Lottery and adding more depth to the human being behind the player, which in turn gives us a more holistic understanding of the audience and some critical pointers as to what motivates them in life and how we can engage them in more compelling ways.

So what are the consumer archetypes that surfaced after the analysis?

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This is precisely what we will uncover in section 8.1.4(a), where we explain the final path towards arriving at the creative brief for the Holiday Scratch-off assignment.



- 8.1.2 Introduction. The Texas Lottery's product mix consists of instant (Scratch-off) and online (ball drawing) games. The Texas Lottery introduces approximately 85 instant ticket games annually ranging in price point from \$1 to \$50, which account for approximately 75% of overall Texas Lottery sales. On-line (ball drawing) games (i.e. PowerBall, Mega Millions, Lotto Texas, Cash Five, Daily 4, Pick 3 and Texas Two Step), range in price point from \$.50 to \$2 including add-on features and account for approximately 25% of Texas Lottery sales.

We have read, understand, and will comply.

- 8.1.3 During fiscal year 2011 (September 1, 2010 –August 31, 2011), sales of Instant tickets totaled \$ 2.80 billion with approximately \$209 million coming directly from the Holiday suite. As with many retail products, the Holiday season represents an important sales period for the Texas Lottery. Holiday Scratch-offs are a key component of the product portfolio offered to potential customers during this period. The Texas Lottery introduces a variety of Holiday Scratch-offs at various price points (\$1, \$2, \$3, \$5, \$10 and \$20) to appeal to a wide variety of potential customers.

The product goals for the Holiday suite are:

- (1) Provide an appealing selection and variety of products for existing customers.
- (2) Encourage product trial for new or lapsed players.
- (3) Position the products as the perfect Holiday gift.

This campaign must compete in the cluttered Holiday advertising space and resonate with consumers.

We have read, understand, and will comply.

- 8.1.4 ***The Assignment.*** Each Proposer shall create and submit as part of its Proposal an advertising campaign designed to increase awareness and trial of Holiday Scratch-off products for both the general and ethic markets. Each Proposer must consider and provide information in regard to how the campaign will execute successfully against the Texas Lottery's product and campaign goals. The Texas Lottery's core audience is all Texans between the ages of 18 and 49.

The creative response, at a minimum, should include:



(a) Advertising Strategy

A solid and comprehensive strategy should be developed that addresses the assignment and meets the marketing objectives. The strategy should reflect a thorough understanding of Texas – its demography, its history and its current status as a minority-majority state. The strategy shall be grounded in and substantiated by research. Proposers are encouraged to seek additional quantitative and qualitative research.

We have read, understand, and will comply. See our response to section 8.1.4 (a) in the following pages.



RESPONSE TO SECTION 8.1.4 (a) – ADVERTISING STRATEGY

Considering that LatinWorks had already participated in previous Holiday Scratch-off assignments for the Texas Lottery, one of the key challenges for the team when preparing this response was finding a fresh perspective that could take the strategic thinking and creative execution to the next level, thus elevating the Lottery's brand stature in consumers' minds.

A big component of the work was to understand Texans, as well as how they relate to the category and the brand. Previous sections explain in great detail how we uncovered critical insights to tackle the challenge. However, the other key piece of the process was to design a communication strategy tailored to the Holiday Scratch-off and address the goal of positioning the Scratch-off as the perfect Holiday gift.

During our initial exploration of the things that people usually say about playing the lottery, we came across a stream of comments motivated by a question posted on the *Despierta América* Facebook page: What would you do if you won the lottery? Interestingly enough, we noticed a pattern: "helping and supporting others". Other more self-centered answers like "setting up a business", "paying off debt", "investing", "buying a mansion", "throwing parties", and "traveling around the world", paled in comparison.

This initial finding, although not part of our core research plan, was truly a revelation because it created an instant connection with our overall understanding of the Texan mindset, as described earlier in our response to Section 4.1.1, and the care-giving Everyman mindset of the core lottery consumer, as described above in Section 8.1.1.

After this preliminary investigation, we ran a quantitative survey with a representative sample of Texans, in which we further explored the idea of a Holiday Scratch-off being a perfect gift. The main thing we learned was that we would need to tread carefully and honestly when trying to sell this. People will not question such a gift in the context of an add-on but they will tend to react negatively if they feel that someone is trying to persuade them to replace a more meaningful gift (intended for a close relative, for instance) with a lottery ticket. Overall reasons for opposing the idea ranged from lack of perceived dollar value to the gift being too impersonal – some verbatims follow: "I give gifts as a token of affection and I think Scratch-offs are not personal"; "it's cheap"; "if they scratch and don't win, they'd be like 'thanks a lot'...". (NOTE: For more consumer verbatims on the topics of "Holiday" and "Scratch-offs as gifts", please reference the enclosed DVD: File name "Holiday Research".)

Anticipating that people would give us this feedback, we explored different angles within the research in order to identify potentially positive attributes that we could explore later. One angle was related to the act of giving the gift, not just the gift itself. In this context, consumers came up with a variety of positive remarks related to how fun it is to give someone a gift, how generous the act can be especially when it's unexpected, and how certain gifts can be very appropriate in certain situations.



It seemed like such a simple tweak in our thought process yet such a rich one, because our minds shifted from the gift to the gesture of giving the gift. And so we continued to connect the dots: first, the Texan mindset; second, people's testimonials about winning the lottery; third, consumers' attitudes with regards to giving.

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Finally, we also did qualitative interviews with a representative sample of Texans of all backgrounds, races and ethnicities, which inspired us to think about two very promising aspects:

1. The Holiday season enhances everybody's desire to extend a meaningful gesture towards someone else – simply showing that they care without really spending a lot of money or expecting anything in return.
2. There is an extended group of people in everybody's life, whom one would like to give a token of appreciation to every once in a while (or once a year) but it's hard to have an idea for a gift; based on consumers' input, we realized that the Holiday Scratch-off has great potential to fill that gap.

Coming out of the whole analysis, we wrote the following manifesto to transmit to the agency what needed to be accomplished:

Holiday Scratch-off Manifesto

The Holiday season is the perfect time to share, give thanks and show that you care, without leaving anyone out. It is a time when every gesture can make a difference, especially if it's unexpected. A simple act of kindness and generosity is of greater value than the gift itself. There are so many people that one cares for and one doesn't want to leave anyone out.



By giving Holiday Scratch-offs as a gift, your gesture will be bigger than the odds of winning. It's a WINNING GESTURE!

This statement subsequently became the guiding principle, the "spirit" if you will, that permeated the agency, illuminated the creation of the Holiday Creative Brief, and drove the development of the integrated communications plan you are about to review.



(b) Media Plan

The Media Plan should detail the media, GRP levels and flights utilized to reach the intended audience. Digital media and event promotion details shall be presented here.

We have read, understand, and will comply. See our response to section 8.1.4 (b) in the following pages.



RESPONSE TO SECTION 8.1.4 (b) – MEDIA PLAN

It is important to note that as detailed in Section 4.1.1, LatinWorks' approach to creating Media Plans does not occur in isolation, after Strategic Planning and Creative Development have occurred, like it is approached at other agencies. We believe that to ensure the most effective and optimal use of media dollars, all disciplines must work together in a fully integrated manner. In our case, the when, where and how a consumer engages with multiple touch points informs our Integrated Communications Mapping (ICM) approach from the beginning. This approach guides the development of media strategies, tactics, budget allocation and the final flowchart.

Whereas our proprietary process was presented in broad terms in our response to Section 4.1.1, the Media Plan below demonstrates the result of the ICM in practical application as it was employed toward the media recommendation for the Holiday Scratch-off ticket campaign. It is a "Total Texas" plan designed to provide the most efficient and impactful support for the campaign, driving year-over-year sales across all ethnicities in Texas.

Assignment

Develop a Total Texas market Media Plan in support of the Holiday Scratch-off campaign.

Plan Objectives

The three areas of objectives below will be used to guide Media Plan development:

- **Business:** Grow year-over-year Holiday Scratch-off sales
- **Marketing:** Drive awareness and purchase of the Texas Lottery Holiday Suite of tickets by positioning them as a perfect holiday gift
- **Media:** Provide strong communication within relevant media vehicles to engage all ethnic audiences across Texas

Plan Parameters

The following parameters have been provided by the Texas Lottery Commission as part of the assignment considerations:

- **Timing:** November/December 2012 (Holiday season)
- **Budget:** Total advertising budget of \$5MM; estimated \$4MM in working media and Retail Activation dollars, with \$1MM allocated towards campaign Production

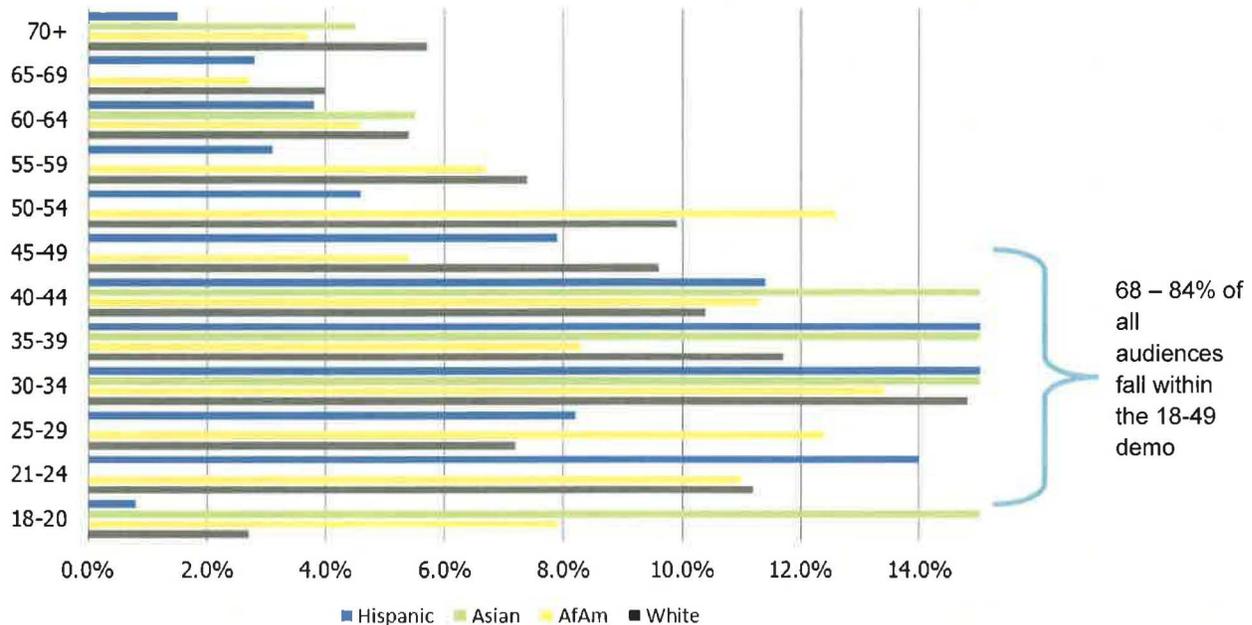
Media Buying Audience

The Media Plan will take both demographic and psychographic attributes into consideration. As previously explained, the Texas Lottery audience most likely to drive business results is Light to Medium players, which is not to say that we will not be effectively reaching all potential players. This mainly signifies that this is the audience with which we will engage via media communications to drive the development of the most effective, efficient and impactful plan for Holiday.

As outlined within The Assignment, the Texas Lottery demographic audience includes Adults age 18-49. Per our own analysis conducted in Scarborough, we also see that the highest



number of Texas Lottery Scratch-off players fall between the ages of 18-49 across all ethnicities, which will be our recommended media buying demographic:



Source: Scarborough Texas, Release 2, 2011

After negotiating and placing the Holiday buy, we will analyze media delivery against both the 18-34 and 25-54 segments to ensure we are neither under or over-delivering against any age group in media communication

Integrated Communications Mapping

In the application of our ICM, an analysis was conducted on “All Texans” who fit the Lottery Audience profile. Subsequent runs were conducted for each ethnic group individually to detect any touch point nuances that could be rationalized for additional support, or recommended exclusively for a particular ethnic group. Key considerations were made to accommodate sufficient delivery against African American, Asian and Hispanics in English-language media, in addition to White Non-Hispanics, as well as to Hispanics in Spanish.

Market Clusters

Also outlined in Section 4.1.1, our rank analysis of Texas markets in which to deploy advertising activity took Total Sales, Sales vs. Population Index, and Media Efficiency into consideration to determine a final market list in order of priority. This final list was clustered into 5 groups that will vary in levels of media support, decreasing as the cluster becomes lower in rank:





Final Media Market Clusters		
Rank	DMA	Cluster
1	Dallas-Ft. Worth	1
2	Houston	
3	San Antonio	
4	Austin	
5	Waco-Temple-Bryan	
6	Corpus Christi	2
7	Tyler-Longview	
8	Harlingen-Wslco-Brnsvl-McA	
9	Odessa-Midland	
10	Lubbock	
11	Beaumont-Pt. Arthur	3
12	Abilene-Sweetwater	
13	Amarillo	
14	Wichita Falls-Lawton	
15	El Paso	
16	San Angelo	4
17	Shreveport/Texarkana	
18	Laredo	
19	Victoria	
20	Sherman-Ada	

Total Market Approach

Applying our Total Market approach, the objective for Holiday (as would be the case with all campaigns for the Texas Lottery), is to ensure that all ethnicities are reached equitably as guided by market communication goals.

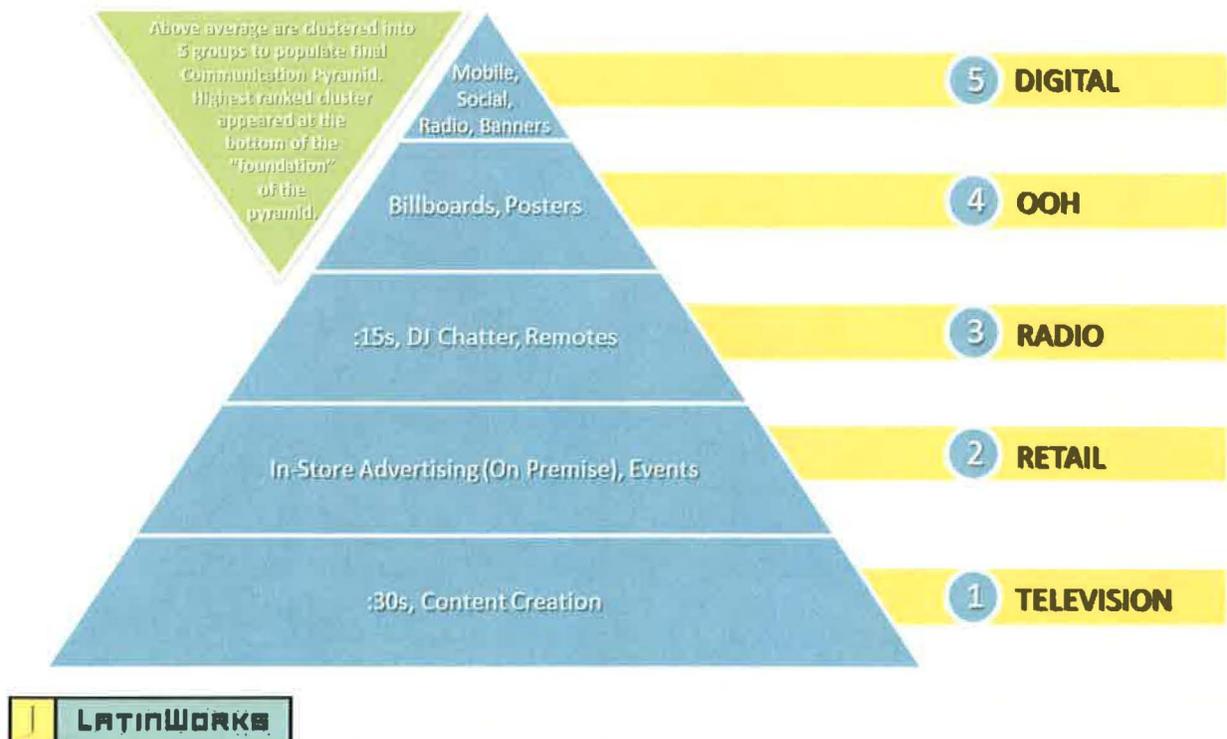
To recap how we arrived at our recommendations to determine which Texas DMAs we should focus our media efforts for all populations, certain criteria were analyzed: Population Quantity, Population Percentage Representation, and Population Index vs. State Average. Our analysis resulted in the following chart:



Media Communication Considerations by Ethnicity			
Market	White	Hispanic	Black
Abilene-Sweetwater	Y		
Amarillo	Y		
Austin	Y	Y	
Beaumont-Port Arthur	Y		Y
Corpus Christi	Y	Y	
Dallas-Ft. Worth	Y	Y	Y
El Paso (Las Cruces)	Y	Y	
Harlingen-Weslaco-Brownsville-McAllen	Y	Y	
Houston	Y	Y	Y
Laredo	Y	Y	
Lubbock	Y		
Odessa-Midland	Y	Y	
San Angelo	Y		
San Antonio	Y	Y	
Sherman-Ada	Y		
Shreveport	Y		Y
Tyler-Longview	Y		Y
Victoria	Y		
Waco-Temple-Bryan	Y		Y
Wichita Falls & Lawton	Y		

Touch Point Mix

Per the ICM process and final ranker also as outlined in section 4.1.1, the recommended touch points to reach the Lottery consumer during the Holiday time frame were categorized into five groups to form a “Touch Point Pyramid,” with the highest ranked appearing at the base of the pyramid (the “foundation” of the plan), working upwards to the last layer of the plan:





We also performed a subsequent media consumption analysis for each Texas DMA, to identify which media vehicles highly over index the average Total Texan by ethnicity. The analysis yielded the following nuances:

- **Non-Hispanic White:** Out-of-Home, with Cable TV as a secondary vehicle
- **Hispanic (all language segments):** Radio, with Spanish-language TV as a secondary vehicle
- **African American:** Cable TV, with Newspaper as a secondary vehicle
- **Asian:** Internet

We recommend that touch point mixes will vary by market cluster, with fewer channels in the mix the further down in cluster:

Market Cluster	Media Mix				
	TV	Retail Activation	Radio	OOH	Digital
1	Y	Y	Y	Y	Y
2	Y	Y	Y	Y	
3	Y	Y	Y		
4	Y	Y			

Communication Goals

We recommend ‘Total Market’ broadcast communication goals by cluster as follows, which will be effective in breaking through Holiday media clutter during the time of the year in which TV and Radio activity is highest:

Market Cluster	Cume Broadcast Reach Goals		
	TV	Radio	Combined
1	80	45	90
2	75	40	85
3	70	35	80
4	75	--	75

Retail activation will be deployed across all markets, to drive sales at physical point-of-purchase. Out-of-Home communication goals will include achieving a 50-showing in Clusters 1 and 2 in support of broadcast, to cut through the Holiday messaging clutter. Digital activity will extend reach within Cluster 1 markets beyond broadcast and out-of-home media, with a goal of serving 1,000,000 impressions. Optimizations will be made bi-weekly throughout the campaign duration and will optimize toward top performing and most efficient placements.



Media Strategies

Television: Utilizing a tool called STRETCH, we are able to input a combination of both English and Spanish-language TV activity by market to ensure our Total Market reach achieves the above communication goals.

The tool provides Nielsen Gross Rating Point recommendations between English and Spanish-language media, based upon usage and ratings within each market group. For example, if our goal is to achieve a Total Market cume reach of 80% among the Lottery audience, we would use STRETCH to guide the recommended split between English and Spanish-language GRPs to achieve the goal reach across both audiences. A sample output for Houston is shown below:

STRETCH: v3.2		Demo: Persons 18-49					
Daypart	GRPs	Total Pop			Total Hispanic		
		GRPs	Reach	AVF	GRPs	Reach	AVF
Spanish AM	81.3	16.5	16.5	1.00	50.6	17.7	2.86
Spanish Daytime	48.8	9.9	9.9	1.00	30.3	17.7	1.71
Spanish Early Fringe	48.8	9.4	9.4	1.00	28.8	18.9	1.53
Spanish Early News	48.8	9.8	9.8	1.00	29.9	18.5	1.61
Spanish Prime	97.5	19.6	19.6	1.00	60.1	32.9	1.83
General Mkt AM	11.4	75.6	22.6	3.34	34.1	11.2	3.05
General Mkt Day AM	3.5	19.7	10.9	1.82	11.5	7.0	1.65
General Mkt Day PM	1.7	18.7	11.6	1.61	9.1	6.0	1.52
General Mkt Even News	8.6	56.4	32.6	1.73	25.3	14.8	1.70
General Mkt Prime	18.4	97.0	44.1	2.20	52.3	31.5	1.66
General Mkt Late Fringe	16.8	115.1	38.5	2.99	58.6	15.3	3.82
Spanish TV Sub Total	325.0	65.2	17.4	3.75	199.7	53.3	3.75
General Market TV Total	60.4	382.6	73.3	5.22	191.0	56.1	3.40
Total TV	385.4	447.8	82.8	5.41	390.7	85.3	4.58

As the STRETCH run above is based upon a cume 4-week schedule, weekly TV GRPs are broken out as outlined below, which is also a Houston example:

Houston

4-Week Cume GRPs		Average Weekly GRPs	
Eng-lang A18-49	Span-lang A18-49	Eng-lang A18-49	Span-lang A18-49
400	200	100	50

Note: 382 GM GRPs recommended in STRETCH rounded to 100

Radio: We analyzed total market station rankings and recommend purchasing the top 3 to 5 stations to achieve our reach goal, regardless of the language of the station format.

Out-of-Home: In addition to utilizing large-format highway bulletins to generate mass campaign awareness, we also analyzed population density by zip code to determine the most applicable formats by neighborhood, paying special attention to C-store and other POS advertising





opportunities to drive most impact at the actual Holiday Scratch-off ticket purchase point. We will also leverage the strength of this medium to reach consumers in relevant areas, such as in and around shopping malls to reach consumers in the Holiday shopping mindset.

Digital: We analyzed the top online activities and websites across the audience using Nielsen @Plan. We intend to reach the audience via shopping and Holiday behavioral activity, as well as by geography through banners, mobile ads, social ads, online radio and online video. Moreover, a heavy-up presence is recommended during Cyber Monday, taking advantage of the highest online Holiday shopping traffic day of the year. Weekly campaign reporting and optimizations will eliminate waste and ensure campaign efficiencies.

Media Tactics

Each market's ground-level execution will align with the individual dynamics of that specific market. LatinWorks, along with The Davis Group, will leverage strong vendor relationships to secure the best and most efficient media rates on behalf of Texas Lottery.

Television & Radio

- **Daypart and Station Mix:** Each market's individual daypart and station mix will mirror their individual viewership / listenership patterns by market, based upon Total Adult 18-49 audience share
- **Unit Length Mix**
 - **TV:** Split of 60% :30s, 40% :15s by market for TV to balance reach, frequency and efficiency
 - **Radio:** 100% :60s to effectively communicate brand messaging via a more efficient unit length
- **Programming:** Careful measures will also be taken with programming selection, avoiding content that falls within any of the four primary areas below:
 - **Discrimination:** Disparages individuals for any personal, social, or political reason
 - **Controversy:** Content that is overly political, violent, sexual, profane or vulgar in nature or depicts drug/alcohol abuse
 - **Religious:** Radio formats or TV/radio programming that is religious in nature
 - **Child Appeal:** Animated or other programming that appeals to children
- **Added-Value:** We strive to negotiate a minimum 40% return on media investment, pursuing elements that are unique and directly relevant to the Holiday campaign, such as:
 - On-air giveaways of scratch off tickets
 - Remotes at retail locations (complementing Retail Activation Experiences)
 - DJ endorsements
 - Involvement in local Holiday events or concerts (grassroots events)
 - Tie-ins to local station charitable Holiday events



- Lottery on-air segments featuring gift-giving ideas
- Online streaming as part of our terrestrial radio buys
- Bring winners on-air (radio or TV) to discuss their gift-giving experience

Out-of-Home

- **Highway Bulletins:** On major thoroughfares to generate mass awareness
- **Neighborhood Level:** Supplement bulletins with street-level media such as 30-sheets or 8-sheets; also includes posting ads in and around college campuses to reach younger consumers
- **Retail:** On-premise/C-Store advertising to encourage purchase at point-of-sale, such as gas pump toppers, ads on grocery store shopping carts and within Holiday retail environments, like shopping malls

Digital (Online and Mobile)

- **Online Banners:** Split of 60% flash banners and 40% rich media banners. Rich media allows for more engaging units such as embedding a video player or making the unit expandable, which opens up the audience to engage with the messaging across major websites that support the unit. Flash banners allow for banner CPM efficiencies, as well as reaches broader sites that cannot support the message to be served across sites that cannot support rich media.
- **Online Video and Radio:** Utilize :15s units from TV for online video, and additionally create a :30s for online radio to communicate message via a more efficient unit length among an Internet audience
- **Mobile:** Banners to be served via geo-fencing, which is a form of reaching the mobile audience within specified radii such as around C-Stores and Point of Interest locations that will be key for the Holiday campaign (such as malls and shopping centers).
- **Social Media:** Social promotional ads to be used in order to generate "Likes" and support the Facebook promotional campaign

As with broadcast, careful measures will be taken to ensure that messaging does not appear within controversial content, ensuring that sites utilize media verification tools to avoid specific content.

Retail Activation

The Texas Lottery has a life-blood that surges in-store. Our research shows that an in-store environment, when developed the right way, can move the needle. Our knowledge and expertise in channel merchandising, specifically for Texas retailers, can be leveraged.

Some key building blocks at LatinWorks incorporate:

- **Brand integrity and Consistency:** Retail Point-of-Sale will have a compelling and meaningful message that is clear for the Texas Lottery consumer base.



- **Program Integration:** Ensures the merchandising mix makes sense for retail deployment, keeping elements relevant to create a must-win-in-store environment
- **Collateral:** Although standard in nature, these pieces are important as they allow flexibility in the creative process. Bridging the emotional gap is part art and science for us
- **Refinement:** LatinWorks is continuously looking for ways to optimize the in-store experience. Our standard store audits, channel lift analysis, and market tours ensure we can appropriately and efficiently make improvements that are meaningful to the Holiday Scratch-off campaign

Event Methodology

As outlined in Section 4.1.1 within the description of our ICM process, our event philosophy is rooted in a comprehensive understanding of how best to connect with the Texas Lottery consumer. We believe Event marketing has the inherent ability to bridge advertising messages and build brands. Years of experience can be leveraged for the Texas Lottery as well as our established relationships within the state of Texas.

LatinWorks' Integrated Promotions Team currently works collaboratively with our Client counterparts dedicated to Retail and Events responsibilities. Similarly, we will work with the Texas Lottery Promotions Team and your vendor-partners to identify and implement strategic metrics across all program platforms to determine true effectiveness and evaluation. Execution excellence is the standard. Our resource pillars include:

- Our form of event measurement using Return on Objective as the key measuring stick
- Our program 'DNA' includes touch points which can be fully developed and deployed with teams at LatinWorks (as depicted in the chart below)
- Full negotiation knowledge base: Talent, Events, Sports Marketing or Festivals
- We have developed a propriety sponsorship evaluation tool available for entitlement assessments
- Fully capable to produce all experiential assets, retail elements, and premiums





Flowchart

Below please find a total market flowchart, reflecting tactical media activity and cost by Cluster:

Broadcast Media Calendar	FY13 Holiday Campaign												GRPs	Net Cost	
	October				November				December						
Media Target: Adults 18-49	1	8	15	22	29	5	12	19	26	3	10	17	24		
Cluster 1: Dallas /Ft. Worth, Houston, San Antonio, Austin, Waco/Temple															
Television (60% :30s, 40% :15s)															
English							100	100	100	100	100	100			600
Spanish*							50	50	50	50	50	50			300
Radio (100% :60s)						75	75		75	75	75	75			450
Retail Activation															
C-Store															
Experiential															
Out-of-Home								25-showing			25-showing				
Bulletins															
Posters															
Digital															
Banners, Social Ads, Online Radio, Online Video, Mobile															
Cluster 1 Subtotals															\$3,237,265
Cluster 2: Corpus Christi, Tyler/Longview, Har/Wes/Brwns/McA, Odessa/Midland, Lubbock															
Television (60% :30s, 40% :15s)															
English							85	85	85	85	85	85			510
Spanish							40	40	40	40	40	40			240
Radio (100% :60s)						70	70		70	70	70	70			420
Retail Activation															
C-Store															
Out-of-Home								25-showing			25-showing				
Bulletins															
Posters															
Cluster 2 Subtotal															\$407,561
Cluster 3: Beaumont/Pt. Arthur, Abilene/Sweetwater, Amarillo, Wichita Falls/Lawton, El Paso															
Television (60% :30s, 40% :15s)															
English							70	70	70	70	70	70			420
Spanish*							30	30	30	30	30	30			180
Radio (100% :60s)						50	50		50	50	50	50			300
Retail Activation															
C-Store															
Cluster 3 Subtotal															\$182,528
Cluster 4: San Angelo, Shreveport/Texarkana, Laredo, Victoria, Sherman/Ada															
Television (60% :30s, 40% :15s)															
English							90	90	90	90	90	90			540
Retail Activation															
C-Store															
Cluster 4 Subtotal															\$172,646
Total Media															\$4,000,000
Production															\$1,000,000
Grand Total															\$5,000,000

*Austin, Corpus Christi, Dallas/Ft. Worth, El Paso, Har/Wes/Brwns/McA, Houston, Laredo, Odessa/Midland, San Antonio



(c) Budget

The Budget should include all production and media costs and shall not exceed \$5 million.

We have read, understand, and will comply.

Holiday Media Budget		
Medium	Cost	%
Television	\$2,238,210	45%
Retail	\$598,000	12%
Radio	\$557,114	11%
OOH	\$303,996	6%
Digital	\$302,679	6%
Production	\$1,000,000	20%
Total Net	\$5,000,000	100%



(d) Creative

The campaign's creative strategy should present original and engaging ideas that support the advertising strategy for general and ethnic markets. The creative response should include, at a minimum, one 30-second television spot, one 60-second radio spot, one outdoor billboard, and point-of-sale pieces.

Additionally, the campaign should include a strong digital component to demonstrate strategic thinking and planning in the digital space (this may include approaches such as: Internet ads, viral marketing, microsites, social media, mobile marketing etc.)

The final element of the campaign should be a related event or promotion. This event should complement the supporting campaign while encouraging product trial and fostering brand awareness.

All creative shall be in accordance with the Texas Lottery's mission, vision and core values and advertising sensitivity stipulations as described in this RFP.

We have read, understand, and will comply.

CREATIVE STRATEGY

The role of Creative is to bring the advertising strategy to life for its intended audience, across the most relevant touch points. Effective Creative not only engages consumers with compelling and insightful storylines, music and/or visuals, it must spur them into action. This can be achieved in a variety of ways, and through a range of approaches.

For Holiday Scratch-offs, we have identified three (3) distinct directions, all on-strategy and on-brief, but each exploring a unique aspect of the overarching brand story we are communicating:

“Fulfillment comes from the act of giving. Make Holiday Scratch-offs from the Texas Lottery, the meaningful gesture this holiday season.”

The directions we are sharing with you are:

- **EXTEND HAPPINESS**
- **YOU DON'T HAVE TO CHOOSE**
- **SMALL GESTURES**



CAMPAIGN 1

“EXTEND HAPPINESS”

Concept Statement:

The “season for giving” takes on broader significance when we can spread a little joy to those around us, especially to all those who make our lives better. By giving Holiday Scratch-offs from the Texas Lottery, we recognize those people in our lives who are making a difference to us while inspiring others to do the same with their family, friends and acquaintances.



CAMPAIGN 1

“EXTEND HAPPINESS”

Broadcast:

The campaign centers on a unique re-envisioning of a familiar tune – the theme from “Rawhide” – with a catchy Holiday twist. The music-driven TV and Radio executions drive home the message that by giving Holiday Scratch-offs from the Texas Lottery, you are in turn spreading joy.

(NOTE: To get an idea of what the song may sound like, please reference the song demo entitled Give_Em_Out_Song.mp3 in the enclosed DVD.)





“GIVE ‘EM OUT”

(ENGLISH)

CAMPAIGN: EXTEND HAPPINESS



“Give ‘Em Out” (English) :30

[EXTEND HAPPINESS]

OPEN WITH EARL, A DEEP-VOICED COWBOY, SINGING TO THE MELODY OF “RAWHIDE” IN AN OFFICE DECORATED FOR THE HOLIDAYS. IN FRONT OF HIM, WE SEE COWORKERS GIVING EACH OTHER SCRATCH-OFFS. EVERYONE IS GETTING EXCITED. EARL ALSO HANDS SOME SCRATCH-OFFS TO RANDOM PEOPLE.

EARL (SINGING): Giving, giving, giving. The season’s made for giving.
Give ‘em holiday scratch-offs!

AS EARL SINGS, HE WALKS DOWN THE HALL, WE SEE OTHER COWORKERS SMILING WITH EXCITEMENT AS THEY SCRATCH HOLIDAY TICKETS.

EARL (SINGING WHILE LIFTING A SCRATCH-OFF):
Sure, they’re small in stature, but they’re large in gesture, they’re the most exciting gifts by far!

WE FOLLOW EARL WALKING DOWN THE STEPS TOWARD THE BUSY LOBBY OF THE BUILDING AS EVERYONE GIVES SCRATCH-OFFS TO EACH OTHER.

EARL POINTS OFF SCREEN.

EARL: Round ‘em up! Give ‘em out!

WE QUICKLY CUT TO TWO GUYS CLEANING WINDOWS OUTSIDE OF A BUILDING. THEY’RE WAVING SCRATCH-OFFS EXCITEDLY.

CLEANER & EARL: Hand ‘em out! Scratch ‘em off!

CUT BACK TO EARL POINTING ANOTHER DIRECTION.

EARL: Scratch ‘em off! Scratch ‘em off!

CUT TO TWO TAXI CAB DRIVERS IN THEIR CARS EXCHANGING SCRATCH-OFFS THROUGH THEIR WINDOWS.

DRIVERS & EARL: Scratch-offs! Round ‘em up!

CUT TO TWO FRIENDS ON A PARK BENCH SCRATCHING AWAY AT THEIR SCRATCH-OFFS.

PARK GUYS & EARL: Give ‘em out! Hand ‘em out!

CUT TO EARL OUTSIDE ON A CROWDED SIDEWALK.

EARL: Scratch ‘em off! Scratch ‘em off!

THE CAMERA PULLS OUT WIDE TO REVEAL MORE PEOPLE, EVERYONE IS EITHER RECEIVING, GIVING, OR SCRATCHING TEXAS LOTTERY SCRATCH-OFFS. THE STREET IS A GIANT FESTIVAL, COMPLETELY CROWDED LIKE A PARADE.

EARL & EVERYONE: Holiday scratch-ooooffs!

AVO: Share some happiness this season. Give holiday scratch-offs from the Texas Lottery.

CUT TO END TAG WITH TEXAS LOTTERY HAND-AND-HAT LOGO ANIMATION AND SCRATCH-OFF.

EARL APPEARS ON SCREEN HOLDING HOLIDAY SCRATCH-OFFS.

EARL: Joy for y’all!





SETUP

As one would expect from employing a "Total Market" approach to strategy and creative development, the English-language TV will do an effective job of speaking to English-speaking Texans of all backgrounds and ethnicities – White Non Hispanic, Hispanic, African American and Asian, unified by the fun, memorable music being used, and casting that will be reflective of the Texas population.



SETUP

As one would expect from employing a "Total Market" approach to strategy and creative development, the English-language TV will do an effective job of speaking to English-speaking Texans of all backgrounds and ethnicities – White Non Hispanic, Hispanic, African American and Asian, unified by the fun, memorable music being used, and casting that will be reflective of the Texas population.



EARL (SINGING): Giving, giving, giving. The season's made for giving. Give 'em holiday scratch-offs!



EARL (SINGING WHILE LIFTING A SCRATCH-OFF): Sure, they're small in stature, but they're large in gesture...



COUPLE:
...They're the most exciting gifts by far!



EARL: Round 'em up! Give 'em out!



CLEANER: Hand 'em out!
EARL: Scratch 'em off!



EARL: Scratch 'em off! Scratch 'em off!



TAXI DRIVERS: Scratch-offs!
EARL: Round 'em up!



PARK GUYS: Give 'em out!
EARL: Hand 'em out!



EARL: Scratch 'em off! Scratch 'em off!



EARL & EVERYONE: Holiday scratch-oooooffs!



AVO: Share some happiness this season. Give holiday scratch-offs from the Texas Lottery.



EARL: Joy for y'all!



“BRING JOY”

(SPANISH)

CAMPAIGN: EXTEND HAPPINESS



“Bring Joy” (Spanish) :30

[EXTEND HAPPINESS]

OPEN WITH JOSE, A TEJANO COWBOY, SINGING TO THE MELODY OF “RAWHIDE” ON THE STREETS OF A NEIGHBORHOOD. EVERY HOUSE IS DECORATED FOR THE HOLIDAYS. IN FRONT OF HIM WE SEE NEIGHBORS GIVING EACH OTHER TEXAS LOTTERY SCRATCH-OFFS. EVERYONE IS GETTING EXCITED. HE, TOO, HANDS SOME SCRATCH-OFFS TO RANDOM PEOPLE.

JOSE (SINGING): Dales, dales, dales. Sé generoso y dales.
¡Dales algo para raaaspaaaaar!
*Give ‘em, give ‘em, give ‘em. Be generous and give ‘em.
Something tooo scraaaatch!*

AS JOSE SINGS, HE WALKS DOWN THE STREET. WE MOVE WITH HIM AND SEE OTHER NEIGHBORS SMILING WITH EXCITEMENT AS THEY SCRATCH HOLIDAY TICKETS.

JOSE (SINGING WHILE LIFTING A SCRATCH-OFF):
Regala en estas fiestas, raspaditos de Texas. Verás cuánto los vas a alegraaaar.
This season, give holiday scratch-offs from the Texas Lottery. You’ll see how much joy you’ll brinnng.

WE SEE A MAILMAN DRIVE UP IN A VAN. HE HANDS AN ENVELOPE TO A WOMAN WALKING BY ON THE SIDEWALK. SHE OPENS THE ENVELOPE. IT’S A SCRATCH-OFF AND WE SEE HER GET SUPER EXCITED.

JOSE: ¡Pásalos! ¡Ráspalos!
Pass ‘em out! Scratch ‘em off!

WE QUICKLY CUT TO A COUPLE DECORATING THEIR HOUSE WITH HOLIDAY LIGHTS. THE HUSBAND IS ON THE ROOF AND HIS WIFE ON A LADDER. BOTH OF THEM ARE WAVING SCRATCH-OFFS.

HUSBAND & JOSE: ¡Dáselos! ¡Ráspalos!
Give ‘em out! Scratch ‘em off!

CUT BACK TO JOSE WHO IS POINTING ANOTHER DIRECTION.

JOSE: ¡Démoslos! ¡Raspaditos ya!
Let’s give ‘em out! Scratch-offs now!

CUT TO AN OLDER LADY GIVING A SCRATCH-OFF TO A BUS DRIVER.

BUS DRIVER & JOSE: ¡Pásalos! ¡Ráspalos!
Pass ‘em out! Scratch ‘em off!

CUT TO TWO FIREMEN SCRATCHING HOLIDAY TICKETS.

FIREMEN & JOSE: ¡Dáselos! ¡Ráspalos!
Give ‘em out! Scratch ‘em off!

CUT TO JOSE WALKING ON A CROWDED SIDEWALK.

JOSE: ¡Démoslos!
Let’s give ‘em out!

THE CAMERA PULLS OUT WIDE TO REVEAL MORE PEOPLE. EVERYONE IS EITHER RECEIVING, GIVING, OR SCRATCHING TEXAS LOTTERY HOLIDAY SCRATCH-OFFS. THE STREET IS A GIANT FESTIVAL, COMPLETELY CROWDED LIKE A PARADE.

JOSE AND EVERYBODY: ¡Fiestas y a raaaspaaaaaar!
Holidays and time to scraaaatch!

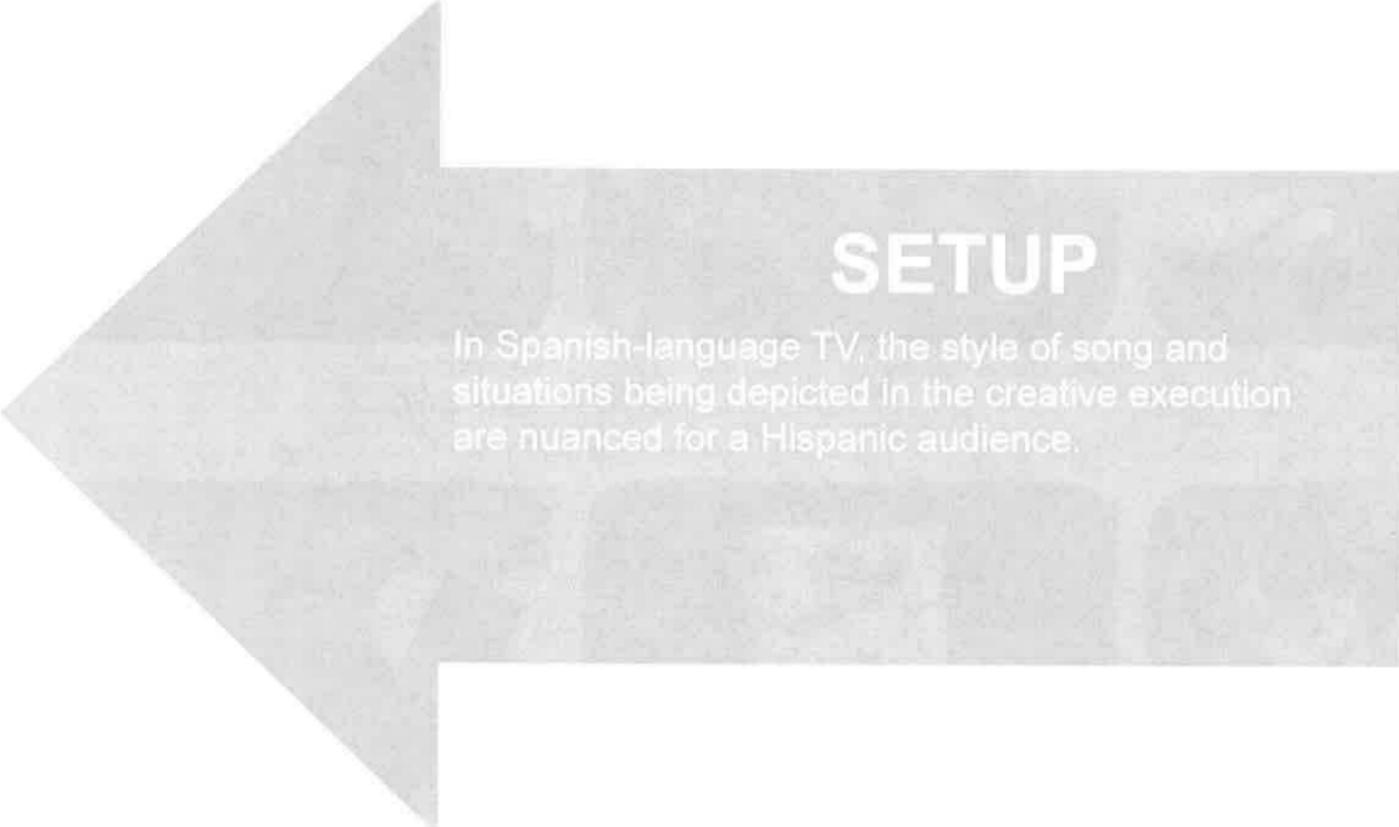
VO: Estas fiestas, reparte raspaditos de la Lotería de Texas.
This holiday season, give Texas Lottery scratch-offs.

CUT TO END TAG WITH TEXAS LOTTERY HAND-AND-HAT LOGO ANIMATION AND SCRATCH-OFFS.

JOSE APPEARS ON SCREEN HOLDING HOLIDAY SCRATCH-OFFS.

JOSE: ¡Reparte felicidad!
Share some happiness!





SETUP

In Spanish-language TV, the style of song and situations being depicted in the creative execution are nuanced for a Hispanic audience.



JOSE (SINGING):
Dales, dales, dales
Give 'em, give 'em give em



JOSE (SINGING): Sé generoso y dales
Be generous and give 'em



JOSE (SINGING):
¡Dales algo para raaaapaaaar!
Something tooo scraaaatch!



JOSE (SINGING WHILE LIFTING A SCRATCH-OFF):
Regala en estas fiestas
This season, give



JOSE (SINGING WHILE LIFTING A SCRATCH-OFF):
raspaditos de Texas
holiday scratch-offs from the Texas Lottery



JOSE (SINGING WHILE LIFTING A SCRATCH-OFF):
Verás cuánto los vas a alegraaaar
You'll see how much joy you'll bnnnnng



JOSE: ¡Pásalos! ¡Ráspalos!
Pass 'em out! Scratch 'em off!



HUSBAND: ¡Dáselos!
Give 'em out!
JOSE: ¡Ráspalos!
Scratch 'em off!



JOSE: ¡Démoslos! ¡Raspaditos ya!
Let's give 'em out! Scratch-offs now!



BUS DRIVER: ¡Pásalos!
Pass 'em out!
JOSE: ¡Ráspalos!
Scratch 'em off!



FIREMEN: ¡Dáselos!
Give 'em out!
JOSE: ¡Ráspalos!
Scratch 'em off!



JOSE: ¡Démoslos!
Let's give 'em out!



JOSE AND EVERYBODY: ¡Fiestas y a raaaapaaaaar!
Holidays and time to scraaaatch!



VO: Estas fiestas, reparte raspaditos de la Lotería de Texas.
This holiday season, give Texas Lottery scratch-offs.



JOSE: ¡Reparte felicidad!
Share some happiness!



“FOR EVERYBODY”

(BILINGUAL)

CAMPAIGN: EXTEND HAPPINESS



“For Everybody” (Bilingual) :30

[EXTEND HAPPINESS]

OPEN WITH EARL, A DEEP-VOICED COWBOY, SINGING TO THE MELODY OF “RAWHIDE” IN AN OFFICE. ALONGSIDE HIM IS JOSE, OUR TEJANO COWBOY. WE SEE COWORKERS GIVING EACH OTHER SCRATCH-OFFS AND EVERYONE IS GETTING EXCITED. EARL AND JOSE ALSO HAND SOME SCRATCH-OFFS TO RANDOM PEOPLE.

EARL (SINGING): Giving, giving, giving. The season’s made for giving. Give ‘em holiday scratch-offs!

AS EARL SINGS, HIM AND JOSE WALK DOWN THE HALL. WE SEE OTHER COWORKERS SMILING WITH EXCITEMENT AS THEY SCRATCH HOLIDAY TICKETS.

EARL (SINGING WHILE LIFTING A SCRATCH-OFF):
Sure, they’re small in stature, but they’re large in gesture, they’re the most exciting gifts by far!

WE FOLLOW EARL AND JOSE WALKING DOWN THE STEPS TOWARD THE BUSY LOBBY OF THE BUILDING AS EVERYONE GIVES SCRATCH-OFFS TO EACH OTHER.

EARL POINTS OFF SCREEN. JOSE LOOKS IN THE SAME DIRECTION.

EARL: Round ‘em up! Give ‘em out!

WE QUICKLY CUT TO TWO GUYS CLEANING WINDOWS OUTSIDE OF A BUILDING. THEY’RE WAVING SCRATCH-OFFS EXCITEDLY.

CLEANER & EARL: Hand ‘em out! Scratch ‘em off!

CUT BACK TO EARL & JOSE POINTING ANOTHER DIRECTION.

JOSE: ¡Pásalos! ¡Ráspalos!
Pass ‘em out! Scratch ‘em off!

CUT TO TWO TAXI CAB DRIVERS IN THEIR CARS EXCHANGING SCRATCH-OFFS THROUGH THEIR WINDOWS.

DRIVERS & EARL: Scratch-offs! Round ‘em up!

CUT TO TWO FRIENDS ON A PARK BENCH SCRATCHING AWAY AT THEIR SCRATCH-OFFS.

PARK GUYS & EARL: Give ‘em out! Hand ‘em out!

CUT TO EARL AND JOSE OUTSIDE ON A CROWDED SIDEWALK.

EARL: Scratch ‘em off!

JOSE: ¡Ráspalos!
Scratch ‘em off!

THE CAMERA PULLS OUT WIDE TO REVEAL MORE PEOPLE. EVERYONE IS EITHER RECEIVING, GIVING, OR SCRATCHING TEXAS LOTTERY HOLIDAY SCRATCH-OFFS. THE STREET IS A GIANT FESTIVAL, COMPLETELY CROWDED LIKE A PARADE.

EARL, JOSE & EVERYONE:
Holiday scratch-ooooffs!

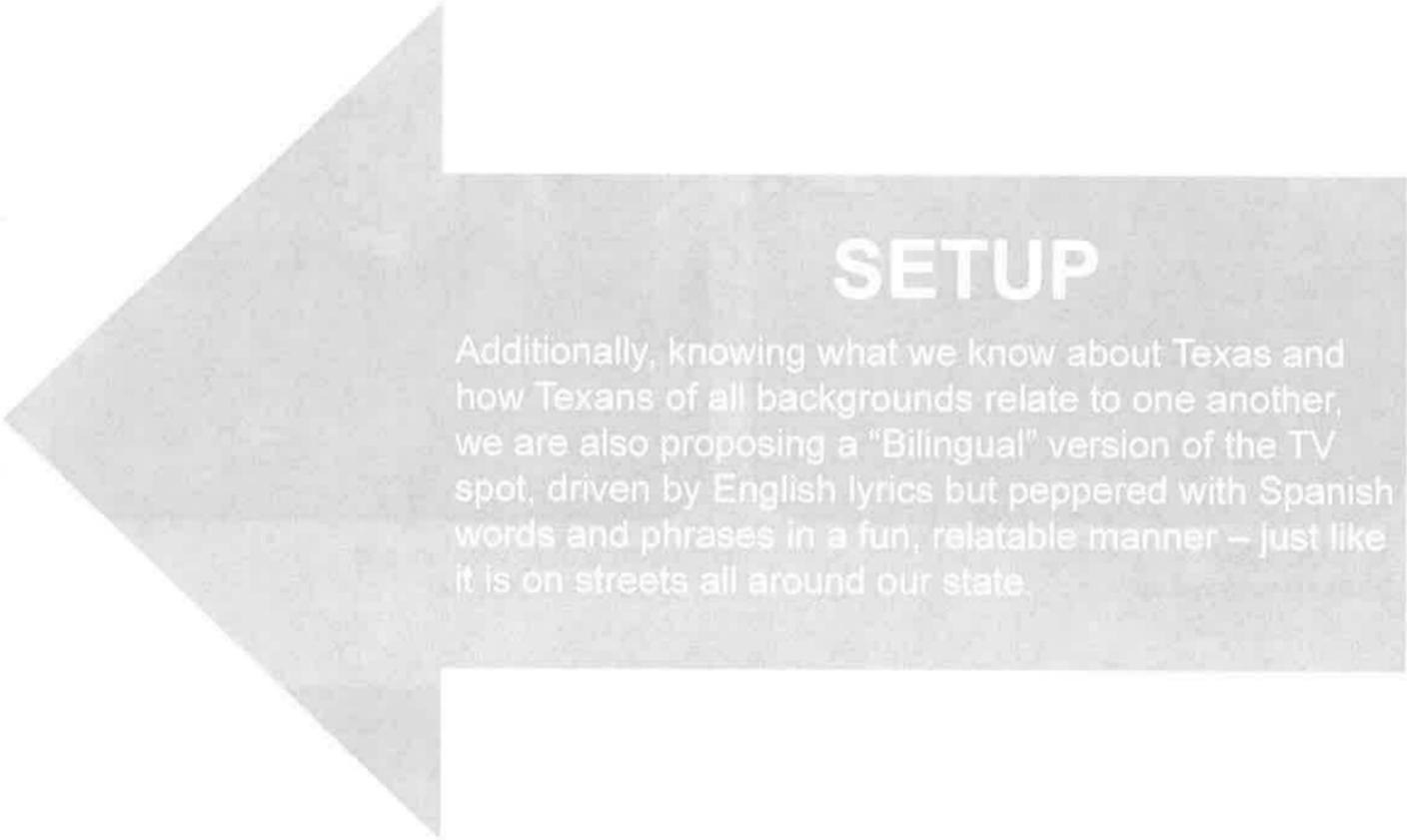
AVO: Share some happiness this season. Give holiday scratch-offs from the Texas Lottery.

CUT TO LOGO END TAG WITH TEXAS LOTTERY HAND-AND-HAT LOGO ANIMATION AND SCRATCH-OFFS.

EARL AND JOSE APPEAR ON SCREEN HOLDING HOLIDAY SCRATCH-OFFS.

EARL & JOSE: Joy for y’all!





SETUP

Additionally, knowing what we know about Texas and how Texans of all backgrounds relate to one another, we are also proposing a "Bilingual" version of the TV spot, driven by English lyrics but peppered with Spanish words and phrases in a fun, relatable manner – just like it is on streets all around our state.



EARL (SINGING): Giving, giving, giving. The season's made for giving. Give 'em holiday scratch-offs!



EARL (SINGING WHILE LIFTING A SCRATCH-OFF): Sure, they're small in stature, but they're large in gesture...



COUPLE: ...They're the most exciting gifts by far!



EARL: Round 'em up! Give 'em out!



CLEANER: Hand 'em out!
EARL: Scratch 'em off!



JOSE: ¡Pásalos! ¡Ráspalos!
Pass 'em out! Scratch 'em off!



TAXI DRIVERS: Scratch-offs!
EARL: Round 'em up!



PARK GUYS: Give 'em out!
EARL: Hand 'em out!



EARL: Scratch 'em off!
JOSE: ¡Ráspalos!
Scratch 'em off!



EARL & EVERYONE: Holiday scratch-oooooffs!



AVO: Share some happiness this season. Give holiday scratch-offs from the Texas Lottery.



EARL: Joy for y'all!



“EXCITEMENT TO REMEMBER”

(ENGLISH)

CAMPAIGN: EXTEND HAPPINESS

As mentioned previously, the song becomes the foundation of this campaign and will be used in Radio. The universal appeal of the music makes it a relevant, natural fit for English-speaking audiences of all backgrounds, especially in the Holiday time period. For the African American audience, we will ensure that the spot airs in the most relevant Urban stations, and will surely break through the clutter in this environment.

(NOTE: Please reference the enclosed demo.)

Excitement_to_Remember_ENG.mp3



“Excitement to Remember” (ENGLISH) :60 [EXTEND HAPPINESS]

EARL: Every year the holiday season rolls around. And every year, there’s a ton of folks you want to give presents to. But it’s either too hard to find a good gift or you’re the type who thinks fruitcake is palatable.

Well, this year, give ‘em holiday scratch-offs from the Texas Lottery. Give ‘em a little excitement they’ll remember.

EARL (SINGING TO THE MELODY OF RAWHIDE):

Giving, giving, giving.
The season’s made for giving.
Give ‘em holiday scratch-offs!

Sure, they’re small in stature,
But, they’re large in gesture,
They’re the most exciting gifts by far!

Round ‘em up! Give ‘em out!
Hand ‘em out! Scratch ‘em off!
Scratch ‘em off! Scratch ‘em off
Scratch-offs!

Round ‘em up! Give ‘em out!
Hand ‘em out! Scratch ‘em off!
Scratch ‘em off!
Holiday scratch-oooooffs!

AVO: Share some happiness this season. Give holiday scratch-offs from the Texas Lottery.

EARL: Joy for y’all!



“GIVE OUT PLENTY”

(SPANISH)

CAMPAIGN: EXTEND HAPPINESS

A version of the adapted song used in the Spanish-language TV execution, will be utilized in Spanish-language Radio to reach Spanish-preferred and Bilingual listeners.

(NOTE: Please reference the enclosed demo.)

Give_Out_Plenty_SPAN.mp3



“Give Out Plenty” (SPANISH) :60

[EXTEND HAPPINESS]

JOSE:

Todos los años se acercan las fiestas. Y todos los años, hay un montón de gente a la que quieres hacerles regalos. Pero, o es muy difícil encontrar un buen regalo o eres del tipo de personas que todavía cree que la gente quiere que le regales pañuelos o calcetines ridículos.

Every year the holiday season rolls around. And every year, there’s a ton of folks you want to give presents to. But it’s either too hard to find a good gift or you’re the type who still believes people want to receive handkerchiefs or funny-looking socks as a gift.

Este año, dales a todos una emoción que recordarán por siempre.

This year, give everyone a little excitement they’ll remember.

JOSE (SINGING TO THE MELODY OF RAWHIDE):

Dales, dales, dales. Sé generoso y dales.

¡Dales algo para raspaaaaar!

Give ‘em, give ‘em, give ‘em. Be generous and give ‘em. Something to scraaaatch!

Regala en estas fiestas raspaditos de Texas.

Verás cuánto los vas a alegraaaaar.

This holiday, give Texas Lottery Scratch-offs.

You’ll see the joy you’ll bring ‘em.

¡Pásalos! ¡Ráspalos!

¡Dáselos! ¡Ráspalos!

¡Démoslos! ¡Raspaditos ya!

Hand ‘em out! Scratch ‘em off!

Give ‘em out! Scratch ‘em off!

Let’s give them out! Scratch-offs now!

¡Pásalos! ¡Ráspalos!

¡Dáselos! ¡Ráspalos!

¡Démoslos!

¡Fiestas y a raaaspaaaaaaar!

Hand ‘em out! Scratch ‘em off!

Give ‘em out! Scratch ‘em off!

Let’s give them out!

Holiday scratch-oooooffs!

VO:

Estas fiestas, reparte raspaditos de la Lotería de Texas.

This holiday season, give holiday scratch-offs from the Texas Lottery.

JOSE:

¡Reparte felicidad!

Share some happiness!

SPECIAL TACTICS AT RETAIL

“EXTEND HAPPINESS”
(ENGLISH/SPANISH)

Regardless of concept direction, we recommend specific tactics be implemented to pique consumer interest in giving Holiday Scratch-offs as the perfect gift, and driving Sales. These include:

Pre-packaged bundles:

Specially-prepared groups of Holiday Scratch-offs in a gift-like presentation should be offered to consumers as quick and easy gift ideas. They should be made available in a variety of price points, and could be purchased in much the same manner as ready-packaged gift cards.

Second-chance offerings:

What better time than the holidays to keep the fun and excitement of Scratch-offs going? Innovative second-chance drawings can be devised whereby the Texas Lottery doesn't need to provide actual prizes, but rather, through key partnerships they can facilitate discounts of varying values.

Examples of second-chance opportunities could include:

- Fun premiums at events – non-winning tickets can be redeemed for Lottery-branded premiums
- Retail partner discounts at Texas Lottery vendor locations – non-winning tickets can be used as collateral for partial payment of goods
- Retail partner raffles – non-winning tickets can be raffled to win gift cards to H-E-B, Tetco, and/or other Lottery retail partners
- Restaurant partner discounts – There's a great opportunity to have the Lottery become an organic, natural part of consumers' lives, by entering into partnerships with unexpected entities, such as restaurants. In a time when restaurants are cutting back on Direct Mail advertising budgets, the Lottery could provide 5 second tags at end of our advertising, to help drive traffic to partner locations. In return, these restaurant partners help offset some advertising costs, and accept non-winning scratch-offs as collateral for 1/2 off deals in their establishments.



BUNDLE (TEAR OPEN)

SECOND CHANCE MAILBOX
 (Explained in detail in events section later in this response)



SPANISH LANGUAGE BUNDLE (TEAR OPEN)
 SCRATCH-OFFS OF JOY



POS / OOH

“EXTEND HAPPINESS”
(ENGLISH/SPANISH)

In Printed Media, phrases in the style and tone of the “Give ‘Em Out” lyrics will be employed to ensure that the all-inclusive, playful nature of the campaign permeates throughout every piece of communication.

Also important, especially in the holiday time period, is the need for in-store communication that will break through the cluttered environment.

The predominant look and feel during the holidays, the one that is over-utilized by the majority of brands at retail, plays in the red-green, red-white, silver-blue and/or red-gold color palettes. For this assignment in particular, it was crucial for us to maintain the Holiday “spirit” while establishing a look-and-feel for the campaign that differentiates the brand from all others.

Our goal is to establish a graphic identity for the campaign that truly calls attention to itself in Printed Media but most importantly at Retail. And this cannot be ensured if we adhere to what everyone else will be doing, mainly designing around red, green, blue, silver and gold color schemes.

JOY FOR Y'ALL



**HOLIDAY SCRATCH-OFFS
SHARE SOME HAPPINESS**



POSTER



POSTER
SHARE SOME HAPPINESS!
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY



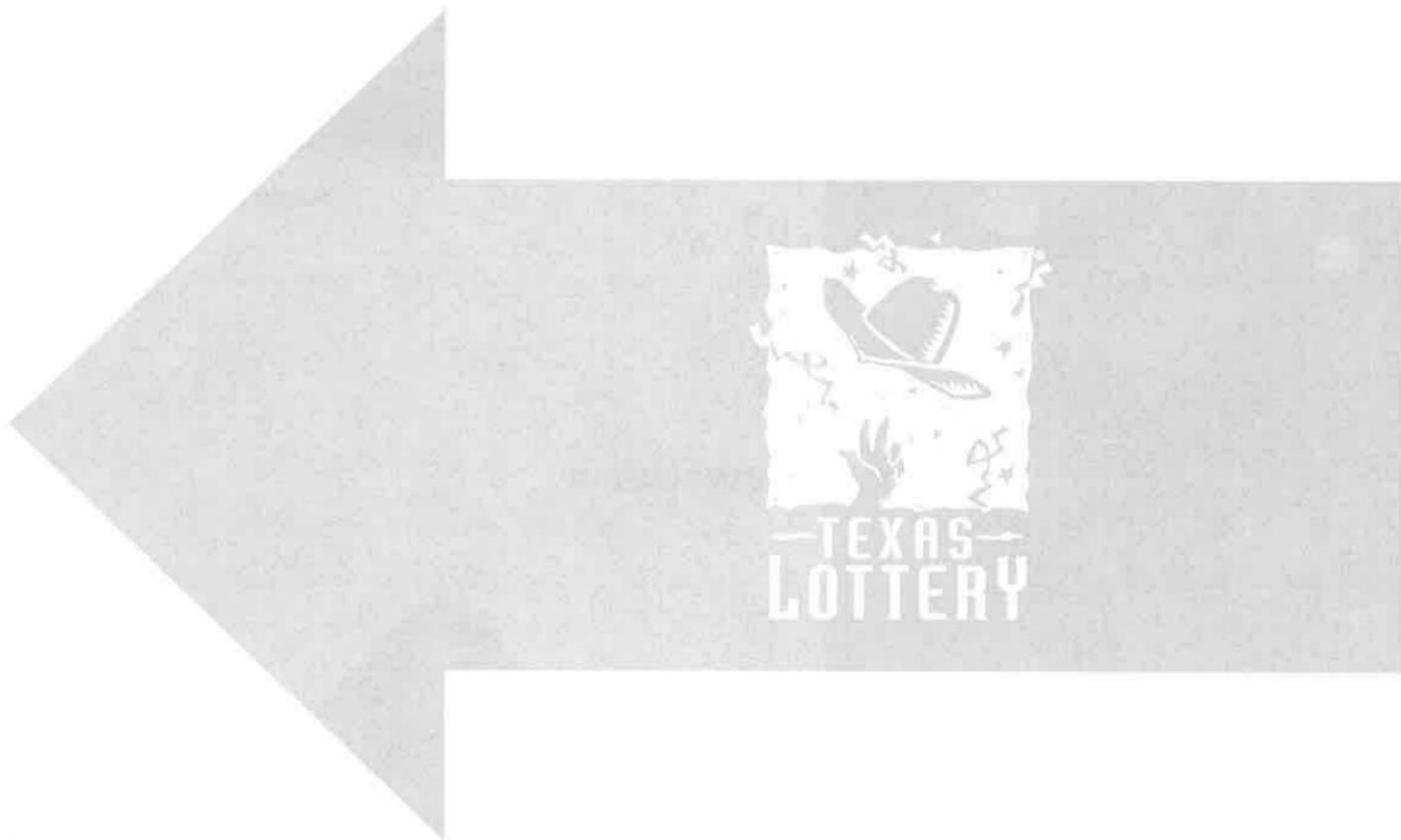
EXTENDED OUTDOOR BILLBOARDS



OUTDOOR BILLBOARDS



OUTDOOR BILLBOARDS
SHARE SOME HAPPINESS!
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY





FREEZER CLING



FLOOR DECAL



CEILING DANGLER

SHELF DANGLER





PLAYSTATION



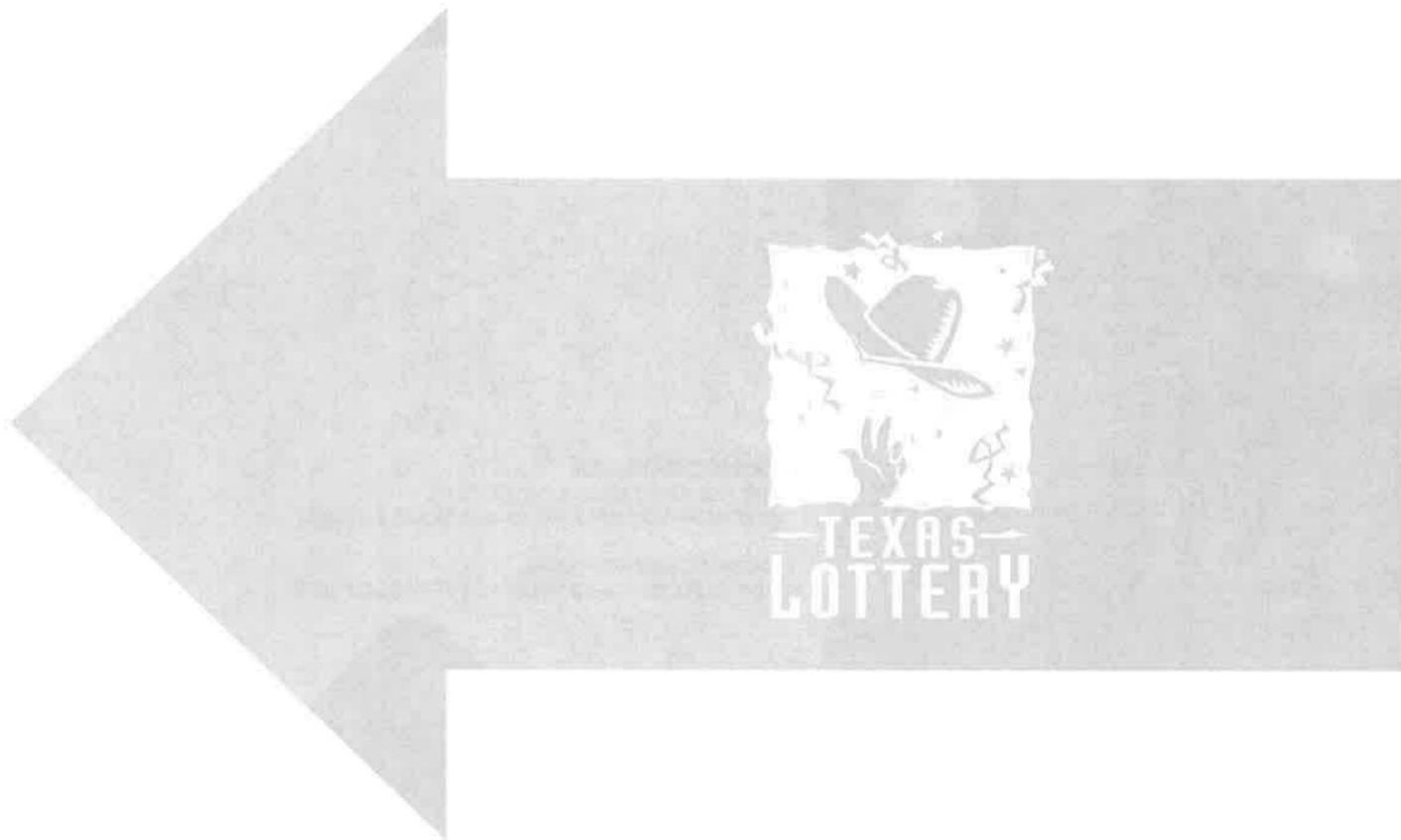


PUMP TOPPER



HOSE TALKER







FREEZER CLING
DON'T BE COLD!
GIVE SCRATCH-OFFS
SHARE SOME HAPPINESS

FLOOR DECAL
THE WAY* TO SPREAD HAPPINESS
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY
*as in 'route'



CEILING DANGLER
THE HOLIDAYS HAVE ARRIVED!
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY

SHARE SOME HAPPINESS.
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY



SHELF DANGLER
SHARE SOME HAPPINESS!
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY





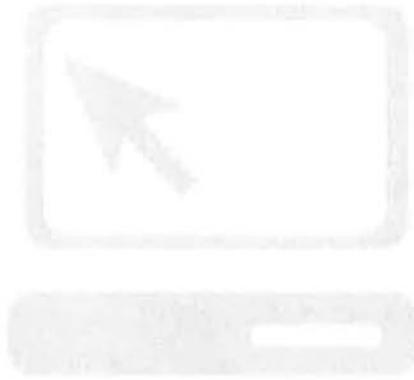
PLAYSTATION
SPREAD A BUNCH OF HAPPINESS
GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY



PUMP TOPPER
IT'S THE SEASON TO SHARE
SOME HAPPINESS
GIVE SCRATCH-OFFS FROM
THE TEXAS LOTTERY



HOSE TALKER
FILL THEM WITH HAPPINESS
GIVE SCRATCH-OFFS FROM
THE TEXAS LOTTERY



DIGITAL
“EXTEND HAPPINESS”
(ENGLISH/SPANISH)

The use of the song is extended into Digital and Experiential, so the playful and endearing “Joy for Y’all, Share Some Happiness” message is carried throughout the campaign.



Extend
Happiness
Digital
Creative

Program Overview

At retail and events, fans of Texas Lottery will be able to sing and record their version of the song from the TV spot. Videos will be uploaded onto a microsite where they will be voted upon by the public. Videos receiving the most "Likes" win a shopping spree, compliments of the Texas Lottery. In partnership with Universal Music Group, voters are also rewarded with free music as an incentive.

Additionally, a Jib-jab like version of the experience will be created so consumers who did not attend the events at retail will be able to add their and their families' and friends' faces onto characters from the TV spot, that they can in turn share via Social Media.



MICROSITE



JOIN THE SING-ALONG APP



MOBILE APP



BANNERS



Core Idea

Create awareness of Holiday Scratch-offs from the Texas Lottery via Experiential, Promotional Microsite, and Social Media

Considerations

Texas Lottery is new to the Social space and would like to take a more cautious approach to social media.

Why It Works

Allowing users to share videos and Holiday musical e-cards with their social media channels means that Texas Lottery can measure how their brand spreads through social channels without the messiness of moderating their own social space since this execution is in a controlled and moderated environment.

Key Tactic: Microsite for sharing of videos and Jib-Jab type Holiday e-cards

Summary

Trailers outfitted with camera equipment will visit various retail locations throughout the state. Offered the chance to win a shopping spree, users can enter the trailer and record their version of the “Give ‘Em Out” holiday jingle. Once the video has been screened and approved, it would be added to an official microsite. The microsite would allow users to vote for their favorite videos and share via social networks (Twitter, Facebook, etc.) The users with the top videos receiving “Likes” win a shopping spree courtesy of the Texas Lottery. All participants will receive free music downloads via our partnership with Universal Music Group.

Likewise, consumers who do not attend the events or who may not have Social Media presence themselves, can visit the Lottery microsite and create Holiday greeting cards featuring the “Giving, giving, giving” Texas Lottery holiday jingle that they can share via email, Facebook, etc.

Main Message

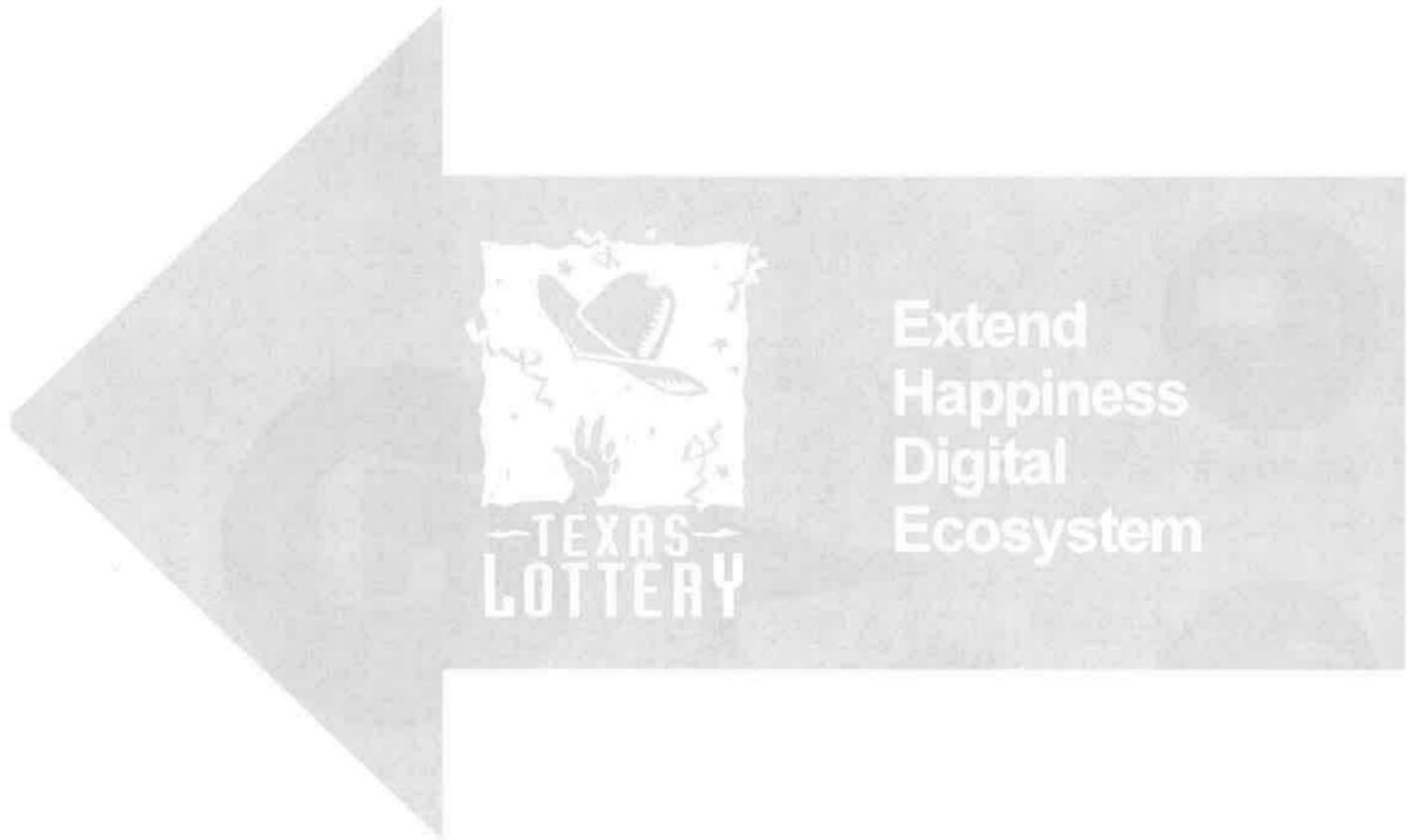
“Share Some Happiness” — Holiday Scratch-offs from the Texas Lottery will have you wishing everyone, “Joy For Y’All!”

Calls to Action

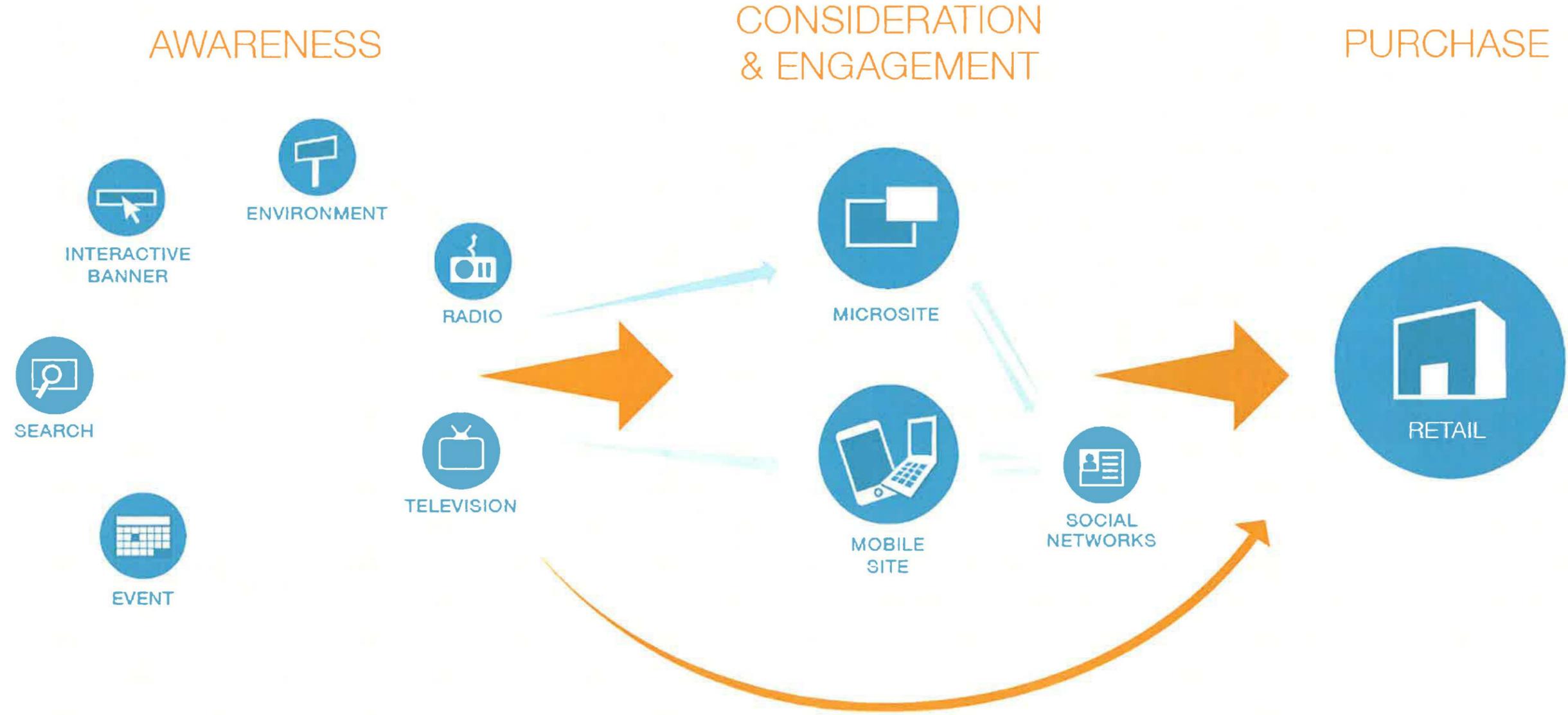
- Rate the sing-a-long spots
- Share your favorite video
- Create a personalized sing-along
- Find a store near you
- Locate the recording trailer

Supporting Traffic Drivers

- Texas Lottery Site
 - Promote the microsite with banner messaging
 - Feature Holiday Scratch-off designs with complementary messaging
 - Re-skin store locator to match holiday look and feel, perhaps include recording locations
- Mobile App
 - Connect offline and online efforts via a mobile application that could be updated regularly throughout the year with the latest store locations, offerings, and advertising initiatives.
 - Holiday version of the app would allow users to:
 - Vote on videos
 - Find retail and recording trailer locations
- In-Store Signage
 - Incorporate digital calls to action via mobile in-store, including:
 - Watch and vote for videos on the microsite
 - Sign up for alerts (mobile push notifications in proximity to recording spots)
 - Incorporate QR codes at points of purchase such as cash registers which would link to mobile version of the microsite
- Online Display Media
 - Choose digital placements and banner ads on cultural sites (such as music sites — one potential audience would be aspiring musicians and singers)
- TV/Radio
 - Microsite URL
 - Shazam — use Shazam app to drive to mobile site



Extend Happiness Digital Ecosystem



EXPERIENTIAL

PROMOTIONS AND EVENTS

“EXTEND HAPPINESS”

(ENGLISH/SPANISH)

As mentioned in the previous Digital section, the use of the song is extended into Experiential, so the playful rendition of the theme from “Rawhide”, and the endearing “Share Some Happiness/Joy For Y’All” message in the Holiday adaptation, is carried throughout the campaign.

Further, at select retail partners, we would strive to bring the in-store branding outdoors with impactful graphics and tailor-made modular events including Total Store Takeovers:

EVENT IDEA: Total Store Takeovers and Trailer/Van Tour

HOW IT WORKS: Texas Lottery will team up with a top C-store chain already utilizing Holiday Scratch-off POS to create a branded Lottery Holiday experience inside and outside the store. The initiative will create buzz and drive store visits while promoting Holiday scratch-offs from the Texas Lottery.





Takeover elements could include:

- C-store exteriors fully branded with Texas Lottery Holiday look-and-feel
- Inflatable Hat or other element from the TV execution featured on the C-store roof or other highly visible area

- Second-chance mailbox where consumers place non-winning Holiday scratch-off tickets for the chance to win C-store discounts
 - Winners will be selected by each Retailer at random via raffle



Local radio stations will be tied in to help promote the events and raise awareness of key Takeover locations and other places where the Holiday Tour will be.

- Could tie into Radio remote or other event such as:
 - "Share Some Happiness" Trailer tour (as described in the Digital section of this response) – where consumers are invited to sing the "Give 'em Out" jingle.

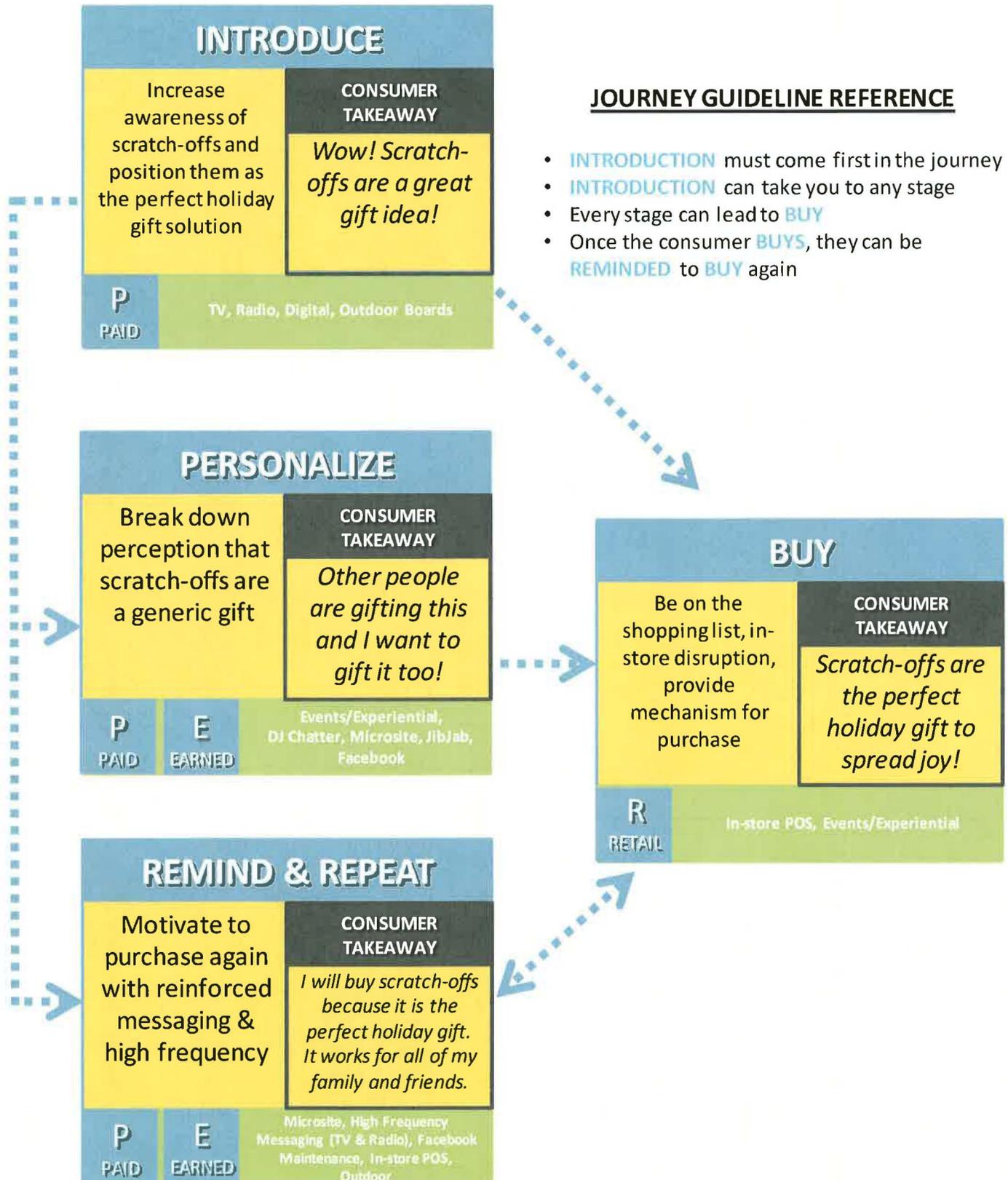


Guerrilla Caroler Blitz – where team of Texas Lottery Carolers travel around key Texas cities in a specially-marked van making random stops, singing the "Give 'em Out" jingle and other Holiday favorites, and handing out Texas Lottery premiums to attendees



The Trailer Tour and Guerrilla Caroler Blitz will be modular enough to take to multiple locations throughout the season. Interactive games and other attractions can also be incorporated to create a unique branded experience that entices people and motivates them to participate.

Integrated Campaign Journey



CAMPAIGN 2

“YOU DON’T HAVE TO CHOOSE”

Concept Statement:

Recently, times have been difficult and we have all been forced to shorten our holiday lists. This year, treat yourself - and all those on your list - with a winning gesture, compliments of the Texas Lottery. Holiday Scratch-offs are the perfect gift everybody loves, and a great way to liven up somebody’s holiday with something fun and affordable.



CAMPAIGN 2

“YOU DON’T HAVE TO CHOOSE”

Broadcast:

TV and Radio are driven by a simple premise: “Now that you’ve got the perfect gift – Holiday Scratch-offs from the Texas Lottery – all you need to do is find that perfect ‘someone’ to give them to.” The idea plays off the iconic Holiday phrase “Making a List” to communicate to consumers that Holiday Scratch-offs are for everyone, so you don’t have to choose and you don’t have to leave anyone off *your* “naughty or nice” list.





“THE PERFECT SOMEONE”

(ENGLISH)

CAMPAIGN: YOU DON'T HAVE TO CHOOSE



“The Perfect Someone” (English) :30 [YOU DON’T HAVE TO CHOOSE]

WE OPEN WITH HAROLD. HE’S AT THE COUNTER OF A CONVENIENCE STORE BUYING TEXAS LOTTERY HOLIDAY SCRATCH-OFFS. AS HE’S ABOUT TO WALK AWAY, A NARRATOR TELLS HIM.

NARRATOR: Ah... Texas Lottery holiday scratch-offs. I see you found the perfect gift. All you have to do now is find the perfect someone to receive it. Who is it, Harold?

HAROLD IS CAUGHT OFF GUARD AND FREEZES TO THINK ABOUT IT.

NARRATOR: Is it Monica? The sweet girl that works at the coffee shop on 2nd street, who always gets your name wrong, but makes the best mocha with that extra room for milk you like?

WE SEE MONICA SERVING A GLORIOUS CUP OF MOCHA. ON THE CUP IT READS “GERALD” WRITTEN BY HAND. WE END WITH HAROLD GIVING HER A TEXAS LOTTERY SCRATCH-OFF. SHE GETS VERY EXCITED AND SPILLS THE CUP OF COFFEE.

NARRATOR: Or is it your brother-in-law, Mike, who always has to one-up you? But, he always brings your favorite dessert to the family holiday party.

WE SEE HAROLD IN A NORMAL-SIZE PICKUP TRUCK, VERY PROUD. THEN MIKE ROLLS UP NEXT TO HIM IN A GIANT MONSTER TRUCK TO OUTSHINE HIM. CUT TO THE FAMILY HOLIDAY PARTY, WHERE WE SEE MIKE HAND HAROLD HIS FAVORITE PUMPKIN PIE. HAROLD GIVES MIKE A TEXAS LOTTERY SCRATCH-OFF. THEY ARE BOTH VERY HAPPY.

NARRATOR: Or is it John? The guy at work who wears skinny ties, who was rude to you once, but indirectly apologized in an email, so now you think he’s kind of, sort of, alright?

IN AN ELEVATOR THAT IS CLOSING ITS DOORS, WE SEE JOHN PRETENDING TO BE DEEP IN HIS SMARTPHONE, JUST TO AVOID HOLDING IT FOR HAROLD, WHO IS TRYING TO CATCH IT.

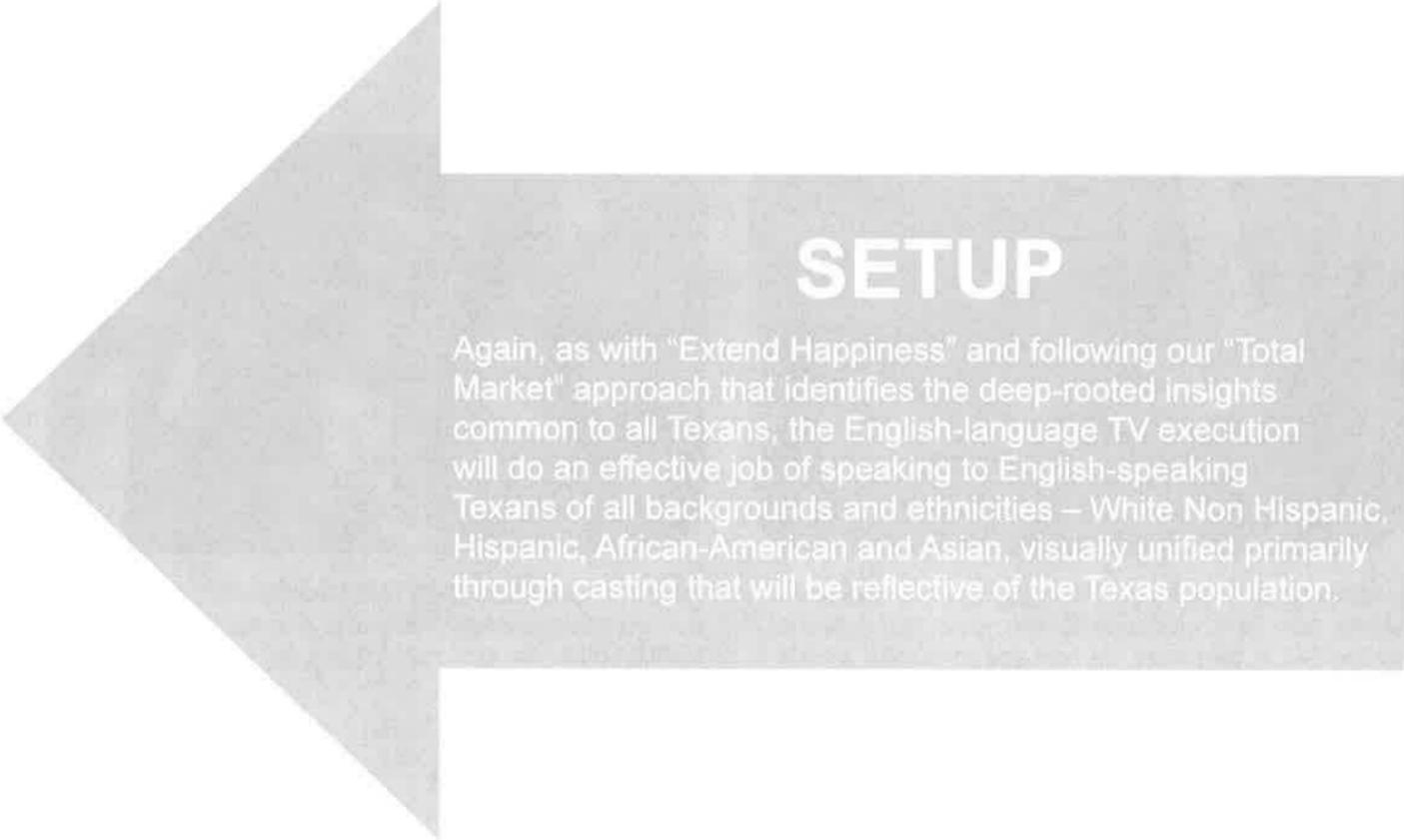
WE CUT BACK TO HAROLD AT THE CONVENIENCE STORE WITH HOLIDAY SCRATCH-OFFS IN HIS HAND.

HAROLD (ADDRESSING THE NARRATOR):
But why choose when I can just give to each of them?

NARRATOR: Oh, you make a good point.

CUT TO END TAG WITH TEXAS LOTTERY HAND-AND-HAT LOGO ANIMATION AND SCRATCH-OFFS.

AVO: With holiday scratch-offs from the Texas Lottery you don’t need to choose. They’re the perfect gift for everyone! So make your list and check it twice because now you can give to the naughty and nice.

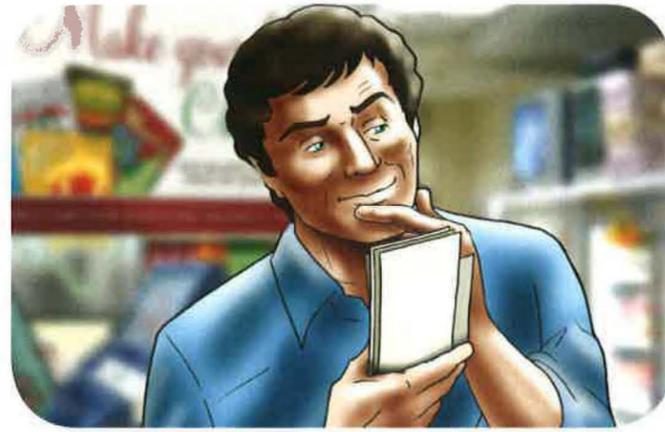


SETUP

Again, as with "Extend Happiness" and following our "Total Market" approach that identifies the deep-rooted insights common to all Texans, the English-language TV execution will do an effective job of speaking to English-speaking Texans of all backgrounds and ethnicities – White Non Hispanic, Hispanic, African-American and Asian, visually unified primarily through casting that will be reflective of the Texas population.



NARRATOR: Ah... Texas Lottery holiday scratch-offs. I see you found the perfect gift.



NARRATOR: All you have to do now is find the perfect someone to receive it. Who is it, Harold?



NARRATOR: Is it Monica? The sweet girl that works at the coffee shop on 2nd Street?



NARRATOR: Who always gets your name wrong, but makes the best mocha with that extra room for milk you like?



NARRATOR: Or is it your brother-in-law, Mike, who always has to one-up you?



NARRATOR: But, he always brings your favorite dessert to the family holiday party.



NARRATOR: Or is it John? The guy at work who wears skinny ties, who was rude to you once, but indirectly apologized in an e-mail, so now you think he's kind of, sort of, alright?



HAROLD (ADDRESSING THE NARRATOR): But why choose when I can just give to each of them?
NARRATOR: Oh, you make a good point.



AVO: With holiday scratch-offs from the Texas Lottery, you don't need to choose. They're the perfect gift for everyone! So make your list and check it twice because now you can give to the naughty and nice.



“WHO IS IT?”

(SPANISH)

CAMPAIGN: YOU DON'T HAVE TO CHOOSE



“Who Is It?” (Spanish) :30 [YOU DON'T HAVE TO CHOOSE]

OPEN ON EZEQUIEL, A CONSTRUCTION WORKER, BUYING A TEXAS LOTTERY HOLIDAY SCRATCH-OFF AT A CONVENIENCE STORE. AS HE'S ABOUT TO WALK AWAY, A NARRATOR TELLS HIM.

NARRATOR: Estos raspaditos son perfectos para regalar, Ezequiel. Ahora, todo lo que tienes que hacer es decidir a quién se los vas a dar.
You see Ezequiel, these scratch-offs are perfect for giving. Now you just have to decide whom to give them to.

EZEQUIEL STOPS TO THINK ABOUT IT.

NARRATOR: ¿Será a Doña Daniela? La señora del restaurante que prepara las tortas como las hacen en casa, esa que siempre te da “un poquito más”.
Perhaps Daniela? The nice lady from the diner who's the only one that makes tortas the way they make them back home and always gives you “a little extra.”

WE SEE DANIELA AT THE DINER. SHE GIVES A BIG ROUND TORTA TO EZEQUIEL. THEN, SHE ADDS AN AVOCADO SLICE TO HIS PLATE. EZEQUIEL SMILES AND GIVES HER A TEXAS LOTTERY HOLIDAY SCRATCH-OFF. SHE GETS EXTRA EXCITED AND ACCIDENTALLY STAINS HIM WITH SALSA.

NARRATOR: ¿Qué tal a Pablo? A veces puede ser un poco pesado pero, ¿eso qué? Cuando puede te da un aventón.
How about Pablo? He can be a little annoying sometimes but, who cares, he gives you a ride whenever he can.

PABLO POINTS THE FIRST BUTTON ON EZEQUIEL'S SHIRT. AND WHEN EZEQUIEL LOOKS DOWN HE FLICKS EZEQUIEL'S NOSE AND LAUGHS. WE END WITH EZEQUIEL GIVING PABLO A TEXAS LOTTERY SCRATCH-OFF. PABLO IS SURPRISED AND GIVES EZEQUIEL A BIG HUG.

NARRATOR: O al primo Luis, que es familia pero, no sólo te pide todo prestado sino que te lo devuelve roto.
Or is it your cousin Luis? The one who borrows your stuff and returns it broken.

WE SEE COUSIN LUIS ENTERING EZEQUIEL'S ROOM WITH A BROKEN GUITAR. WE END WITH EZEQUIEL GIVING LUIS A TEXAS LOTTERY SCRATCH-OFF. AN EXCITED LUIS GIVES A LITTLE TOO HARD “HIGH FIVE” TO EZEQUIEL.

WE CUT BACK TO EZEQUIEL AT THE CONVENIENCE STORE.

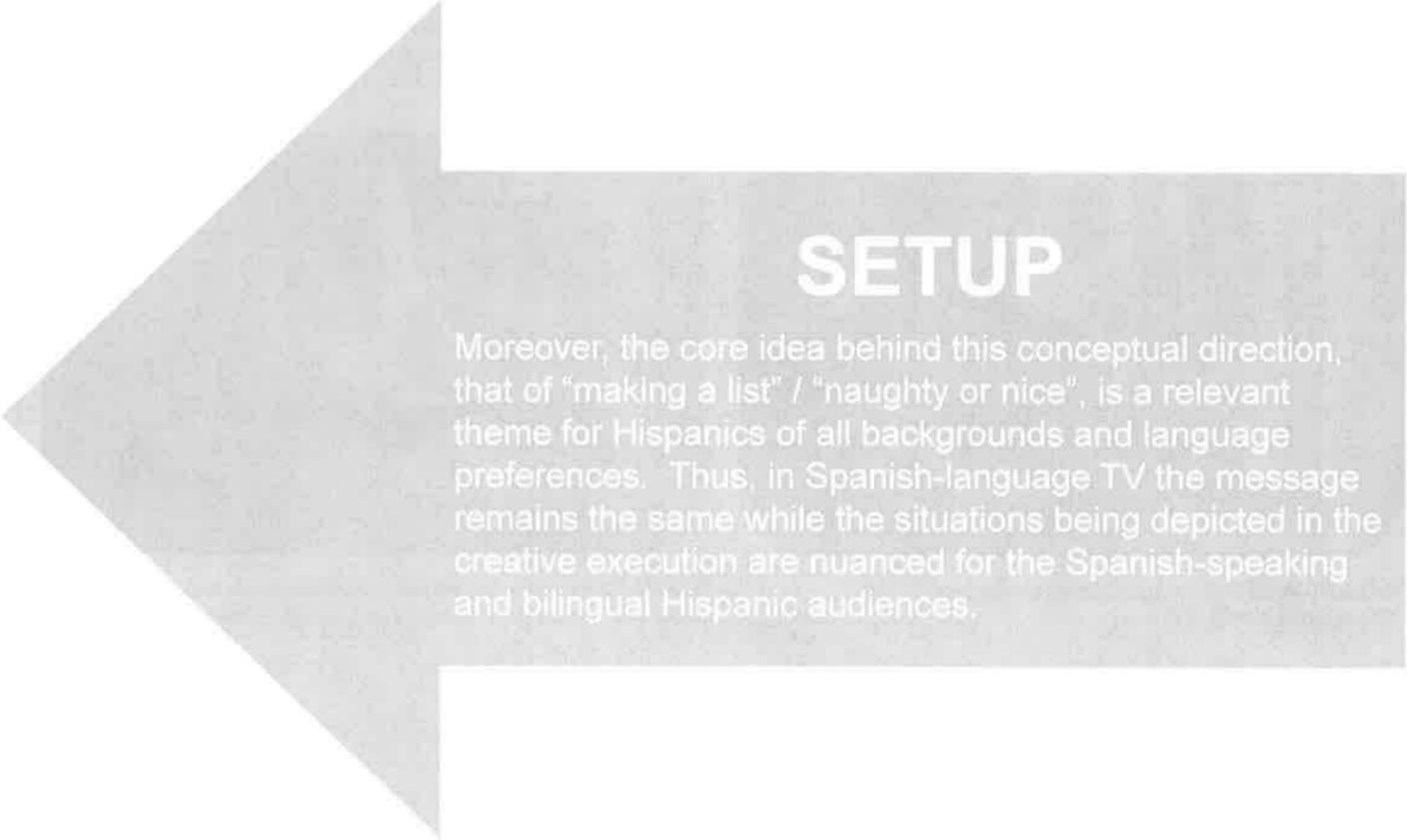
EZEQUIEL (ADDRESSING THE NARRATOR):
¿Y si le doy a todos raspaditos de regalo?
What if I just give everyone scratch-offs as a gift?

NARRATOR: Hm, bien pensado, Ezequiel.
Hm, good thinking, Ezequiel.

CUT TO END TAG WITH TEXAS LOTTERY HAND-AND HAT LOGO ANIMATION AND SCRATCH-OFFS.

AVO: ¡Ya no tienes que escoger, porque le puedes regalar a todos en tu lista! Los raspaditos de la Lotería de Texas son el regalo perfecto en estas fiestas... no importa si se portan bien o no tan bien.
There's no need to choose, because you can give to everyone on your list! Holiday scratch-offs from the Texas Lottery are the perfect gift for everyone... whether they're naughty or nice.



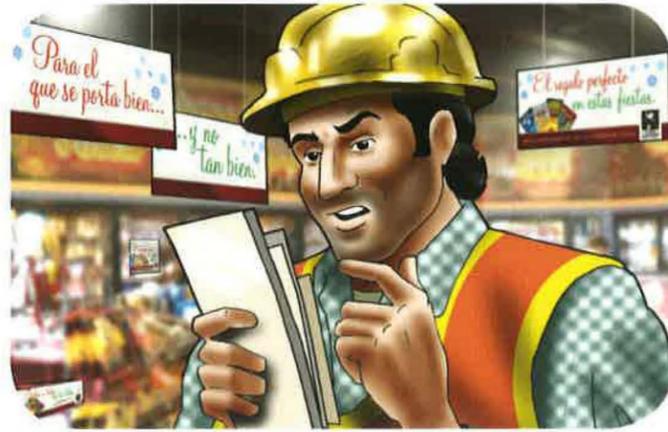


SETUP

Moreover, the core idea behind this conceptual direction, that of “making a list” / “naughty or nice”, is a relevant theme for Hispanics of all backgrounds and language preferences. Thus, in Spanish-language TV the message remains the same while the situations being depicted in the creative execution are nuanced for the Spanish-speaking and bilingual Hispanic audiences.



NARRATOR: Estos raspaditos son perfectos para regalar, Ezequiel.
You see Ezequiel, these scratch-offs are perfect for giving.



NARRATOR: Ahora, todo lo que tienes que hacer es decidir a quién se los vas a dar.
Now you just have to decide whom to give them to.



NARRATOR: ¿Será a Doña Daniela?
Perhaps Daniela?



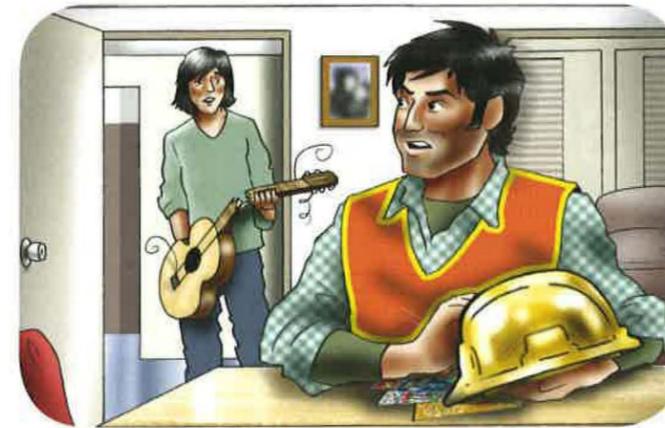
NARRATOR: La señora del restaurante que prepara las tortas como las hacen en casa, esa que siempre te da "un poquito más".
The nice lady from the diner who's the only one that makes tortas the way they make them back home and always gives you "a little extra"



NARRATOR: ¿Qué tal a Pablo? A veces puede ser un poco pesado pero...
How about Pablo? He can be a little annoying sometimes but...



NARRATOR: ...¿eso qué? Cuando puede te da un aventón.
...who cares, he gives you a ride whenever he can



NARRATOR: O al primo Luis, que es familia pero...
Or is it your cousin Luis?...



NARRATOR: ...no sólo te pide todo prestado sino que te lo devuelve roto.
...The one who borrows your stuff and returns it broken.

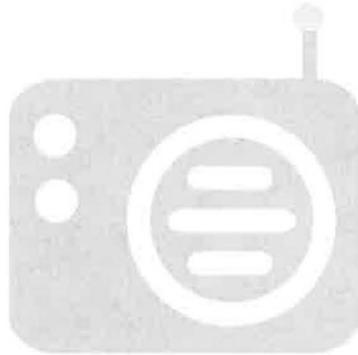


EZEQUIEL (ADDRESSING THE NARRATOR): ¿Y si le doy a todos raspaditos de regalo?
What if I just give everyone scratch-offs as a gift?

NARRATOR: Hm, bien pensado, Ezequiel.
Hm, good thinking, Ezequiel.



AVO: ¡Ya no tienes que escoger, porque le puedes regalar a todos en tu lista! Los raspaditos de la Lotería de Texas son el regalo perfecto en estas fiestas... no importa si se portan bien o no tan bien.
There's no need to choose, because you can give to everyone on your list! Holiday scratch-offs from the Texas Lottery are the perfect gift for everyone... whether they're naughty or nice



“CAROLERS”

(ENGLISH)

CAMPAIGN: YOU DON'T HAVE TO CHOOSE

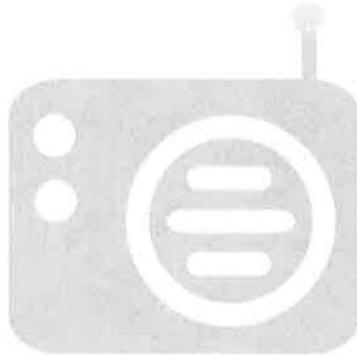
The English and Spanish-language radio executions, bring to life the core idea that Holiday Scratch-offs are for everyone, through a series of engaging, descriptive storylines.

(NOTE: Please reference the enclosed demo.)

Carolers_ENG.mp3



- SFX:** **A CHORUS OF CAROLERS SING.**
- NARRATOR:** You found the perfect gift, holiday scratch-offs from the Texas Lottery. But, the question is, have you found the perfect someone to receive it?
- Is it your Aunt Tammy, who clogs your inbox with annoying chain-letter e-mails you'll never read?
- CAROLERS:** “Mailbox is full.”
- NARRATOR:** But, she makes the best pecan pie.
- CAROLERS:** “Mmmm!”
- NARRATOR:** Or is it Dave? Your coworker who steals your pens and uses them as drumsticks, but also shares his chips with you at lunch.
- SFX:** **GUY BEATING AN ANNOYING RHYTHM ON HIS DESK. THEN WE HEAR GUYS CRUNCHING ON POTATO CHIPS.**
- NARRATOR:** Or are you going to give one to John? Your neighbor who wakes you up every Saturday morning with his annoying lawnmower...
- SFX:** **LAWNMOWER STARTING.**
- CAROLERS:** “Green thumbs”
- NARRATOR:** ...But, has a big TV and always invites you over for the game on Sunday.
- SFX:** **FOOTBALL GAME NOISE ON A TV.**
- CAROLERS:** “Let’s watch the game!”
- NARRATOR:** I know what you are thinking, “why do I have to choose, when I can give one to each of them?” And I guess you’re right.
- ANNCR:** With holiday scratch-offs from the Texas Lottery, you don’t need to choose. They’re the perfect gift for everyone! So make your list and check it twice because now you can give to the naughty and nice.



“MERRY MASH-UP”

(ENGLISH/URBAN)

CAMPAIGN: YOU DON'T HAVE TO CHOOSE

Specifically for Urban radio, the situations and relationships that are portrayed provide a richer, more relevant way to speak to the African American audience.

(NOTE: Please reference the enclosed demo.)

Merry_Mash_Up_URBAN.mp3



“Merry Mash-Up” (English/Urban) :60 [YOU DON'T HAVE TO CHOOSE]

- SFX:** TRADITIONAL HOLIDAY SONG COMES IN.
- NARRATOR:** Congratulations, Erica. You found the perfect gift, holiday scratch-offs from the Texas Lottery. But, have you found the perfect someone to give it to?
- Is it your trainer, Edith?
- SFX:** HOLIDAY MUSIC TAKES ON A MUCH FASTER, WORKOUT-MUSIC-TYPE RHYTHM.
- NARRATOR:** Who's nice, but a little scary with her attempts to motivate you all before each class session?
- TRAINER:** C'mon ladies, those tushes aren't gonna tighten by themselves.
- NARRATOR:** But, you have lost seven and a half pounds.
- SFX:** HOLIDAY MUSIC CHANGES FROM WORKOUT RHYTHM TO ESPN-TYPE SPORTS BEAT.
- NARRATOR:** Or is it James? That guy at work with a cute smile, but he's always balling up paper to shoot baskets at his waste bin.
- JAMES:** He shoots... scoooores!
- SFX:** PAPER GOING IN WASTE BIN.
- NARRATOR:** But, he brings you stuff from the deli when you have to work through lunch.
- SFX:** HOLIDAY MUSIC CHANGES FROM SPORTS BEAT TO SOAP OPERA, CHEESY, OVERLY DRAMATIC MUSIC.
- NARRATOR:** Or is it Mrs. Johnson, your neighbor growing up. She was always stirring up some drama...
- SFX:** MUSIC MAKES A DRAMATIC CRESCENDO.
- MRS. JOHNSON:** I know it's none of my business...
- NARRATOR:** But Mrs. Johnson could stir up a great pot of chili on a cold night, though.
- MRS. JOHNSON:** ...but you have some more.
- SFX:** ALL THREE HOLIDAY MUSICAL BEATS AND STYLES COMBINE FOR A REALLY COOL SOUNDING HOLIDAY MASH-UP.
- NARRATOR:** I know what you are thinking, “Why choose? I can give one to each of them!” And I guess you're right.
- ANNCR:** With Texas Lottery holiday scratch-offs, you don't need to choose. They're the perfect gift for everyone!
- NARRATOR:** So make your list and check it twice 'cause now you can give to the naughty and nice.
- SFX:** COOL SOUNDING HOLIDAY MASH-UP MUSIC.



“THE NAUGHTY AND THE NICE”

(SPANISH)

CAMPAIGN: YOU DON'T HAVE TO CHOOSE

Similarly, in Spanish-language radio, the situations and relationships have been nuanced to be more appealing and relevant for Spanish-preferred and bilingual audiences.

(NOTE: Please reference the enclosed demo.)

The_Naughty_and_the_Nice_SPAN.mp3



“The Naughty and the Nice” (SPANISH) :60 [YOU DON'T HAVE TO CHOOSE]

- SFX:** A CHORUS OF CAROLERS SINGS.
- NARRATOR:** Estas fiestas, el regalo perfecto son los raspaditos de la Lotería de Texas. La pregunta es ¿conoces a la persona perfecta para regalárselos?
The perfect gift for this holiday are Texas Lottery scratch-offs. The question is, who is the perfect person to give them to?
- La tía Nancy, que es tan, pero tan buena que puede llegar a ser demasiado optimista.
Maybe Aunt Nancy, who's so, so nice, sometimes she can be a little too optimistic.
- SFX:** SOUND OF RAIN THAT GROWS INTO A STORM, WITH STRONG WIND AND HAIL
- NANCY:** Es sólo una lluviecita...con viento...y un poco de hielo.
It's only a little rain...with a little bit of wind...and ice.
- CAROLERS:** “Brrrr.”
- NARRATOR:** O será tu buen amigo Javier que sin darse cuenta siempre habla un poco demasiado alto.
Or your buddy Javier who doesn't realize he speaks way too loud.
- JAVIER (SHOUTING):** Ey, ¡¿por fin, te quitaron la verruga de la espalda?!
Hey! Did you finally get that mole on your back removed?!
- CAROLERS:** “Shhh.”
- NARRATOR:** ¿O será Maritza? Mejor conocida como “La Maquinita”: por la cantidad de textos que puede mandar por segundo.
Or will it be Maritza? Also known as “The Text Machine,” due to the number of texts she can send per second.
- SFX:** PRESSING CELL PHONE KEYS VERY FAST.
- CAROLERS:** “Páraleeeee.”
“Stop it.”
- NARRATOR:** Pero, un momento. Ya sé lo que están pensando: “¿Por qué escoger si puedo darle uno a cada uno?”
But, wait a minute. I know what you're thinking: “Why choose? When I can give one to every one of them.
- ANNCR:** Ya no tienes que escoger. Los raspaditos de la Lotería de Texas son el regalo perfecto para todos... no importa si se portan bien o no tan bien.
There's no need to choose. Holiday scratch-offs from the Texas Lottery are the perfect gift for everyone...whether they're naughty or nice.

SPECIAL TACTICS AT RETAIL

**“YOU DON’T HAVE TO CHOOSE”
(ENGLISH/SPANISH)**

Regardless of concept direction, we recommend specific tactics be implemented to pique consumer interest in giving Holiday Scratch-offs as the perfect gift, and driving Sales. These include:

Pre-packaged bundles:

Specially-prepared groups of Holiday Scratch-offs in a gift-like presentation should be offered to consumers as quick and easy gift ideas. They should be made available in a variety of price points, and could be purchased in much the same manner as ready-packaged gift cards.

Second-chance offerings:

What better time than the Holidays to keep the fun and excitement of scratch-offs going? Innovative second-chance drawings can be devised whereby the Texas Lottery doesn't need to provide actual prizes, but rather, through key partnerships they can facilitate discounts of varying values.

Examples of second-chance opportunities could include:

- Fun premiums at events – non-winning tickets can be redeemed for Lottery-branded premiums
- Retail partner discounts at Lottery vendor locations – non-winning tickets can be used as collateral for partial payment of goods
- Retail partner raffles – non-winning tickets can be raffled to win gift cards to H-E-B, Tetco, and/or other Lottery retail partners
- Restaurant partner discounts – There's a great opportunity to have the Lottery become an organic, natural part of consumers' lives, by entering into partnerships with unexpected entities, such as restaurants. In a time when restaurants are cutting back on Direct Mail advertising budgets, the Lottery could provide 5 second tags at end of our advertising, to help drive traffic to partner locations. In return, these restaurant partners help offset some advertising costs, and accept non-winning scratch-offs as collateral for 1/2 off deals in their establishments.



BUNDLE (TEAR OPEN)



BUNDLE (TEAR OPEN)

For the naughty or nice.
EVERYONE GETS A GIFT!

To/ From:

YOUR GIFT INCLUDES: 2 SILVER BELLS, 1 SEASON'S GREETINGS, 1 MERRY MILLIONAIRE, 2 MERRY CROSSWORD & 2 HOLIDAY GOLD.

POS / OOH

“YOU DON’T HAVE TO CHOOSE”
(ENGLISH/SPANISH)

The OOH, POS and other visual pieces employ phrases that depict those who have been naughty and those who have been nice, in a fun, clever way.

As noted previously, it is especially important in the Holiday time period for in-store communication to break through the cluttered environment.

The traditional Holiday look-and-feel plays in the red-green, red-white, silver-blue and/or red-gold color palettes. For this assignment in particular, it was crucial for us to maintain the Holiday “spirit” while establishing a look-and-feel for the campaign that differentiates the brand from all others, particularly in the competitive Retail environment.

Our goal is to establish a graphic identity for the campaign that truly calls attention to itself in printed media but most importantly at Retail. And this cannot be ensured if we adhere to what everyone else will be doing with predominantly red, green, blue, silver and gold designs that we can expect most brands will also be utilizing.

Make your list.
Check it twice.



THE PERFECT GIFT WHETHER
THEY'RE NAUGHTY OR NICE.

GIVE HOLIDAY SCRATCH-OFFS FROM THE TEXAS LOTTERY.



POSTER

Para todos
en tu lista.



EL REGALO PERFECTO PARA
LOS QUE SE PORTAN BIEN Y NO TAN BIEN.

ESTAS FIESTAS REGALA RASPADITOS DE LA LOTERÍA DE TEXAS.

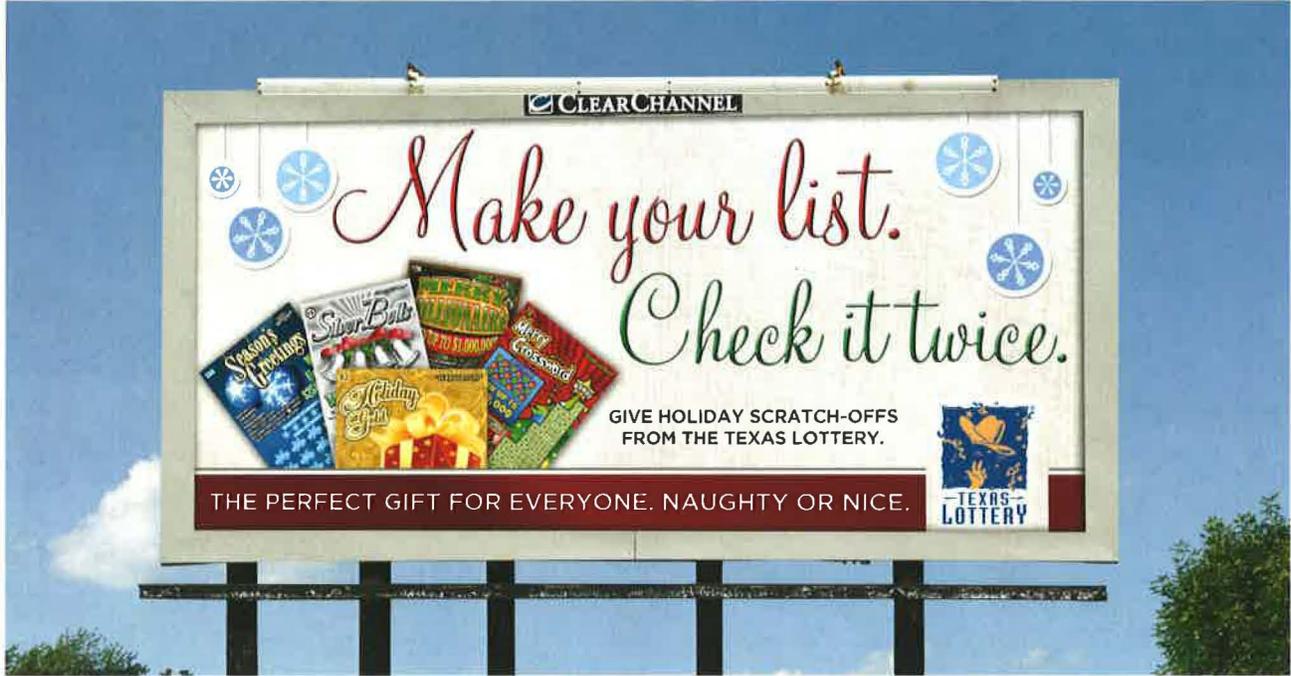


POSTER

For everyone on your list.
THE PERFECT GIFT FOR THE NAUGHTY AND NICE.
THIS HOLIDAY, GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY



EXTENDED OUTDOOR BILLBOARD

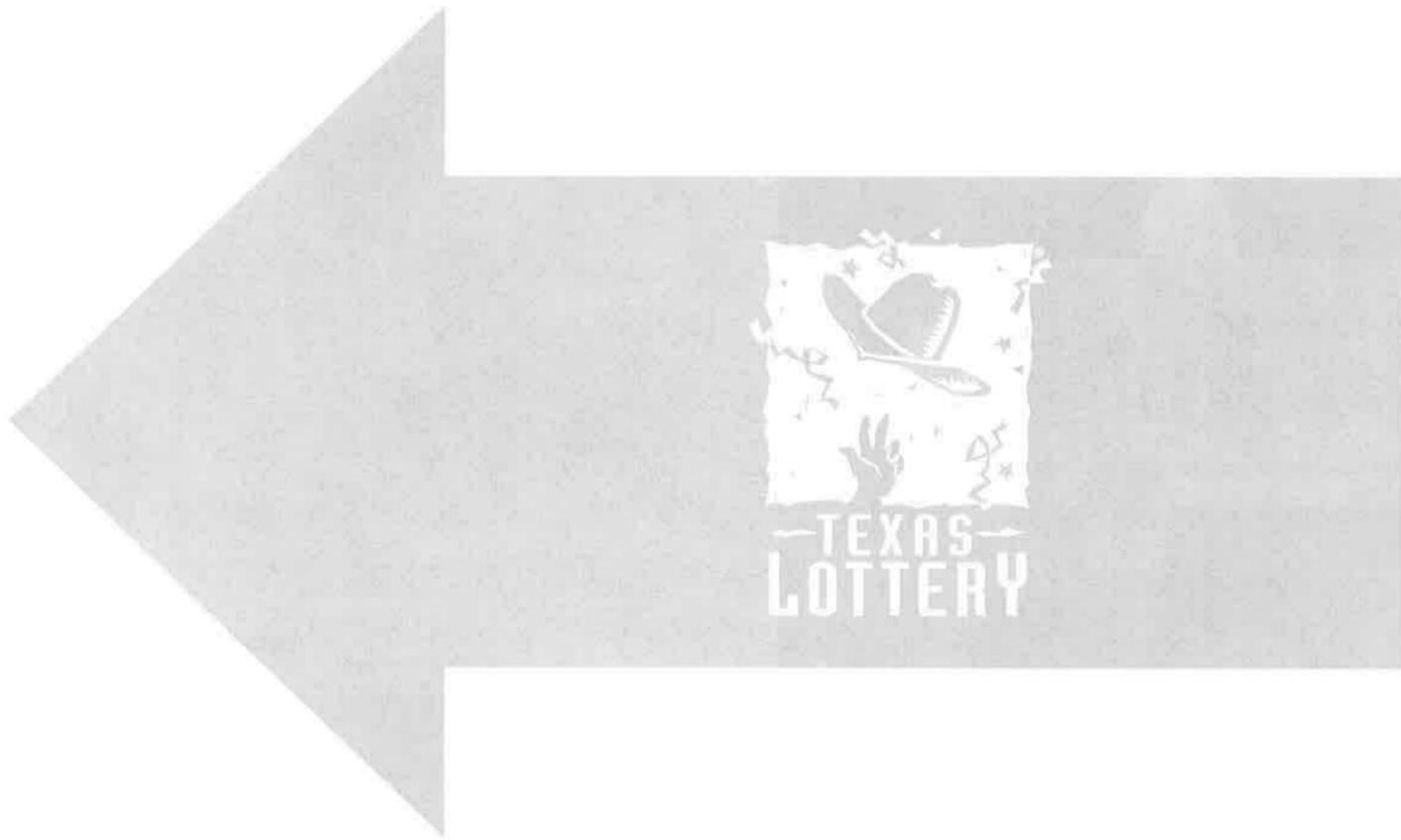


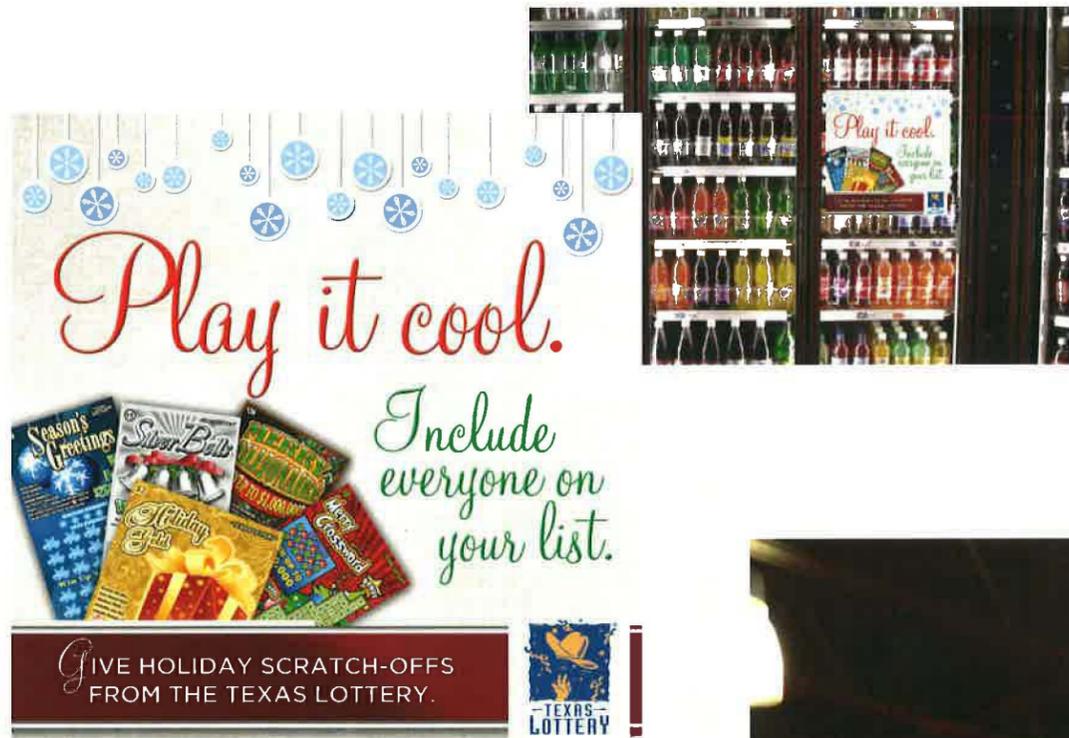
OUTDOOR BILLBOARD



OUTDOOR BILLBOARD

For everyone on your list.
THIS HOLIDAY, GIVE SCRATCH-OFFS FROM THE TEXAS LOTTERY.
THE PERFECT GIFT FOR EVERYONE





FREEZER CLING



SHELF TALKER

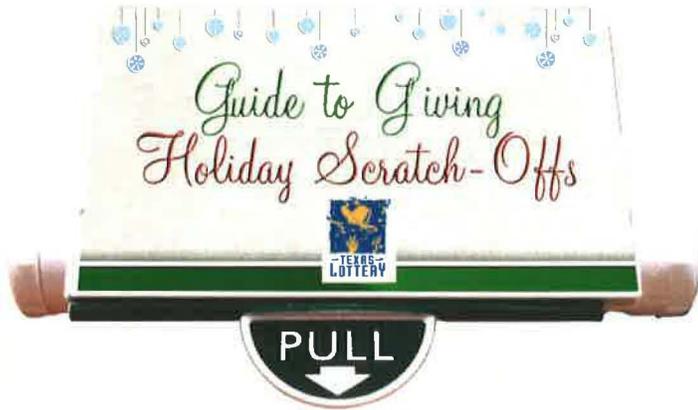


CEILING DANGLERS



FLOOR DECAL





NON-DIGITAL INTERACTIVE PULL-DOWN SHELF TALKER
Holiday Gift-giving Guide

(to be placed adjacent to other store items that may be purchased during the holidays)



PLAYSTATION

*Whether they've been
naughty or nice.*
THE PERFECT GIFT FOR EVERYONE.



GIVE HOLIDAY SCRATCH-OFFS FROM THE TEXAS LOTTERY.



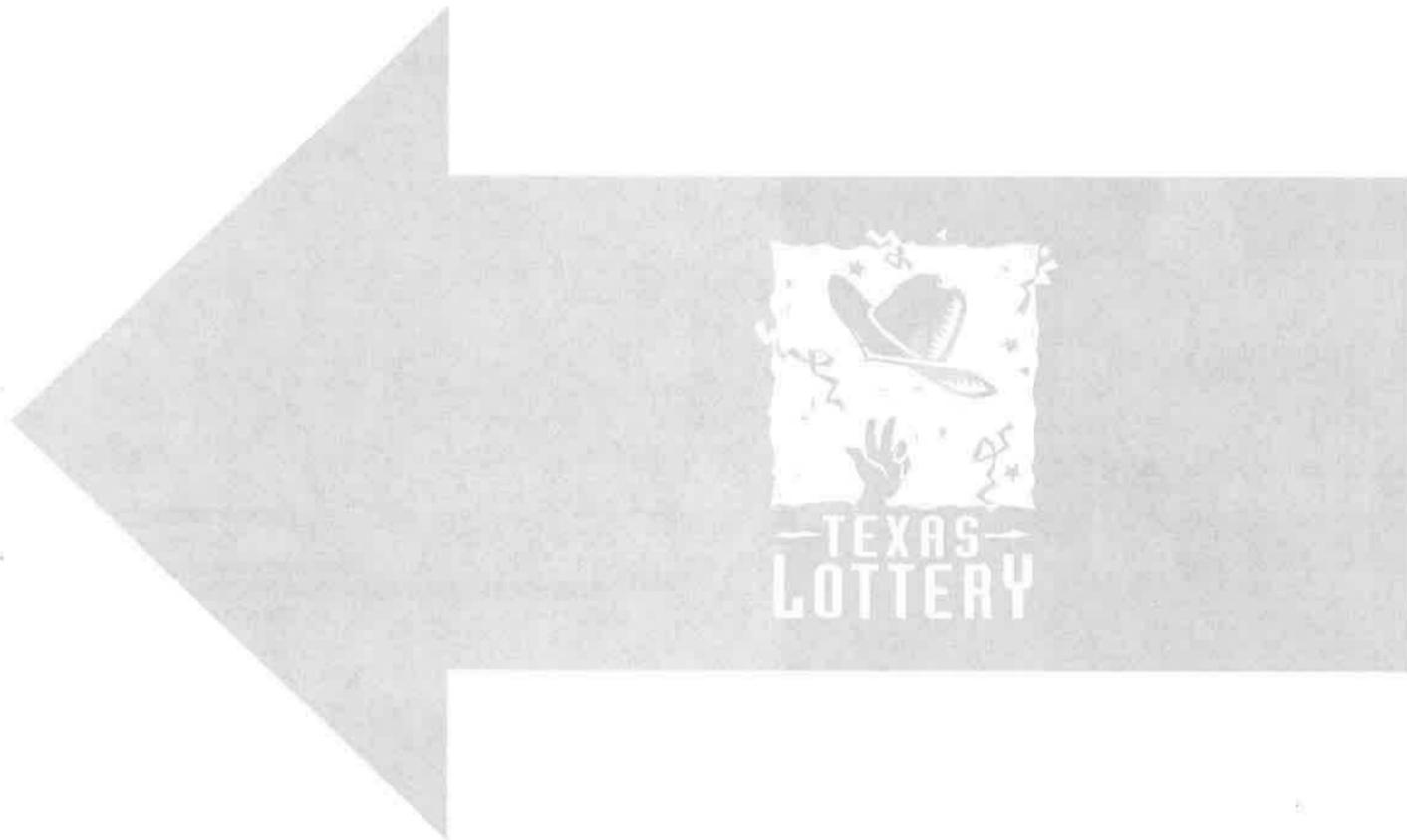


PUMP TOPPER



HOSE TALKER







FREEZER CLING
 Pick one of each.
 THE PERFECT GIFT FOR EVERYONE.
 THIS HOLIDAY, GIVE SCRATCH-OFFS FROM THE
 TEXAS LOTTERY.

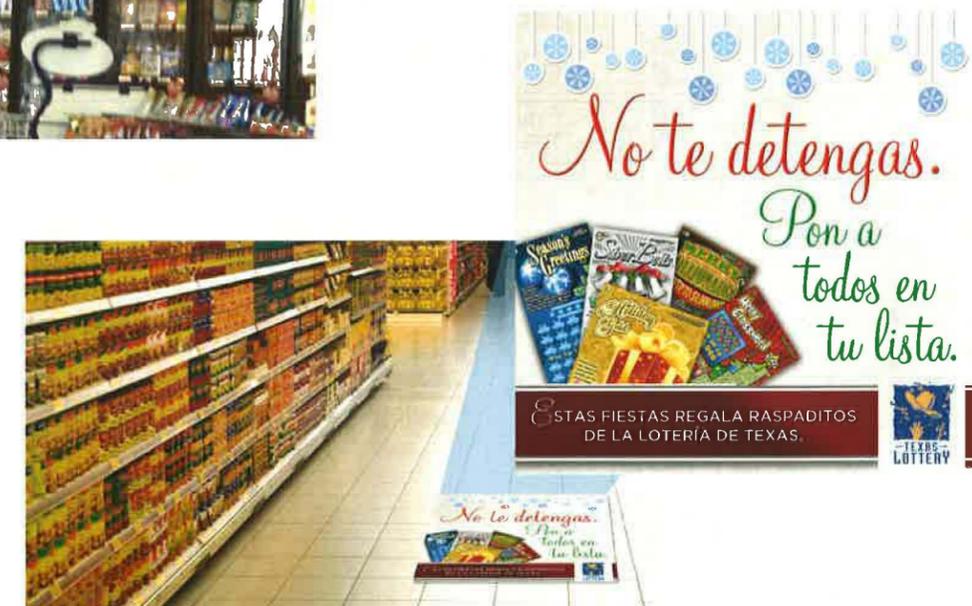


SHELF TALKER
 Pick something that everybody is going to like.
 THE PERFECT GIFT FOR THE NAUGHTY AND NICE.
 THIS HOLIDAY, GIVE SCRATCH-OFFS FROM THE
 TEXAS LOTTERY.



CEILING DANGLERS
 Look no further.
 The perfect gift for everyone.
 GIVE SCRATCH-OFFS FROM THE TEXAS
 LOTTERY

FLOOR DECAL
 Don't delay.
 Put them all on your list.
 THIS HOLIDAY, GIVE SCRATCH-OFFS FROM THE
 TEXAS LOTTERY.





PLAYSTATION

Give to everyone on your list.
THE PERFECT GIFT FOR THE NAUGHTY AND NICE.
THIS HOLIDAY, GIVE SCRATCH-OFFS FROM THE TEXAS
LOTTERY.

*Dales a todos
en tu lista.*

EL REGALO PERFECTO PARA LOS
QUE SE PORTAN BIEN Y NO TAN BIEN.

ESTAS FIESTAS REGALA RASPADITOS DE LA LOTERÍA DE TEXAS.



PUMP TOPPER
 Top off your gift list.
 The perfect gift this holiday.
 GIVE TEXAS LOTTERY SCRATCH-OFFS.

Llena hasta el tope
 tu lista de regalos.

El regalo perfecto
 en estas fiestas.

REGALA RASPADITOS DE LA LOTERÍA DE TEXAS.

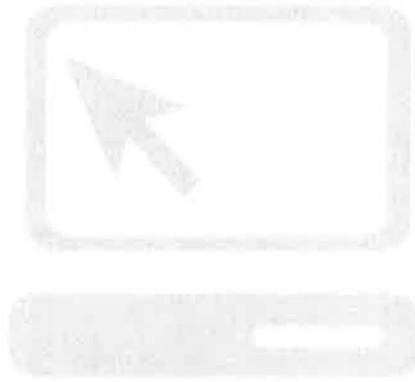


HOSE TALKER
 Fill up your list.
 THE PERFECT GIFT FOR
 THE NAUGHTY AND NICE.
 THIS HOLIDAY, GIVE SCRATCH-OFFS
 FROM THE TEXAS LOTTERY.

Llena
 tu lista.

EL REGALO PERFECTO PARA
 LOS QUE SE PORTAN BIEN Y NO TAN BIEN.

ESTAS FIESTAS REGALA RASPADITOS DE LA LOTERÍA DE TEXAS.

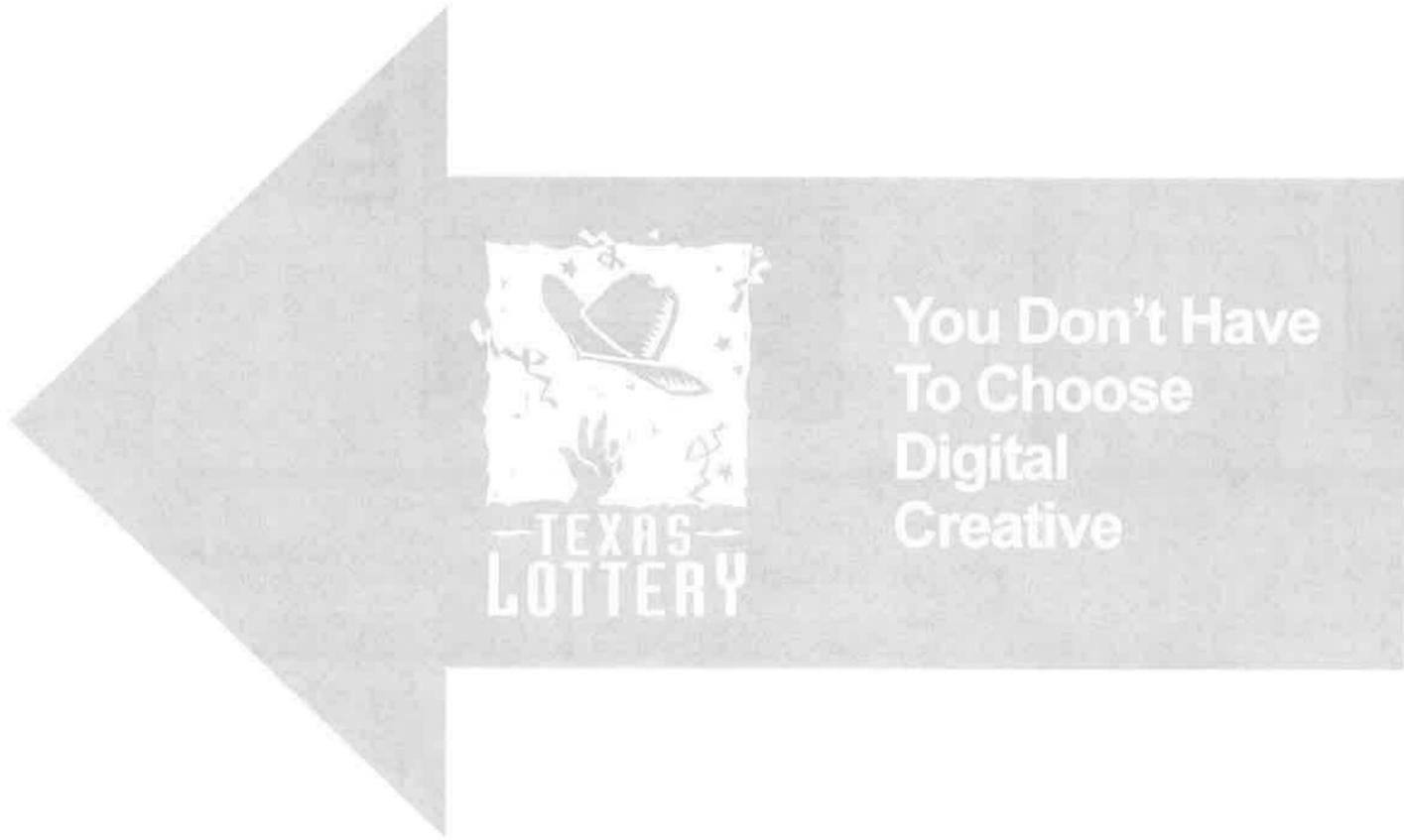


DIGITAL

“YOU DON’T HAVE TO CHOOSE”

(ENGLISH/SPANISH)

The “You Don’t Have To Choose” campaign theme is extended in Digital through the clever, playful interpretation of the iconic “naughty or nice” notion behind Holiday gift selection. It is done in a fun Social Media-relevant way using verbiage and apps that are both engaging and shareable.



You Don't Have
To Choose
Digital
Creative

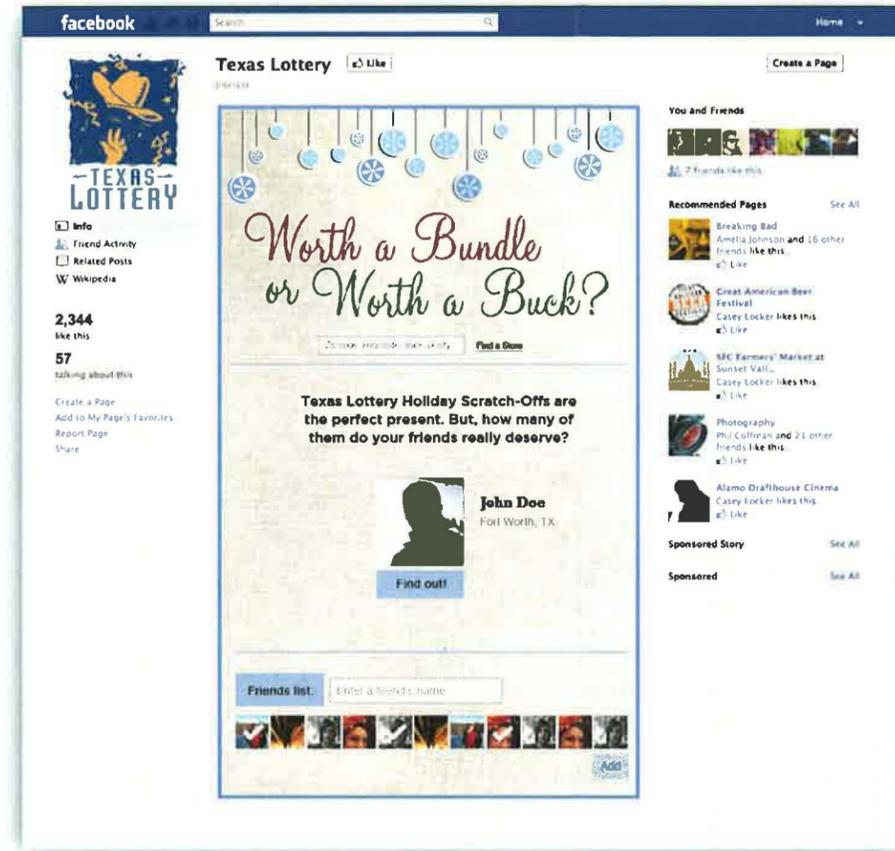
Program Overview

When consumers visit the Texas Lottery Facebook page, they will land on a tab/app called, "Worth a Bundle or Worth a Buck?" that analyzes whether the user's friend is "worth a bundle" or "worth a buck" depending on the level of activity and engagement between them throughout the past year. In essence, "Worth a Bundle, Worth a Buck" is positioned as the user's "naughty or nice" list in Social Media.

"Worth a Buck" friends will not have as many "Likes" in common, not as many wall posts on each other's walls, didn't attend the same events, etc. "Worth a Bundle" friends, on the other hand, share many "Likes", events, music preferences, comment on each other's walls, etc.

Those who are "Worth a Bundle" could have a Texas Lottery branded message posted on their wall that could suggest the purchase of a "bundle" of scratch-offs as a fun gift for their friend.

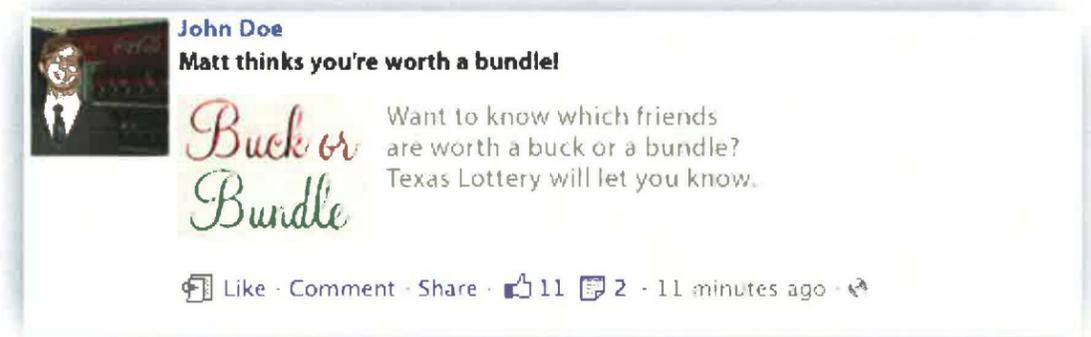
Similarly, "Worth a Buck" friends could receive messages posted to their wall, with reminders to be more "social" with each other, and could suggest giving Holiday scratch-offs as a token of friendship or appreciation. In essence, gifting is for everyone. Users can then find their nearest retailer. (Note: Within Facebook, we can restrict users to 18 and over.)



FACEBOOK APP



BANNER



Core Idea

Create awareness about Holiday Texas Lottery campaign via Social circles on Facebook.

Considerations

The current Texas Lottery site does not support social integration and ideal user flow.

- Until the site is optimized, a social component provides an excellent way to increase awareness, drive engagement, encourage trial and, ultimately, drive in-store traffic (purchases).

Texas Lottery is new to the social space and would like to take a cautious approach.

- Being social means being transparent and authentic — consumers expect no less. With that said, there are gentle ways brands can manage and mediate audience participation. Initially, Texas Lottery can ease into the social arena by setting some guidelines.

Examples:

- **House Rules:** Set expectations of what the brand will or will not tolerate.
- **Friendly Moderation:** Avoid inappropriate words or phrases by creating tagged list with a lighthearted replacement. For example, JCPenney replaced offensive words in posts made during the holiday season with the word “joy”. The community was able to speak their mind with a little help from the brand.
- **Campaign Focus:** Diving into Social during a high promotional period such as Holiday, gives the brand and the community something to talk about. Leaves less room for idle chat and a more focused, meaningful discussion.

Why It Works

Facebook holds the power of word-of-mouth and it's a compelling way to reach a younger audience in their preferred channel. Influence is a key tactic in the digital age to acquire customers and build lasting brand affinity.

Here's what we know:

- 66% of all brand-related word-of-mouth conversations are “mostly positive”
- 54% of consumers make purchase decisions based on word-of-mouth
- 49% of Americans believe online word of mouth is highly credible

Source: Word of Mouth Marketing Association

Benefits of initiating Facebook during holiday (and beyond):

- There are more than 12 million Texas Facebook users
- Digital destination is where audience is already spending time
- There's a reason to start up a meaningful conversation
- Will cultivate a community to message all year long
- Friend recommendations build brand credibility and trust
- Targeted messaging is more relevant (local/statewide events)

Key Tactic: “Worth a Bundle, Worth a Buck” Facebook app

Summary

Promote application on Facebook that combines utility + content to give people a reason to “Like,” share and engage with Texas Lottery all season.

Main Message

Naughty or nice, bundle or buck, don't leave anyone off your list this year — especially your friends.

Calls to Action

- Create a fun and light-hearted environment
- Post to friend's Facebook page about the campaign
- Find a store near you

Ongoing Cadence

- Inspire and inform throughout the season with content, including:
 - Store information
 - Local and statewide Texas Lottery news
 - Notice of special events
 - Gift-giving inspiration, like how to present or wrap up a ticket, ways to surprise and delight, how to be prepared (bulk buying) and meaningful ways to give

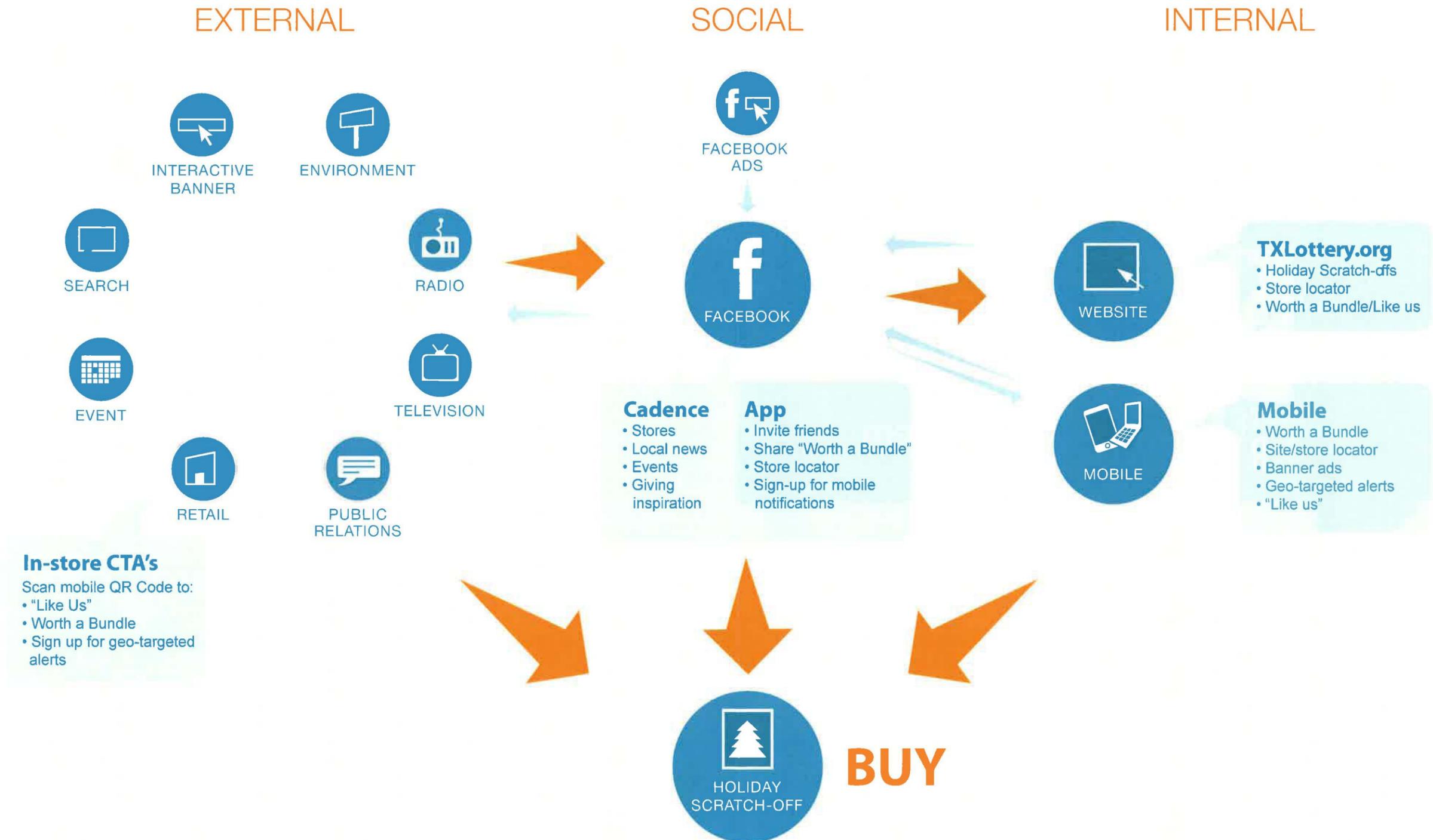
Supporting Traffic Drivers

- **Texas Lottery Site**
 - Promote “Worth a Bundle or Worth a Buck” generator and “Like Us” promotional areas
 - Feature Holiday Scratch-Off designs with complementary messaging
 - Re-skin store locator to match holiday look and feel
- **Mobile**
 - Connect offline and online efforts via mobile touch points.
 - Scan QR codes to “Like Us” on Facebook
 - Store locator service/geo-location alerts of Texas Lottery Retailers
 - Banner Ads
- **In-Store Signage**
 - Incorporate digital calls to action via mobile (scanning QR codes) in store, including:
 - “Like Us” (drives to Facebook)
 - Sign up for Lucky Alerts (mobile geo-targeted push notifications in proximity to stores)
- **Facebook Engagement Ads**
 - Leverage messaging to reach friends of friends in Facebook Sponsored Stories ads to encourage users to see if people on their friend list are Worth a Bundle or Worth a Buck
- **Online Display Media**
 - Choose digital placements that focus on sociability with friends on all levels
- **TV/Radio**
 - URL to Facebook app



You Don't Have
To Choose
Digital
Ecosystem

You Don't Have To Choose Digital Ecosystem



EXPERIENTIAL

PROMOTIONS AND EVENTS

“YOU DON’T HAVE TO CHOOSE”

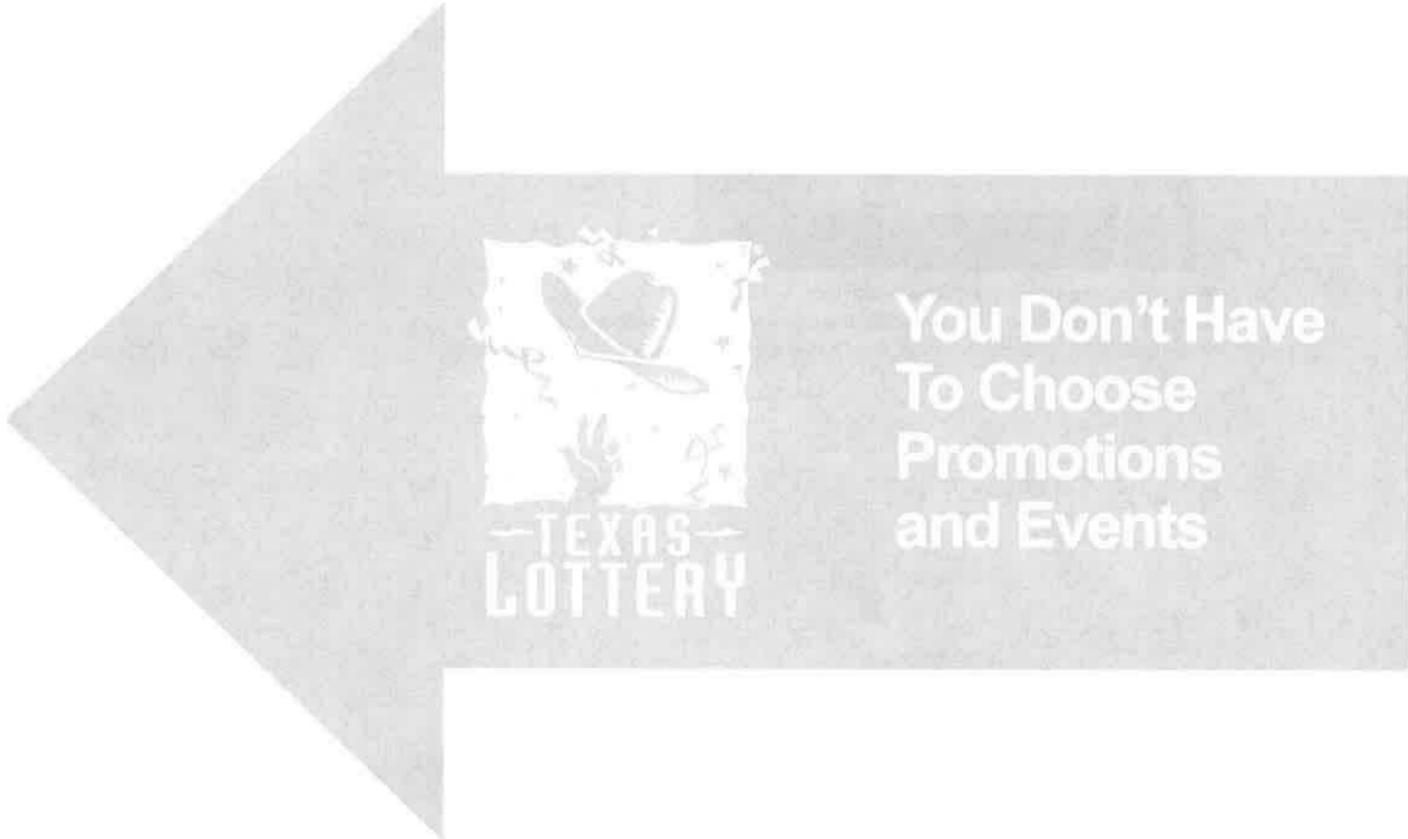
(ENGLISH/SPANISH)

“Worth a bundle or worth a buck” takes the streets through an experiential program that playfully toys with the notion of a “naughty or nice” list come to life at specially-developed retail-partner events.

EVENT IDEA: Texas Holiday Retail Tour

HOW IT WORKS: Texas Lottery assets, which are mostly unused during the Holidays, are to be leveraged at select retail locations such as high-performing H-E-B stores, across the street from shopping malls, adjacent to tree-selling locations close to high traffic retail areas, etc.

Assets on-site will include a play on being “naughty or nice” through elements such as custom t-shirts and Texas Lottery premium items.



You Don't Have
To Choose
Promotions
and Events



T-shirt premiums have messages such as:

- Naughty? Nice? Who Cares? facebook.com/youdonthavetochoose
- Worth a Bundle or a Buck? Find out @ facebook.com/youdonthavetochoose



Interactive games could include:

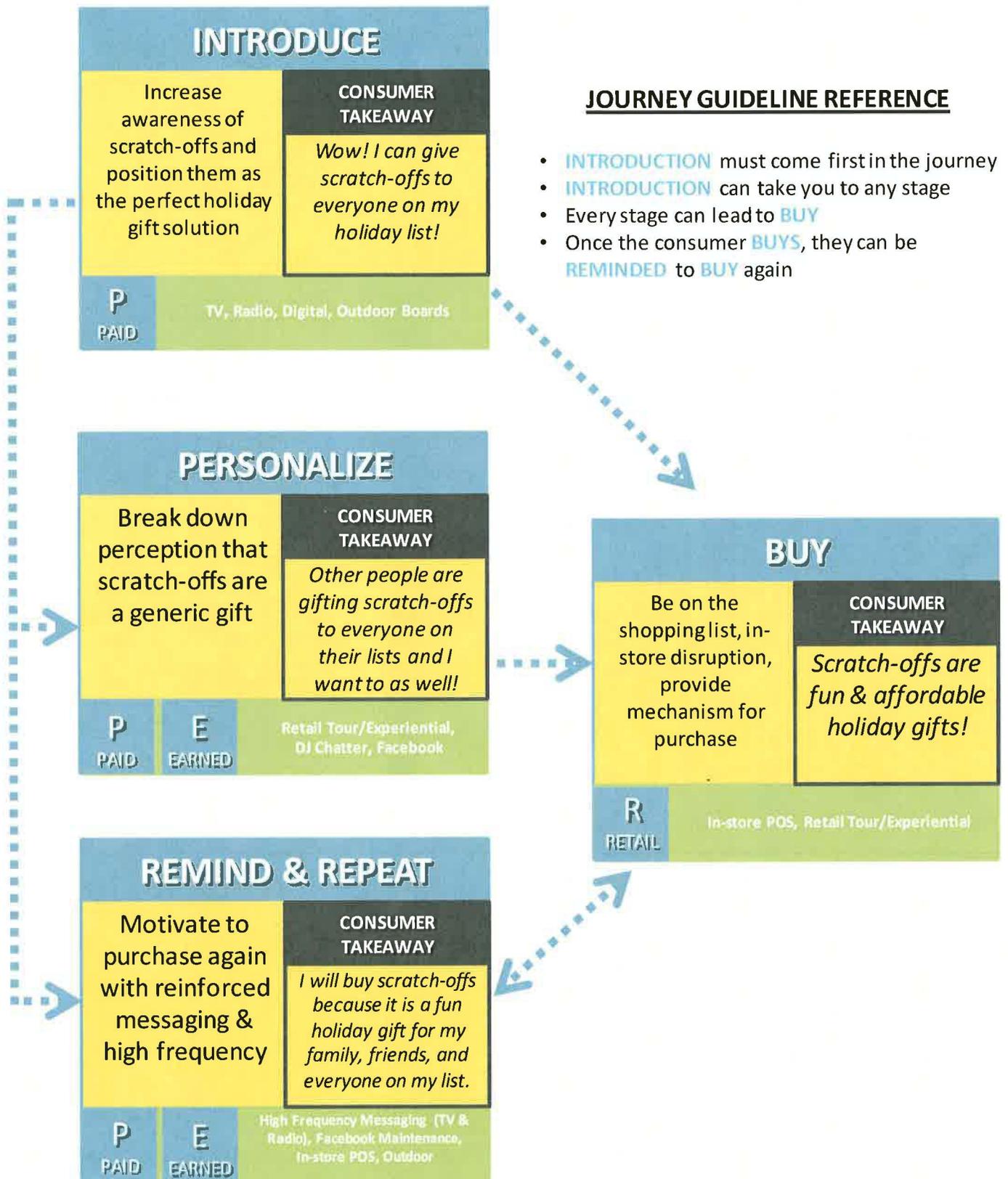
- Buy a ticket, spin the "naughty or nice" wheel
 - "Naughty" consumers win lower-tier premium items
 - "Nice" consumers win better items such as t-shirts, hats, ski caps/beanies, holiday stockings stuffed with various premium items, etc.

Local radio stations will be tied in to help promote the events and raise awareness of where the Holiday Tour will be.

The attraction will have interactive games and other elements to create an experience that entices people and will be modular enough to take to multiple locations throughout the season.



Integrated Campaign Journey



CAMPAIGN 3

“SMALL GESTURES”

Concept Statement:

Small gestures make a big difference. Holiday Scratch-offs from the Texas Lottery allow you to bring a little fun and excitement to the people who do little things that mean a lot.

The driving idea behind this campaign comes to life with a call-to-action as simple and powerful as the gesture of giving itself: Give. Scratch. Be Merry!



CAMPAIGN 3

“SMALL GESTURES”

Broadcast:

“Pay It Forward” takes on renewed meaning across all components of this campaign, beginning with the launch Television and Radio ads – that convey the fun and building anticipation of Texas Lottery Holiday Scratch-offs. The central storyline reminds everyone that it is as good to give as it is to receive, and inspires a chain reaction of generosity and good will. The excitement that Holiday Scratch-offs generate is contagious, especially when they’re given as an unexpected token of appreciation. Who would think that something so small as a simple gesture can mean so much? Give Holiday Scratch-offs and give it a try.





“EVERY LITTLE THING”

(ENGLISH)

CAMPAIGN: SMALL GESTURES



“Every Little Thing” (English) :30

[SMALL GESTURES]

MUSIC: UPLIFTING MUSIC WITH A HOLIDAY FEEL TO COMPLEMENT THE IMAGES.

OPEN ON JULIE WAKING UP. SHE SLIDES HER HAND UNDER HER PILLOW AND DISCOVERS A TEXAS LOTTERY HOLIDAY SCRATCH-OFF THAT HER HUSBAND PUT THERE. SHE CAN'T HIDE HER SMILE.

CUT TO ALEX READING THE NEWSPAPER. HE FINDS A SCRATCH-OFF HIDDEN IN IT, WHICH FALLS ON HIS LAP.

CUT TO THE NEIGHBOR'S DOG, A PUG, THAT GREETES ALEX. HE PUTS A SCRATCH-OFF IN HIS COLLAR AND THE DOG RUNS TOWARDS HIS OWNER, DAVID, WHO IS OUTSIDE HIS APARTMENT WITH HIS DAUGHTER. THEY DISCOVER THE TICKET AND SMILE.

CUT TO DAVID AND HIS DAUGHTER PUTTING A SCRATCH-OFF IN EVERY MAILBOX OF THE BUILDING TO SURPRISE THEIR NEIGHBORS.

CUT TO A NEIGHBOR FINDING A SCRATCH-OFF IN HIS MAILBOX. HE SMILES, SCRATCHES IT OFF, AND WE THEN SEE HIM GIVING A NEW ONE TO A TAXI DRIVER. AT THIS POINT, THE SCREEN STARTS TO BECOME A GRID, AS WE FOLLOW MORE AND MORE PEOPLE GIVING EACH OTHER SCRATCH-OFFS. THE TAXI DRIVER THEN GIVES ONE TO A COUPLE THAT HE PICKS UP. THE COUPLE THEN GIVES ONE TO A PARKING METER MAID, WHO THEN PUTS SCRATCH-OFFS ON THE WINDSHIELDS OF ALL THE CARS PARKED ON THE STREET. AN OLDER MAN FINDS ONE ON HIS CAR AND THEN GIVES ANOTHER ONE TO HIS BARISTA.

AS WE FOLLOW MORE AND MORE PEOPLE GIVING AND DISCOVERING SCRATCH-OFFS, THE GRID BECOMES LARGER AND THE IMAGES SMALLER UNTIL THEY'RE PIXEL-SIZE. WE ZOOM OUT AND DISCOVER THAT ALL THOSE MICRO IMAGES COMPOSE OUR HOLIDAY SCRATCH-OFF TICKET.

ANNCR: It only takes a small gesture to make their holiday big. Give Texas Lottery Scratch-offs this season and share the joy. Give. Scratch. Be Merry!

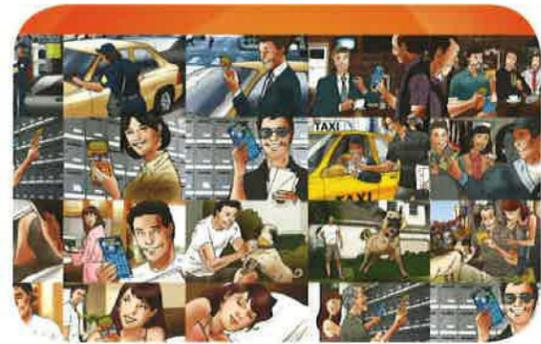
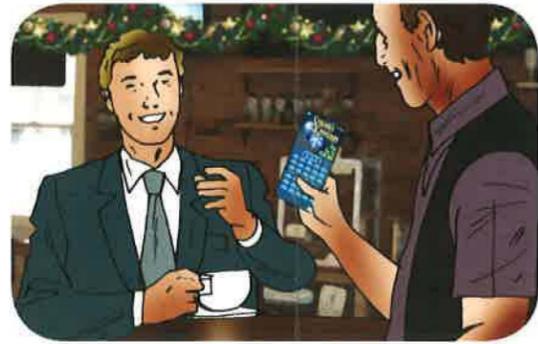


SETUP

Again, our "Total Market" approach ensures that the English-language TV execution for "Small Gestures" will do an effective job of speaking to English-speaking Texans of all backgrounds and ethnicities – White Non-Hispanic, Hispanic, African American and Asian, unified primarily through casting that will be reflective of the Texas population.



SFX: Uplifting music throughout the spot.



ANNCR: It only takes a small gesture...

ANNCR: ...to make their holiday big.



ANNCR: Give Texas Lottery scratch-offs this season...



ANNCR: ... and share the joy



ANNCR: Give Scratch Be merry.



“PASS IT ON”

(SPANISH)

CAMPAIGN: SMALL GESTURES



“Pass It On” (Spanish) :30

[SMALL GESTURES]

MUSIC: UPLIFTING MUSIC WITH A HOLIDAY FEEL TO COMPLEMENT THE IMAGES

OPEN ON OSCAR FIXING THE BOTTOM OF A CAR AT A CAR SHOP. SOMEONE IS HANDING HIM TOOLS. SUDDENLY, THE HELPING HAND HANDS HIM A TEXAS LOTTERY HOLIDAY SCRATCH-OFF. OSCAR ROLLS OUT FROM UNDER THE CAR AND SMILES IN GRATITUDE. HE IMMEDIATELY SCRATCHES THE TICKET.

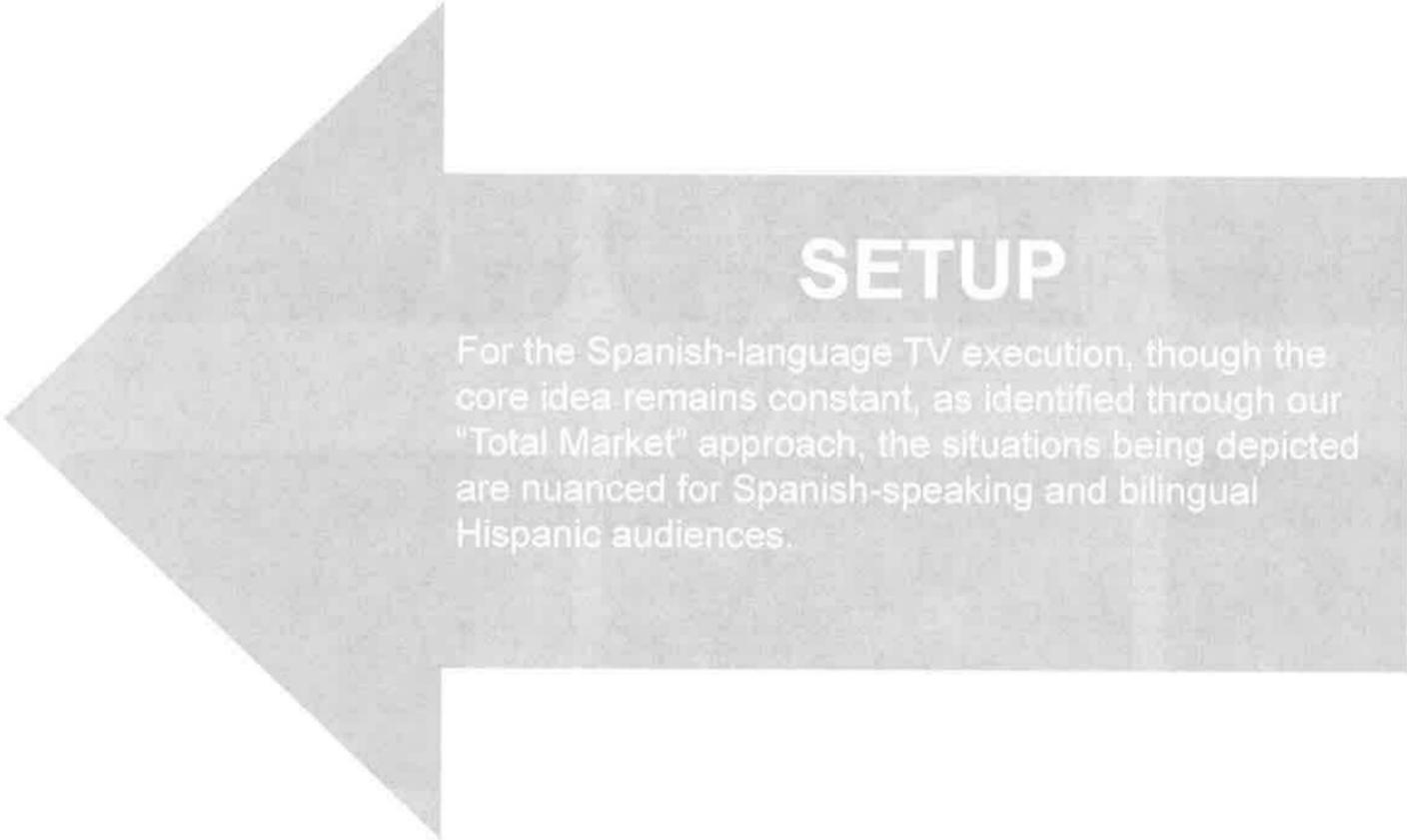
CUT TO SANDRA PICKING UP HER CAR FROM THE MECHANIC WITH HER FAMILY. AS SHE PULLS DOWN THE SUN VISOR TO LOOK FOR THE KEY, A HOLIDAY SCRATCH-OFF FALLS ON HER LAP. SHE LOOKS AT THE MECHANIC AND SMILES, THANKFUL FOR THE GESTURE.

CUT TO SANDRA ARRIVING HOME WITH HER FAMILY. SHE GIVES THEM A HANDFUL OF TEXAS LOTTERY HOLIDAY SCRATCH-OFFS AND THEY START GIVING THEM AWAY TO THEIR NEIGHBORS.

AS WE FOLLOW THEM, THE SCREEN STARTS TO BECOME A GRID. ON THAT GRID WE SEE AN OLDER MAN OPENING HIS MAILBOX. HE FINDS A SCRATCH-OFF, SMILES AND SCRATCHES IT. WE THEN SEE HIM GIVING A NEW TICKET TO SOMEONE WHO HELPED HIM GET ON THE BUS. THE PERSON ON THE BUS THEN GIVES ONE TO A FEMALE COWORKER WITH WHOM HE SHARES A CUBICLE. THAT WOMAN GOES TO THE MALL AND GIVES ONE TO THE SALESWOMAN WHO SELLS HER SOME SHOES. THE SALESWOMAN GOES TO A FAMILY PARTY AND GIVES EVERYONE HOLIDAY SCRATCH-OFFS.

AS WE FOLLOW MORE AND MORE PEOPLE GIVING AND DISCOVERING SCRATCH-OFFS, THE GRID BECOMES LARGER AND THE IMAGES SMALLER UNTIL THEY'RE PIXEL-SIZE. WE ZOOM OUT AND DISCOVER THAT ALL THOSE MICRO IMAGES COMPOSE OUR HOLIDAY SCRATCH-OFF TICKET.

ANNCR: Regala un pequeño detalle que hará las fiestas más grandes.
Raspaditos de la Lotería de Texas. Regala. Raspa. ¡Felicidades!
Give a small gesture that will make their holiday bigger.
Texas Lottery scratch-offs.
Give. Scratch. Be merry.

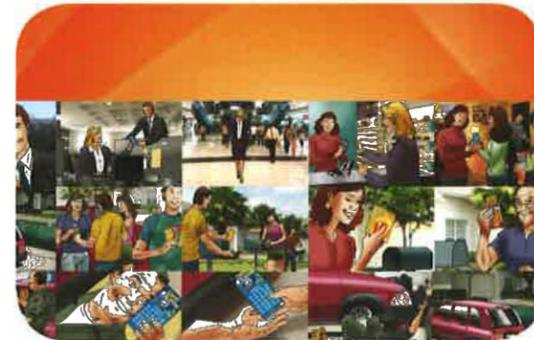


SETUP

For the Spanish-language TV execution, though the core idea remains constant, as identified through our "Total Market" approach, the situations being depicted are nuanced for Spanish-speaking and bilingual Hispanic audiences.



SFX: Uplifting music throughout the spot



ANNCR: Regala de pequeño detalle
Give a small gesture...

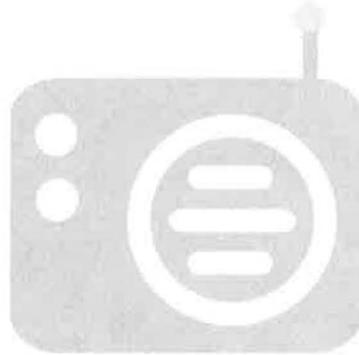
ANNCR: ...que hará las fiestas ...
...that will make their...

ANNCR: ...más grandes.
...holiday bigger.



ANNCR: Raspaditos de la Loteria de Texas.
Texas Lottery scratch-offs.

ANNCR: Regala. Raspa. ¡Felicidades!
Give. Scratch. Be merry!



“PAY IT FORWARD”

(ENGLISH)

CAMPAIGN: SMALL GESTURES

In the English and Spanish-language radio executions, the good vibe, Holiday tone and feel of “Pay it Forward” that is transmitted in TV comes to life through light-hearted and uplifting descriptions of people sharing and causing a domino effect of fun and happiness.

(NOTE: Please reference the enclosed demo.)

Pay_It_Forward_ENG.mp3



“Pay It Forward” (ENGLISH) :60

[SMALL GESTURES]

MUSIC: UPLIFTING MUSIC WITH A HOLIDAY FEEL.

DAVID: It all started with something so small. I decided to give my sister-in-law, Mary, some Texas Lottery scratch-offs this holiday season. She liked the gesture and the gift so much that she decided to give some to her...

WOMAN 1: ...neighbor who's always been so nice. He and his wife went on a holiday carriage ride that night and tipped their...

WOMAN 2: ...carriage driver with some scratch-offs. The man was so surprised and impressed with the idea of scratch-offs he bought more and started giving scratch-offs to his customers that night...

MAN 1: ...Everyone got a big kick out of their gifts. And one family bought a bunch of them and gave them out to their...

MAN 2: ...friends at the holiday party. Even Mr. Hendrix who was at the party copied the idea and gave them to his employees. What a great little gift idea. Everyone enjoyed them so much they gave some to their...

LARGE GROUP OF PEOPLE NOW TALKING:

...friends and family. It just kept getting bigger and bigger.

DAVID (NOW TALKING ALONE):

And then this morning, I got a gift from my cousin Michael. And guess what it was? Texas Lottery Holiday Scratch-offs! It's funny how a small gesture can have such a big impact.

ANNCR: It only takes a small gesture to make the holidays big. Give Texas Lottery Holiday Scratch-offs this season and share the excitement. Give. Scratch. Be merry!



“BIG HIT”

(ENGLISH/URBAN)

CAMPAIGN: SMALL GESTURES

Specifically for English-language Urban Radio, the situations and relationships that are portrayed provide a more authentic and relevant way to speak to our African American consumer.

(NOTE: Please reference the enclosed demo.)

Big_Hit_URBAN.mp3



“Big Hit” (English/Urban) :60

[SMALL GESTURES]

MUSIC: UPLIFTING MUSIC WITH A HOLIDAY FEEL.

MARCUS: It all started with something so little. I figured I'd give my grandma, Mary, something different this year. So I gave her Texas Lottery Holiday scratch-offs. She got such a kick out of the gesture that she decided to give some to her...

WOMAN 1: ...next-door neighbor, Wayne, who's always been so nice to her. He took his family to Sunday dinner that night at a local restaurant and tipped their...

MAN 2: ...waiter with a scratch-off. The waiter was so surprised and impressed with the scratch-offs idea that he bought a couple and gave them to the other...

WOMAN 2: ...waiters on his shift the next night. Everybody got a big kick out of their gifts! In fact the restaurant owner, Mr. Matthews, bought a bunch of them and gave them out to his...

MAN 3: ...friends at his annual holiday party. And Mrs. Jennings, the beautician, who was at Mr. Matthews party, copied the idea and gave them to her...

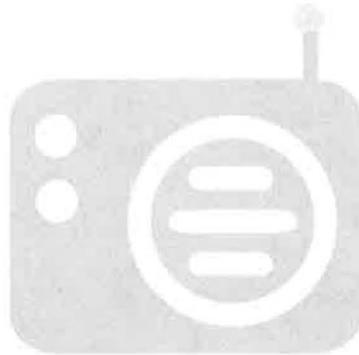
WOMAN 3: ...customers at her hair salon. What a bright little gift idea! Everyone enjoyed them so much they gave some to their...

EVERYONE: ...friends and families. It just kept growing and growing.

MARCUS (NOW TALKING ALONE):

And then this morning, my cousin Michael comes over. And he's got a little gift for me, and guess what it was. Yep! Texas Lottery holiday scratch-offs! Isn't it funny how what starts as just a little thing can create such a big hit?!

ANNCR: It only takes a small gesture to make your Holiday big. Give Texas Lottery scratch-offs this Holiday season and share the excitement. Give. Scratch. Be Merry!



“CHAIN REACTION” (SPANISH)

CAMPAIGN: SMALL GESTURES

Similarly, for Spanish-language Radio, the situations and relationships portrayed in the English-language communication have been nuanced for Spanish-preferred and bilingual audiences.

(NOTE: Please reference the enclosed demo.)

Chain_Reaction_SPAN.mp3



- SFX:** UPLIFTING MUSIC WITH A HOLIDAY FEEL.
- MAN 1:** Este año se me ocurrió tener un detalle con el vecino que siempre me presta herramientas y le di de regalo un raspadito de la Lotería de Texas. Le gustó tanto el gesto que compró raspaditos para su...
This year I decided to give my neighbor a little something because he always lets me borrow his tools, so I gave him a Texas Lottery scratch-off. He liked the gesture so much he bought scratch-offs for his...
- MAN 2:** ...jefe que no sólo los raspó enseguida, sino que también compró raspaditos para todos sus empleados. A su empleado Paco le gustó la idea, así que se le ocurrió regalarle a...
...boss, who not only scratched them immediately, but also bought scratch-offs for all his employees. One of them, Paco, really liked the idea, so he thought of giving one to...
- MAN 3:** ...la dueña de su apartamento, que enseguida fue a comprar más raspaditos para raspar ella y para regalarle...
...his landlord, who went and bought scratch-offs for herself and to give to...
- WOMAN 1:** ...a la señora que le hace las uñas todo el año y que es tan amable con ella. La señora raspó su raspadito y le llamó tanto la atención el gesto que se lo comentó a su esposo y esa noche...
...her manicurist, who's so nice and attentive to her. She scratched it off and thought it was such a nice gesture that she told her husband. And that night...
- WOMAN 2:** ...fueron a una posada y le llevaron a todos de regalo la alegría de los raspaditos de la Lotería de Texas. Y todos en la posada quedaron tan encantados con el gesto de los señores, que rasparon y se fueron a comprar...
...they went to a holiday party and they gave everyone Texas Lottery scratch-offs as a gift. And everyone at the party was so pleased with the gesture, that they bought...
- EVERYONE:** ... más raspaditos para darle a sus primos, primas, tíos políticos, tías abuelas...
...more scratch-offs to give to their cousins, siblings, in-laws, great-aunts...
- MAN 1 (ALONE AGAIN):** ...hasta que esta mañana, Rolando me dio un raspadito porque a él, un amigo del trabajo le había dado uno porque un tío de él, fue a una posada donde unos señores les habían dado a todos raspaditos de la Lotería de Texas. Curioso, ¿no?
...and then this morning Rolando gave me a scratch-off because a coworker of his had given him one, because his uncle went to a Christmas party where some guys had given everyone Texas Lottery scratch-offs.
- ANNCR:** Regala un pequeño detalle que hará las fiestas más grandes. Raspaditos de la Lotería de Texas. Regala. Raspa. ¡Felicidades!
Give a small gesture that will make the holidays bigger. Texas Lottery scratch-offs. Give. Scratch. Be merry!

SPECIAL TACTICS AT RETAIL

“SMALL GESTURES” (ENGLISH/SPANISH)

Regardless of concept direction, we recommend specific tactics be implemented to pique consumer interest in giving Holiday Scratch-offs as the perfect gift, and driving Sales. These include:

Pre-packaged bundles:

Specially-prepared groups of Holiday Scratch-offs in a gift-like presentation should be offered to consumers as quick and easy gift ideas. They should be made available in a variety of price points, and could be purchased in much the same manner as ready-packaged gift cards.

Second-chance offerings:

What better time than the Holidays to keep the fun and excitement of Scratch-offs going? Innovative second-chance drawings can be devised whereby the Texas Lottery doesn't need to provide actual prizes, but rather, through key partnerships they can facilitate discounts of varying values.

Examples of second-chance opportunities could include:

- Fun premiums at events – non-winning tickets can be redeemed for Texas Lottery-branded premiums
- Retail partner discounts at Lottery vendor locations – non-winning tickets can be used as collateral for partial payment of goods
- Retail partner raffles – non-winning tickets can be raffled to win gift cards to H-E-B, Tetco, and/or other Lottery retail partners
- Restaurant partner discounts – There's a great opportunity to have the Lottery become an organic, natural part of consumers' lives, by entering into partnerships with unexpected entities, such as restaurants. In a time when restaurants are cutting back on Direct Mail advertising budgets, the Texas Lottery could provide 5 second tags at end of our advertising, to help drive traffic to partner locations. In return, these restaurant partners help offset some advertising costs, and accept non-winning scratch-offs as collateral for one half off deals in their establishments.



BUNDLE



BUNDLE (TEAR OPEN)
Open. Scratch. Be Merry!

To/ From:
YOUR GIFT INCLUDES: 2 SILVER BELLS, 1 SEASON'S GREETINGS, 1 MERRY MILLIONAIRE, 2 MERRY CROSSWORD & 2 HOLIDAY GOLD.

GET YOUR HOLIDAY BONUS



*Scratch. Eat.
Be Merry!*

**HOLIDAY SCRATCH-OFFS
FROM THE TEXAS LOTTERY**



**IT'S YOUR SECOND
CHANCE FOR EXCITEMENT.**

POSTER / BANNER AD
EXAMPLE OF POSSIBLE SECOND CHANCE PARTNERSHIP PROGRAM

POS / OOH

“SMALL GESTURES” (ENGLISH/SPANISH)

The OOH, POS and other visual pieces utilize phrases that emphasize the “joy of giving” message of the campaign, and how sometimes the littlest things are the ones that make the biggest impact.

Also important as mentioned previously, there is a need, especially in the Holiday time period, for In-store communication that will break through the cluttered environment.

The “expected” Holiday look-and-feel, the one that is over-utilized by the majority of brands at Retail, plays in the red-green, red-white, silver-blue and/or red-gold color palettes. For this assignment in particular, it was crucial for us to maintain the Holiday “spirit” while establishing a distinct look-and-feel for the campaign that differentiates the brand from all others.

Our goal is to establish a graphic identity for the campaign that truly calls attention to itself in Printed media but most importantly at Retail. And this cannot be ensured if we adhere to what everyone else will be doing, utilizing red, green, blue, silver and gold as the basis for their Holiday designs.

Give. Scratch!



Be Merry!

**HOLIDAY SCRATCH-OFFS
FROM THE TEXAS LOTTERY**



POSTER

Regala. Raspa!



¡Felicidades!

RASPADITOS
DE LA LOTERÍA DE TEXAS



POSTER
Give. Scratch. Be Merry!
TEXAS LOTTERY SCRATCH-OFFS



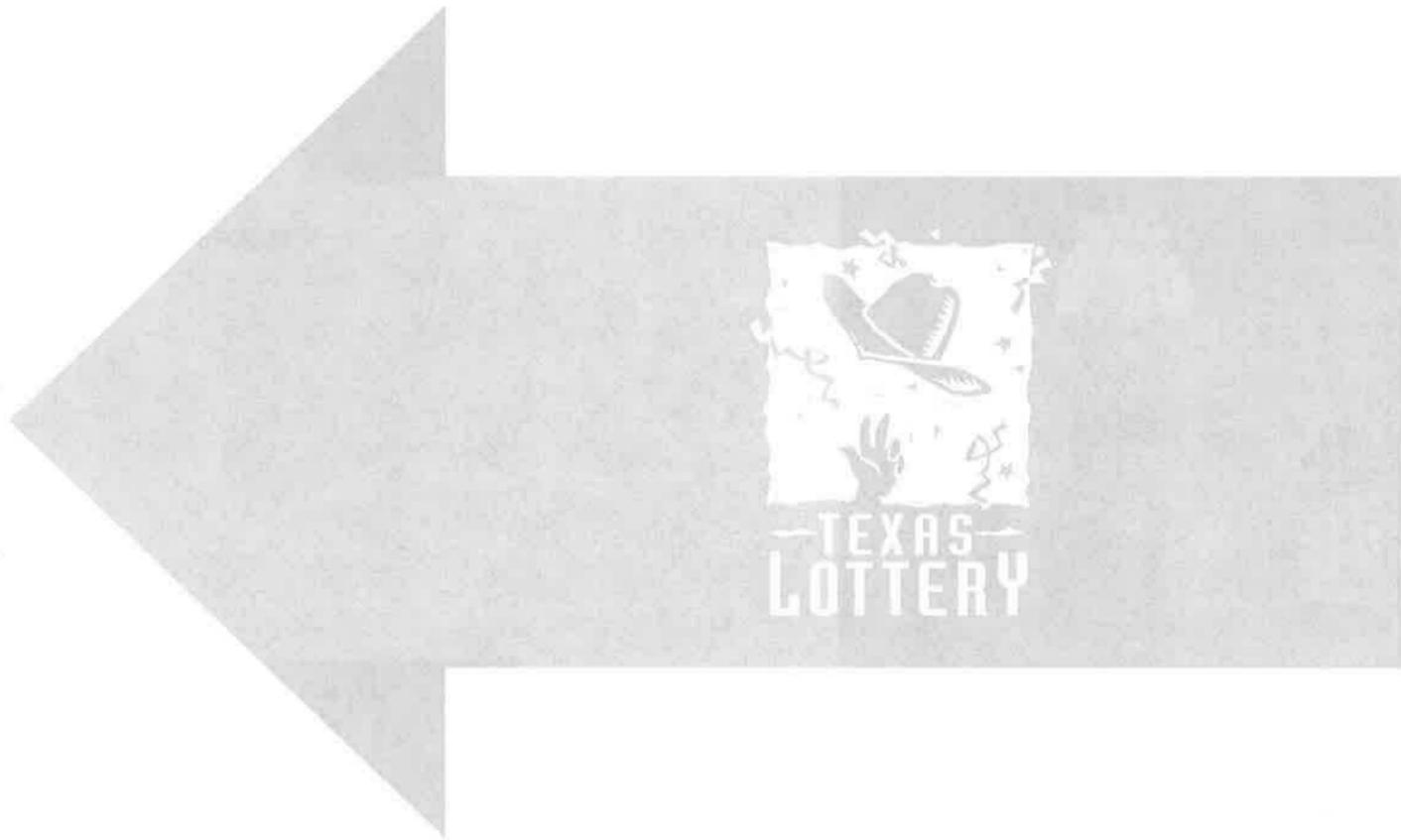
EXTENDED OUTDOOR BILLBOARD



OUTDOOR BILLBOARD



OUTDOOR BILLBOARD
Give. Scratch. Be Merry!
TEXAS LOTTERY SCRATCH-OFFS





FREEZER CLING



FLOOR DECAL



CEILING DANGLER



SHELF TALKER



PLAYSTATION

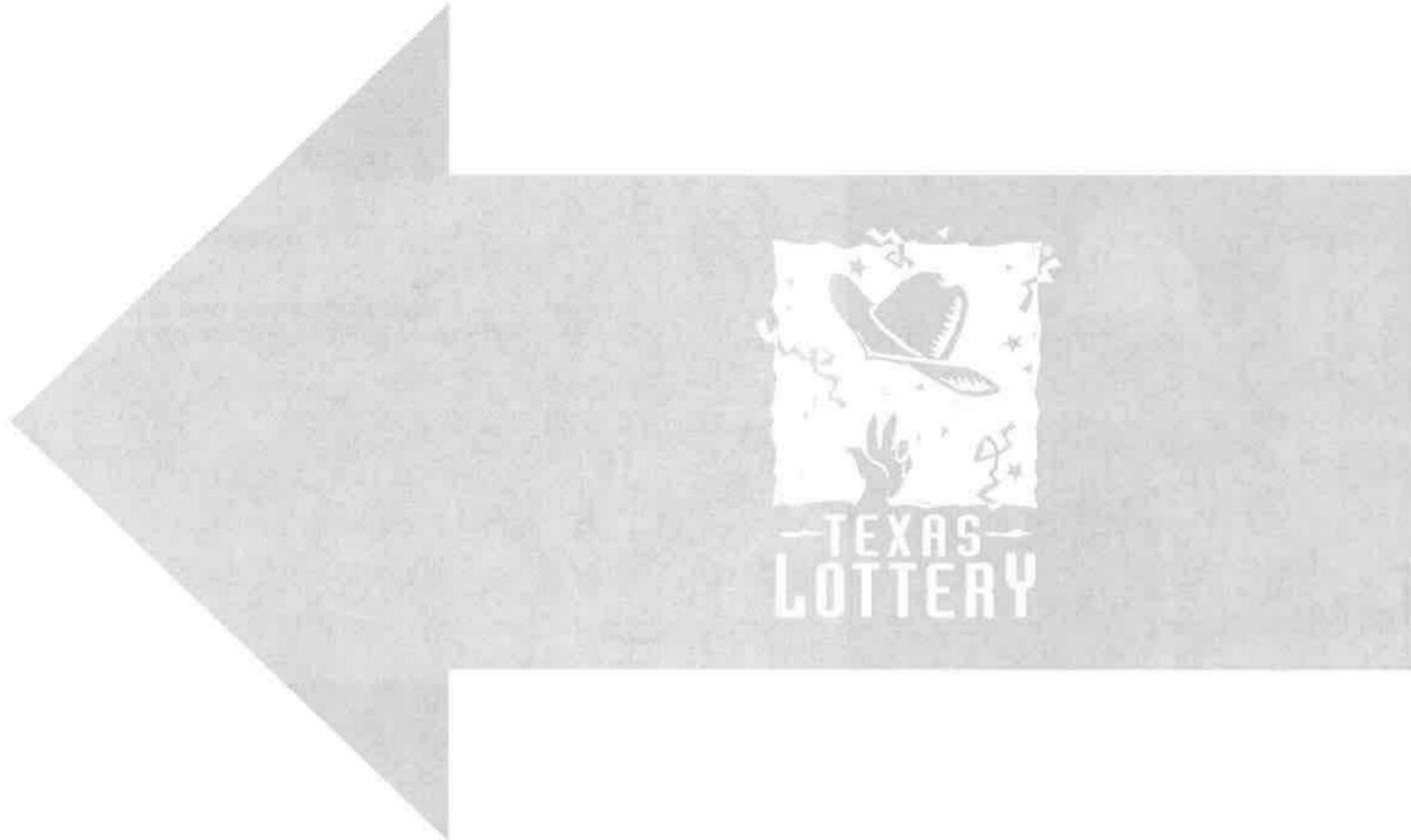




WHEN THEY'RE RUNNING LOW ON HOLIDAY CHEER.

FUEL THEIR EXCITEMENT.
Give. Scratch. Be Merry!

GAS PUMP TOPPER





FREEZER CLING
 Refresh everyone at your party.
 TAKE A SCRATCH-OFF FOR EACH.
 Give. Scratch. Be Merry!
 SCRATCH-OFFS FROM THE TEXAS LOTTERY.



CEILING DANGLER
 Give .
 Scratch.
 SCRATCH-OFFS FROM THE TEXAS LOTTERY.
 Be Merry!



FLOOR DECAL
 Give.
 Scratch.
 AND GET EVERYONE DANCING.
 WITH TEXAS LOTTERY SCRATCH-OFFS.



SHELF TALKER
 Give them a taste of excitement.
 Bring them a bundle of scratch-offs.
 Give. Scratch. Be Merry!
 TEXAS LOTTERY SCRATCH-OFFS.



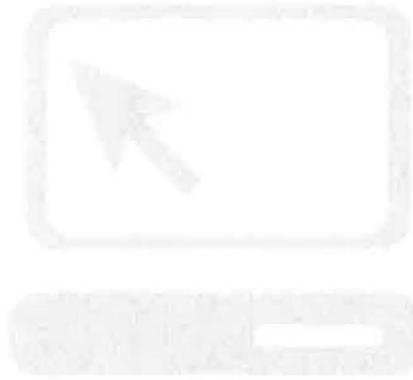
PLAYSTATION

DON'T FORGET YOUR FRIENDS ALSO WANT TO SCRATCH.
GIVE. SCRATCH. BE MERRY!





GAS PUMP TOPPER
FILL YOUR CAR UP WITH JOY.
GIVE SCRATCH-OFFS TO YOUR TRAVEL BUDDIES.
Give. Scratch. Be Merry!



DIGITAL “SMALL GESTURES” (ENGLISH/SPANISH)

The “pay it forward” theme is extended in Digital through a simple app with big Social Media implications, consistent with the “Give. Scratch. Be Merry!” message.





Program Overview

Consumers are invited to share their own version of a scratch-off in an electronic greeting card, once sent, the recipient will receive a special message with a picture from their friend all within a mobile app. If viewed on a touch screen smartphone, users can reveal the picture and message by scratching the screen with their finger (or with a mouse on a laptop/PC) as they would a real-life scratch-off. Recipients are then invited to pay the small gesture forward to their friends and families.

The app also allows users to find their nearest retailer. Importantly, though the app would be launched as part of the Holiday campaign, it can be repurposed throughout the year and tailored to specific campaigns to create a sustainable year-round asset for the Texas Lottery.



HOMEPAGE TAKE-OVER

Use your mouse to scratch!

Use your mouse to scratch!

Send a personalized virtual Holiday Scratch-Off.

Give. Scratch. Be Merry!

BANNER

Give. Scratch. Be Merry. Texas Lottery

SEND A PERSONALIZED VIRTUAL HOLIDAY SCRATCH-OFF!

Add a picture and give them a winning ticket with what matters.

Some suggestions:
An afternoon spent together, IOU 10 hugs,
Dinner cooked at home, Movie night, etc.
The sky is the limit!

Their Name
Their e-mail address
Your Name
Your E-mail address

upload photo

Enter the prize you want them to win!

18 or over? **SEND**

MICROSITE



SCRATCH-OFF APP

Core Idea

Create awareness and generate sales of Holiday Scratch-offs from the Texas Lottery via a simple app that facilitates participation and sharing via Social Media.

Considerations

Texas Lottery is new to the social space and would like to take a more cautious approach to social media. Messages can be filtered within the application so that nothing inappropriate is created by users.

Why It Works

We are asking consumers to engage with each other, facilitated by the Texas Lottery brand, via a fun, simple app that has the potential of going viral.

Here's what we know:

Social Media

- 73% of Texans 18-49 online engage in social networking, while 21.9% of the audience become a fan or follow brands.
- 54% of the audience comment on others' posts, while 50.9% post their own status updates.
- Moreover, 38.6% of Texans 18-49 online enjoy posting photos, and 26.3% share links, articles and video on their walls.
- Texans 18-49 overindex in statements such as, "My cell phone connects me to my social world," and "I use my cell phone in many different ways to get the information I need."

Source: Nielsen @Plan Profiling Report Texas 18-49 Online Activities; Summer 2011 Simmons Adult Survey

Mobile

- 23.6% of Texans 18-49 downloaded applications to their mobile phones in the last 30 days. Additionally, 47.9% used their mobile phones to take pictures, while 17.9% used their mobile phones to record video.
- Moreover, Texans also enjoy downloading games to their mobile phones (16.6%) and downloading pictures (16.9%).

Source: Nielsen @Plan Profiling Report Texas 18-49 Cellular/Wireless Activities

Key Tactic: e-Scratch-off App

Summary.

Promote the idea of giving and scratching to encourage users to be merry through an app that creates an emotional connection and also provides utility that drives to retail.

Main Message

Share, have fun, be joyful

Calls to Action

- Share some fun
- Encourage your friends to create their own greeting and share with their friends, and see how far the fun will go
- Find a store near you

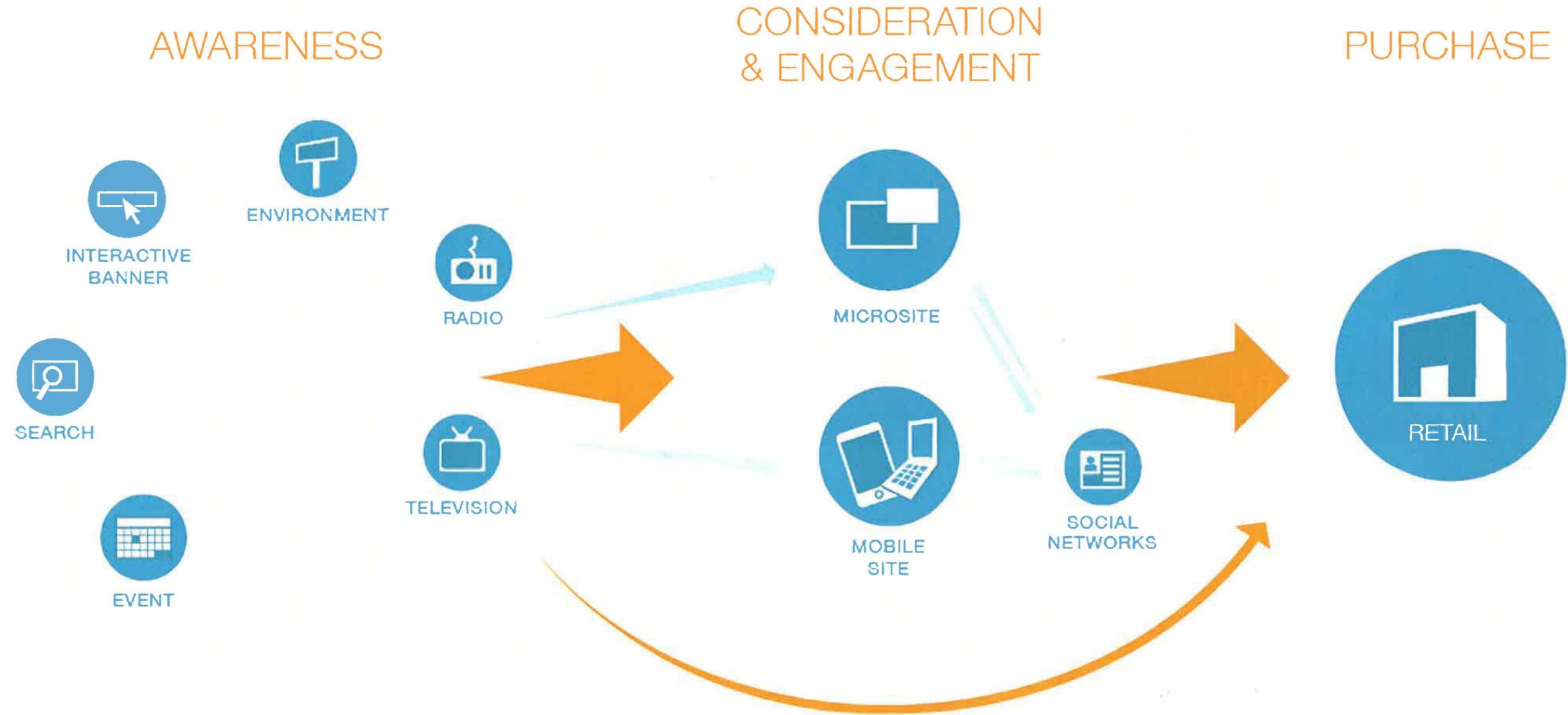
Supporting Traffic Drivers

- Texas Lottery Site
 - Promote the app with banner messaging
 - Feature Holiday Scratch-Off designs with complementary messaging
 - Re-skin store locator to match holiday look and feel, perhaps include recording locations
- Media Ads
 - Contextual ads leverage TV spot content and act as a friendly reminder that someone you know did something worthy of a scratch-off.
For example:
 - TechCrunch suggests a scratch-off for your office IT guy
 - PetSmart.com reminds you to give to your dog walker
- Mobile
 - Mobile version of the microsite optimized for smartphones, leveraging most of the content available on the microsite.
- In-Store Signage
 - Incorporate QR codes at points of purchase such as cash registers, which would link to mobile version of the microsite.
- TV/Radio
 - Microsite URL
 - Shazam — use Shazam app to drive traffic to mobile site
- Facebook
 - Promote microsite from Facebook wall



Small
Gestures
Digital
Ecosystem

Small Gestures Digital Ecosystem



EXPERIENTIAL

PROMOTIONS AND EVENTS

“SMALL GESTURES”

(ENGLISH/SPANISH)

Small gestures can make a big difference. Throughout this campaign, the Texas Lottery has invited consumers to bring a little fun and excitement to the people who do little things that mean a lot. In Experiential, now it's the Texas Lottery's turn to “pay it forward” to their audience.

EVENT IDEA: Mall Blitz Initiative

HOW IT WORKS: The Texas Lottery will partner with local malls around the state during the holidays and designate a high traffic area to engage the holiday crowd. The Texas Lottery will “pay it forward” to consumers, with simple gestures of appreciation.



**Small
Gestures
Promotions
and Events**

Mall Blitz Actions Include:

- Gift-wrapping stations – where Holiday Scratch-offs are sold and where, with purchase of Holiday bundles or group of tickets:
 - o Tickets are nicely wrapped to be given as gifts
 - o Up to one additional gift is wrapped, free of charge
 - o Portable picture-taking kiosks permit sharing of fun, Texas Lottery-branded photo booth-type pictures

In-Mall Media / OOH

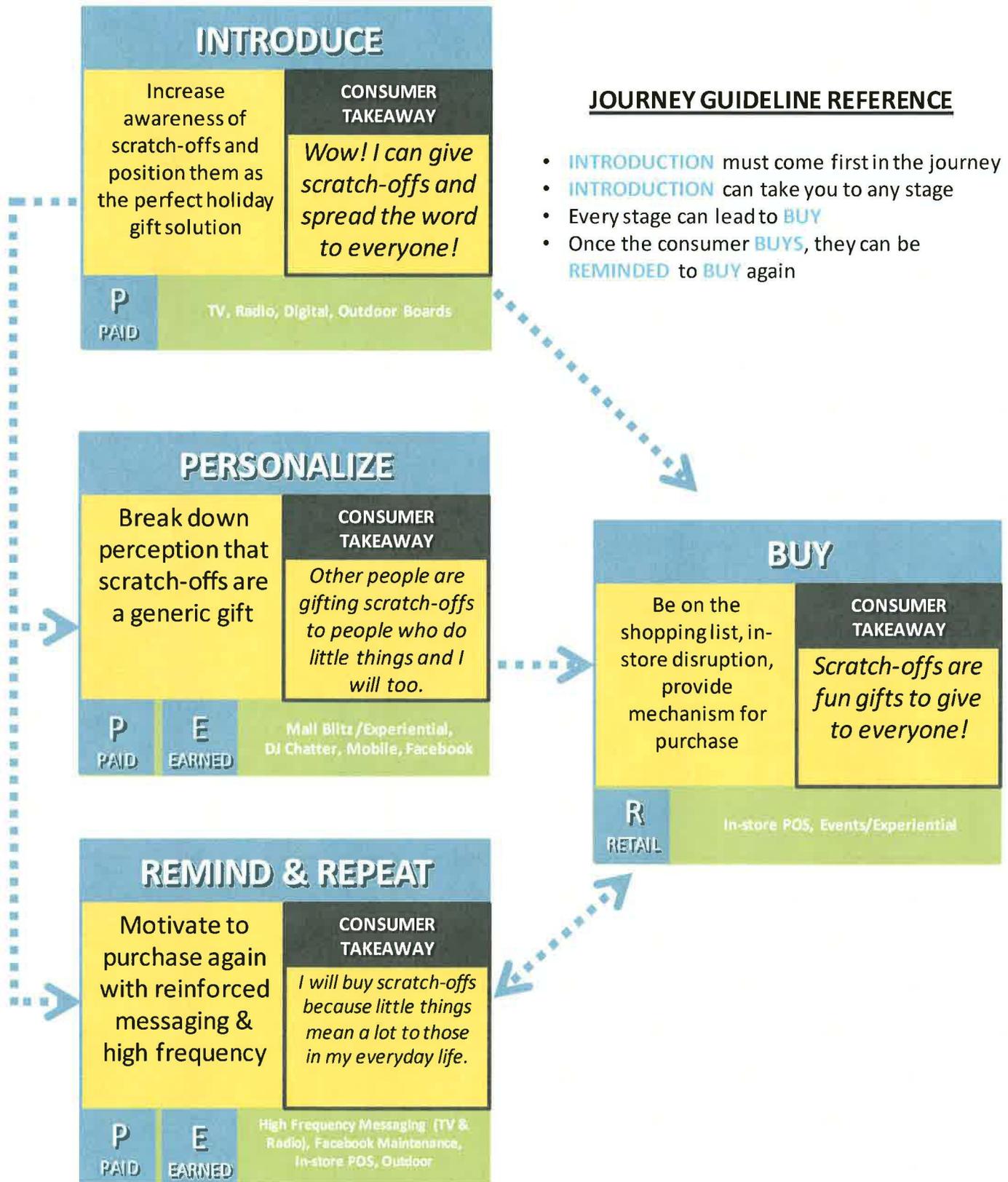
- o Directs consumers to Texas Lottery gift-wrapping stations
- o QR codes provide store locator and/or directs consumers to Digital component of the campaign
- o Second-chance Valet, where non-winning tickets serve as collateral for partial payment of valet service



At C-stores:

Partner with retailers to create "small gesture" promotions like "3 for \$3" specials to drive store visits and sales. Sample offer could include "Get a coffee + donut + \$1 Holiday scratch-off for just 3 bucks!" Could tie-in with morning drive DJ chatter to promote the initiative during weekday mornings.

Integrated Campaign Journey





e) Evaluation of Campaign Effectiveness

Methods to evaluate campaign effectiveness shall be included. Such methods for monitoring, tracking and measuring the campaign's success should point to the effectiveness and efficiency in meeting the communication goals.

We have read, understand, and will comply. See our response to section 8.1.4 (e) in the following pages



RESPONSE TO SECTION 8.1.4 (e) – EVALUATION OF CAMPAIGN EFFECTIVENESS

Sales results are one key indicator of campaign performance and we would first recommend tracking year-over-year Sales to gauge the effectiveness of our Holiday Scratch-off program. We would analyze the Sales reports already being generated by the Lottery, and could correlate weekly sales with weekly Media levels to monitor any changes that would be indicative of success.

It is important to note, however, that Sales reports would not yield any information as it relates to messaging and Brand-building, which should also be vital to understanding a campaign's effectiveness. This can be measured in a variety of ways – both quantitative and qualitative - and at LatinWorks we work closely with our Clients to define the key metrics by which we would measure success depending on our Clients' established processes. As we have introduced some uniquely different strategic elements in our development of the Holiday Scratch-off campaign, these must be taken into consideration as success criteria and measurements are defined in collaboration with the Texas Lottery. In the response to this section we present some initial recommendations on how we could proceed.

Based on the "Total Market" approach that has been presented and discussed extensively throughout this response document, we believe that it is vastly more productive to approach the consumer from the angle of psychographics in today's evolving marketplace. For this reason, the first element on which we would have to align is the need, or lack of thereof, to measure any results by ethnicity. Reading results by ethnic group is unfortunately not actionable when it comes to the Lottery, because of targeting restrictions. This does not mean that we shouldn't continue to understand attitudes and behaviors by demographics. It only signifies that these would not necessarily be a factor in determining campaign effectiveness metrics.

As noted, our response to the RFP introduces some unique concepts and strategic approaches that inspire the implementation of some new goals, and therefore campaign metrics. These certainly don't replace some of the main business tracking elements that are already in place, they just provide additional perspective in terms of how consumers might respond to our communication. Here are some items that we would definitely recommend looking into:

- **Purchase Intent Tracking:** Because our central intention of the Holiday campaign is to motivate people to give Scratch-offs as gifts, we should track whether this is truly happening. We would work closely with the Texas Lottery's Research partners on incorporating specific questions into any tracking studies that are already being conducted on an ongoing basis. Key areas to explore: Is the number of people considering giving scratch off as gifts (and actually doing so) increasing? What are the key motivations behind it? Another way of doing it would be monitoring where Holiday Scratch-offs appear on gift rankings and whether there is a difference in ranking position season after season. If we want to be more specific, we could even ask what gifts are at the top of the list when it comes to "not leaving anyone out" (again, playing back to a key



strategic component of the campaign). Additionally, we should also track the percentage of people who have actually received the Scratch-off as gift and whether they liked it.

- **Campaign Equity Tracking:** we should quantitatively track whether consumers play back "winning gesture" or similar intended messages/meanings after being exposed to the campaign. Are the key messages really hitting home? Are we really connecting emotionally? As part of the same tracker, we would recommend linking message playback/recall to key brand indicators – for example, is the fact that they are interpreting the message correctly driving desired behavior at the same time, as well as a favorable opinion of the Texas Lottery overall, as a result of the Holiday campaign? Again, we would work with other Research partners to leverage existing studies and methodologies that are in place.
- **Light to Moderate Player Engagement:** As a result of a more conscious effort to further engage with light to moderate players – Skeptical Participants and Upscale Dabblers in TLC's segmentation, it would be interesting how the number continues to evolve beyond current combined 25%, as identified in our response to Section 8.1.1. Our recommendation would be to even track the evolution by segment by key DMA, since it would be a more detailed indication of whether we're connecting successfully with this consumer mindset across the state.
- **Event Engagement and Interaction:** could also be important in determining campaign effectiveness and would enable us to measure consumer communication and responses. Event engagement would be measured via participation and attendance, and learnings such as participation per hour or peak participation periods can be gathered to inform future event selection and modifications. Interaction tracking would include measuring social engagement. By utilizing social media monitoring tools, optimizing and monitoring social ads, implementing audience measuring tracking tags on the campaign homepage, as well as using ad serving technologies, we would also be able to determine what conversations are happening around the campaign, what audience is the most receptive to the messaging, as well as where the audience is coming from. In doing so we would be able to understand the success of experiential engagement of the program, in digital and at events.

Since the most effective communications strategy cannot exist without a solid Media Plan to accompany it, media stewarding and post-flight evaluations would ensure negotiated deliveries. Further, OOH tracking tools will allow us to determine efficiencies for outdoor media, and digital efficiencies can be reported and optimized on a bi-weekly basis during the flight of the campaign. Websites that are not meeting the initial campaign benchmarks will be optimized toward either better performing placements or toward other top performing sites to ensure digital efficiencies.

To summarize, the above are key business and communications metrics that would make sense for the Holiday campaign based on the programs we presented. Moving forward, we would work with the Texas Lottery and your research vendors to define objectives and develop an appropriate tracking and measurement strategy.



(f) Campaign Guidelines

All discussion and examples related to the creative assignment should be included in the Proposal. Proposers invited for an oral presentation may use props and/or electronic media (i.e., PowerPoint, video, audio, Internet) as aids.

The Texas Lottery has identified the following resources for use by Proposers in preparing the creative response. Proposers are encouraged to conduct additional quantitative and qualitative research. Resources:

- FY11 Media Plan (General and Ethnic Market), Attachment I
- FY10 Sales/Revenue by Game, Attachment J
- Demographic Study, available at <http://www.txlottery.org/info/reports.cfm>
- National Association of State and Provincial Lotteries (NASPL), www.naspl.org
- La Fleur's, www.lafleurs.com

We have read, understand, and will comply.

8.2 CLIENT CASE EXAMPLES

8.2.1 All Proposers shall provide examples of related client work from the past three years. The examples shall provide clear evidence of the thought process used to develop creative solutions to assignments similar to potential Texas Lottery projects. Proposers should clearly identify whether a client case example provided in their response is representative of the agency overall or the experience of a specific staff member. Examples should also include digital project and event case studies.

We have read, understand, and will comply.

8.2.2 The Proposer shall fully describe how the client case examples address and demonstrate the Proposer's competency and understanding of the following issues: Overall Advertising Strategy, Creative Strategy, Media Plan, Cost Effectiveness, Creative Execution and Evaluation of Campaign Effectiveness.

We have read, understand, and will comply.

At LatinWorks we pride ourselves on developing globally-renowned Creative that also yields results for our Clients. We credit as much of this success to our vigorous fully integrated approach to Strategic and Creative Development as we do to our talented Team from all disciplines united around a singular effort: Pursuing Excellence for our clients and the Agency.

Following are several examples of our work for other clients, representative of the quality and caliber of the work we do, and can continue to do on behalf of the Texas Lottery.



CLIENT CASE EXAMPLES 1 & 2

CHEVROLET: "Driving Sales Through a Total Market Approach"

HOW ARE THESE CASE STUDIES RELEVANT TO THE TEXAS LOTTERY BUSINESS?

They demonstrate LatinWorks' approach to Total Market campaign development - exemplified through two successful campaigns for Chevrolet that LatinWorks managed as lead strategic agency:

- Chevy Insurance Break Program
- Silverado "There's Life To Be Done" Campaign

CHEVROLET CASE EXAMPLE 1: CHEVY INSURANCE BREAK

SITUATION

As the U.S. economy slowly recovered from recession in 2010, many Americans were still in a state of financial uncertainty. Many felt they just couldn't get a break, and with so much at stake, they held off on buying a new vehicle. This was reflected in relatively low automotive sales for that year. While Chevy brand awareness was high, consideration lagged.

SOLUTION

First, we carefully analyzed the changing consumer mindset and barriers to purchase across ethnicities with the objective of uncovering a unique insight common to all potential new car buyers regardless of background. This overarching insight led to a potentially game-changing revelation: that 23% of all potential car buyers were unwilling to purchase a new vehicle simply because they could not obtain automobile insurance. This was especially true for drivers paying high insurance premiums or those unable to get insurance: drivers with DUI, multiple traffic violations, young drivers, and minorities.

It was further determined that no other competitor had tapped into this consumer need or was addressing this unique issue. This presented a timely and rich opportunity to increase Chevy dealer visits by offering otherwise uninsurable drivers free insurance for one year with their purchase of a new Chevy.

The path forward was now clear, but Chevy needed an insurance provider to help in the endeavor. MetLife proved to be the perfect partner. Creative development was set to begin.

Creatively, we communicated to the consumer that there is a car company out there that truly cares about them in tough times. We needed to prove to them that not only did Chevy offer some of the best vehicles ever in their 2011 line-up, it also offered a program that connected at a deeper level with empathy for the frustrations that consumers of all backgrounds were feeling





at the time. Thus, "Chevy understands what I'm up against. It has a unique offer that is very meaningful to me." became the campaign mantra that drove the development of the campaign.

Using MetLife's "spokesperson", the iconic Peanuts character Snoopy, and the newly launched Chevy Cruze, the campaign was designed to emotionally speak to the consumer about the Chevy Insurance Break: "Sometimes we all need a break from the day-to-day hassles and worries of the world. Now when you buy a Chevy, you can take a break from worrying about insurance for an entire year."

In an effort to increase awareness and consideration for the campaign, we created a landing page that included the iconic creative with a campaign that implemented search, partnered with local and national websites, reached dealer retail websites, and implemented social to support the program.

The Integrated Communications Plan At-a-Glance:





TV Execution



Take a break from the day-to-day grind. A break when times are tough. A break from your to-do list. And while you are at it, take a break from paying car insurance, because from now to September 6th, any new Chevy vehicle you buy comes with an entire year of MetLife Auto Insurance Standard. There is no hassles, no worries. You see here at Chevy we believe everybody deserves to take a break every once in a while. It's one more reason Chevy runs deep.

***Refer to Audio/Video Exhibit DVD for full spot. File Name: Case Study 1_Chevy_InsuranceBreak_EnjoyLife**





Print


The
**CHEVY
INSURANCE
BREAK**

*Take A BREAK FROM PAYING AUTO
INSURANCE FOR ONE year.**

MetLife
MetLife Auto & Home®

*Available to licensed Michigan and Oregon residents only. Coverage provided by MetLife Auto and Home. Take delivery by September 8, 2011. Insurance paid by Chevrolet. See dealer for details. PROMOTED BY 2011 Chevrolet Malibu LLC.



RESULTS

Chevrolet tested the program in two states, Washington and Oregon. In both, we saw incredible year-over-year increases in sales of new Chevy vehicle purchases. Sales for Oregon and Washington increased 21% and 22% respectively during the months when the program was executed. In addition, total car insurance premiums issued during the time period exceeded the target goal. It was so successful that Chevy and MetLife are expanding the program nationally in 2012.

CHEVROLET CASE EXAMPLE 2: SILVERADO "THERE'S LIFE TO BE DONE"

SITUATION

Chevy Silverado has built strong brand equities with truck consumers and the brand is held in high regard. Silverado continues to win a greater share of the pickups segment as "the most dependable, longest-lasting full-size pickup", a claim that is believed and respected. Interestingly however, the brand did not have a unified strategy across consumer markets. For the launch of the model year 2012, Chevy wanted to leverage the core equities of the brand and build connections at a higher emotional level under one single-minded strategy for all markets.

SOLUTION

LatinWorks partnered with Goodby, Silverstein and Partners to create the Total Market campaign for the Chevy Silverado, but it would be LatinWorks' strategy, informed by our approach to brand planning and the consumer regardless of ethnic background, which would drive the creative development around a consistent core message and re-defined target. Executions were to be different for the English-speaking general market and the Spanish-speaking Hispanic market, but one ad developed by LatinWorks, "In Trouble", was ultimately utilized for all markets as it proved to be most effective at conveying the values of the brand theme, "Chevy Runs Deep".

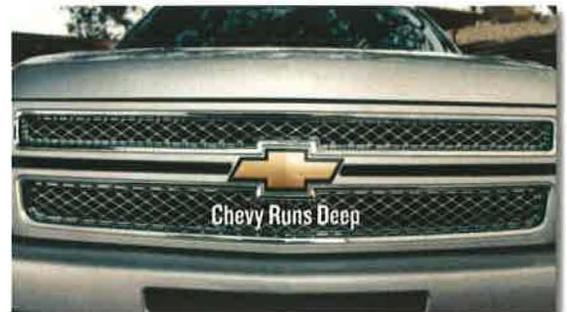
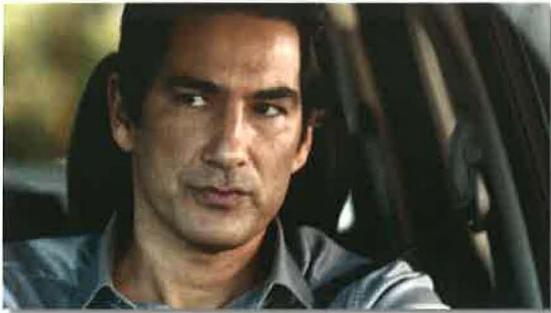
Applying LatinWorks' proprietary archetypal segmentation tool, we dimensionalized the Silverado target consumer and identified him as the "Noble Hero". Selfless and hardworking, he provides for those he cares about. There is a genuine, unwavering bond between him and his truck. Silverado is his partner, a badge that shows his quiet strength and confidence. It's a trusted, essential tool with dependability every day and longevity that counts over time. Silverado is his source of pride in doing the job well.

The key insight that drove Creative development was that the Noble Hero works hard to shape the future he has envisioned for himself and his family. But his work only matters if he can enjoy the moments it allows, those spent with friends, family, and loved ones. We remind him just how good those moments can be, and we urge him to get to the good stuff, to get to living.





TV Execution



Whether on or off the road, count on Chevy Silverado. The mischief to memories, Chevy runs deep.

*Refer to Audio/Video Exhibit DVD for full spot. File Name: Case Study 2_Chevy_There'sLifetobeDone_InTrouble





RESULTS

Chevrolet tested the campaign among truck groups in two key markets: San Antonio and Los Angeles. Consumer feedback on both markets confirmed that the "There's Life To Be Done / Ponte A Vivir" strategy strongly resonates with consumers, alluding to those things respondents aspire to emotionally: time with family, stability, and being a source of strength and inspiration for their children. In addition, the creative execution, "In Trouble", was recognized as distinct from other truck ads and as different from past Chevy Silverado strategies. The effectiveness of the campaign is starting to yield results as year-over-year November sales are showing a positive trend, up 2.1%.

DEMONSTRATION OF COMPETENCY AND UNDERSTANDING OF:

Overall Advertising Strategy

Our communication plans are guided by a thorough landscape assessment to understand the unique business opportunities, competitive environment, and diversity of new vehicle buyers in all key markets. Our team applies its analytical disciplines to acquire a deep understanding of our consumer and prime prospects, in these examples, Total Market consumers, to gain knowledge of the trends, lifestyles, and deep-seated needs related to their new vehicle purchase. Uncovering unique insights drives the effectiveness of our creative output, allowing us to connect with these consumers in a very meaningful way.

Specific to Chevy Insurance Break, getting into a new car can sometimes be a long, arduous, and costly process. We wanted to show consumers that Chevy understands these frustrations. We gave them another reason to stop and consider the brand, with a distinctive and innovative program that allowed them to get into a brand new Chevy without the added cost and burden of buying automobile insurance.

Creative Strategy

Chevy Insurance Break: Leveraging the beloved Peanuts character, Snoopy, already closely associated by consumers with MetLife, we were able not only to bring attention to the important insurance break program, but also draw attention to the newly launched Chevy Cruze.

Silverado "There's Life To Be Done": The launch spot, "In Trouble", brings relevant consumer moments to life in an authentic, relatable manner. Life is full of moments where the Noble Hero has to hold his ground and lead by example, but there are also moments where he can let loose. All the while, his Silverado is his trusted partner in creating the moments that make his and his family's life memorable.



Media Plan

The media recommendation was based on the media channels identified through our Integrated Communications Mapping (ICM) Planning Process, as the most relevant and potentially effective for this campaign.

Cost Effectiveness

A Total Market focus facilitates driving efficiencies from strategy development through production. Identifying relevant partners can further drive efficiencies. For example, for Chevy Insurance Break, we were able to utilize Peanuts' iconic assets at no additional costs because of Chevy's partnership with Metlife.

Leveraged and repurposed existing media buys across funnel communications: National, Retail and Dealer buys.

Evaluation of Campaign Effectiveness

To ensure effectiveness of our work, LatinWorks manages an on-going assessment of all brand initiatives utilizing local market research and data sources to periodically monitor Chevy's business and brand performance. These disciplines are applied to any and all segments of the population, as identified by our Total Market process.



CLIENT CASE EXAMPLE 3

DOMINO'S PIZZA: "Driving Sales Through Research and Effective, Creative Media Planning"

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

It demonstrates how working dollars can be maximized to build a Brand and drive Sales.

SITUATION

In a time of ever-increasing media fragmentation, where the competition for consumer attention and fixed ad spend is diminishing the effectiveness of advertising messages, at LatinWorks we continually challenge ourselves to proactively identify creative solutions for tackling client business problems, including the maximization of our clients' Media dollars. Recently, in 2011, our approach resulted in an unprecedented opportunity which led to the development of the first-ever media integration of its kind in the Hispanic quick-serve restaurant (QSR) space.

As part of a concerted cross-market effort, Domino's challenged its agency-partners with breaking through the competitive QSR media environment by enhancing Media flight schedules that were already approved and in place. By far, as is also typically the case for the Texas Lottery, the single largest investment medium is TV. The question then was: How can LatinWorks utilize the historically traditional medium of Network Spanish-language Television in an effective, non-traditional way?

Our goals were aggressive:

- Gain a competitive advantage in an increasingly cluttered QSR media environment
- Communicate to the increasingly important Hispanic consumer Domino's commitment to their lives and that of their families, and
- Establish Leadership in the Hispanic QSR Media space by pioneering an innovative use of Spanish-language Media for the category

SOLUTION

Our research revealed that Domino's Hispanic consumers are driven and self-confident, and love to indulge their family and themselves in life's little pleasures when they can. Spontaneity is embedded in their lifestyle, and at home or on-the-go, food choices are often made on the fly in their busy households.

Research also revealed that this consumer tends to schedule their evenings around key Primetime programming, particularly telenovelas, which provide "family-time" appointment viewing opportunities that this audience prefers. Although "mom" is traditionally the final household purchase decision-maker, the influence and preference of the family is taken into consideration when deciding on what food to eat.





Our solution revolved around seamless integrations within “Eva Luna”, a highly-rated telenovela on the Univision network. It included several pre-show teasers throughout the show’s run reminding viewers to order their pizza in time prior to each episode. Not only was Domino’s the first QSR brand to integrate in such a way within a network telenovela, it was also the first brand weaved into the storyline and mentioned by on-air talent. Additionally, the brand was featured during the closing credits of every episode.

One of the examples of these organic, in-program integrations we were able to negotiate include the lead female character - who works at an ad agency - ordering pizza online for a late night at the office with her coworkers. Another followed a Hispanic mother ordering several pizzas for her son’s birthday party. When asking the son specifically what food he wanted for his party, he happily exclaimed: “Quiero Domino’s!” (“I want Domino’s!”) After the pizza was delivered, the whole family was excited and happy to enjoy their Domino’s pizza.

As noted, prior to each episode vignettes with call-to-order messages reinforced the Domino’s brand. This provided an easy meal solution for Mom that the whole family could enjoy while watching the program together.





RESULTS

The initiative generated significant earned media buzz across multiple media outlets, ensuring that the Domino's brand was being mentioned long after an episode or Domino's television spot aired. But the most significant accomplishment of these media integrations was the marked increase in overall Sales – across markets – specifically during the time frame of the integrations. As this overall Sales push was driven by Domino's pizza locations in Hispanic-designated areas, this was recognized as a testament to the effectiveness of the program developed by LatinWorks.

DEMONSTRATION OF COMPETENCY AND UNDERSTANDING OF:

Overall Advertising Strategy

In a culture where telenovelas are an anticipated, nightly entertainment option, LatinWorks converted "Eva Luna" into much more: a natural bridge that allowed Domino's to connect with its Hispanic consumer in a more relevant and efficient way.

Creative Strategy

This integration was a great example of the creative use of non-traditional advertising supported by cultural insights. LatinWorks built a unique broadcast strategy to complement Domino's pre-existing media plan and the overall results, led by our Spanish-language initiative, validated the approach.

Media Plan

As mentioned, the media plan was already approved and in place. The challenge was how we optimize the sound media strategy behind an already solid plan, and maximize dollars to the benefit of the Brand and our client.

Cost Effectiveness

Though the client does not provide us with enough specifics to determine ROI, the integration was negotiated as value-added to the existing media buy, and the initiative itself generated earned media and other PR-driven impressions.

Creative Execution

In addition to the Branding spots that also aired during the integration period, all other creative (e.g. teasers, celebrity mentions, etc.) were also negotiated as value-added to the media plan already in place.

Evaluation of Campaign Effectiveness

Closer evaluation of client Sales metrics revealed that the notably lifts were driven by the Hispanic program, though the client does not communicate actual figures.



CLIENT CASE EXAMPLE 4

KLEENEX "SNEEZE CATCHERS": "Driving Results through Integrated Planning and Marketing"

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

It demonstrates how LatinWorks' Insights-driven Integrated Communication Mapping (ICM) Process yields results - from Broadcast advertising to Retail

SITUATION

Kleenex is the leading facial tissue brand in the category. Not surprisingly, the brand enjoys solid awareness across ethnicities. However, sales revealed an awareness to household penetration gap, particularly among Latina women, 30% of which used substitutes such as toilet paper and paper towels, among others. And in order to drive overall sales we needed to develop a program that would motivate this ever-critical consumer to change behavior and buy Kleenex.

Our challenge was clear: convert high, positive brand awareness into transactions at retail. But how would we achieve this when Latina consumers believed that facial tissue simply was not a necessity as substitutes do just fine?

SOLUTION

Research showed that we needed to focus our efforts on establishing a need for Kleenex brand tissues among Hispanic women. We sought to influence the experience at retail to ensure that we got in their shopping cart. Trial would become a critical tool in getting these consumers to realize they had a health-related need. Proprietary Kleenex technology leading to a superior product innovation, Sneeze Shield, would be our accomplice in the effort.

Research further validated what we already knew: that kids are strong influencers over moms' shopping decisions. Couple this with moms' strong core desire to protect her kids from illness and kids thus would become the vehicle through which we would overcome moms' indifference. As noted, Sneeze Shield would be the tangible RTB to position Kleenex as a necessity.

Public health concerns over flu outbreaks at the time, and the constant media attention this issue received, was also not lost on these moms. We would leverage the unique competitive advantage of Kleenex brand tissues to make our point: that nothing is more effective at containing germs than Kleenex with Sneeze Shield.

LatinWorks' proprietary Integrated Communication Mapping (ICM) process identified the best environments in which to generate need as well as the critical touchpoints that ultimately drive the consumer from awareness to purchase to loyalty. Additionally, ICM revealed that Spanish-language TV would be an integral component of the plan, but broad-reach media alone would not be enough to drive the intended change in our target's behavior.





The fully-integrated plan we developed was based on endearing characters called The Kleenex "Sneeze Catchers": superhero-like kids enlisted to keep germs in Kleenex brand tissues and off of hands where they could spread disease. We created a fun, engaging program to certify actual kids from around the nation, as real-life "Sneeze Catchers". The platform utilized digital assets, consumer promotional sweepstakes, grassroots outreach efforts with school tie-ins, and experiential components to drive engagement. At Retail, the program came to life via product trial opportunities and other in-store shopper marketing elements.

Key program elements included:



In-store Events



School Events



Experiential



Web

Help your family catch a sneeze in its tracks with Kleenex® Brand Facial Tissues with Sneeze Shield

SAVE \$2.00
on any ONE (1) Kleenex® Tissue Facial Package

VISIT ATRAPAESTORNUDOS.COM



Catalina

Ayuda a tu familia a atrapar el estornudo

Con un paquete de Kleenex® Brand Facial Tissues con Sneeze Shield, ayuda a tu familia a atrapar los estornudos y a mantenerlos fuera de casa.

ANORRINA \$1.00



FSI





TV Execution



A Group of kids and the KLEENEX® Brand have combined forces to put sneezes in their place. They're the KLEENEX® Brand Sneeze Catchers. And they're equipped with Sneeze Shield technology, to help keep stuff off your hands. Sign your kids up at sneezecatchers.com and you could win a magical vacation for the whole family. Remember...only KEELEX® Brand has sneeze Shield in all their tissues!

***Refer to Audio/Video Exhibit DVD for full spot. File Name: Case Study 4_Kleenex_SneezeCatchers_Wave**



RESULTS

The overall results were outstanding. We achieved 3.7% sales growth and increased market share by 4.3 points for Kleenex. In addition our work generated 6 times higher FSI redemption rate than the historical performance of the total market and achieved a 10% Catalina redemption rate.

Further, in a key consumer measure, we were able to improve "brand Buy Next" by an impressive 13 points.

The performance of our 2011 program exceeded all expectations, with Year 2 of the program recently launching in February 2012. The principles that informed the development of the program are also being employed in the development of a Total Market extension for Back-to-School 2012.

DEMONSTRATION OF COMPETENCY AND UNDERSTANDING OF:

Overall Advertising Strategy

A holistic approach to the program, informed by LatinWorks' proprietary Integrated Communication Marketing planning process, was employed so that new and compelling information was consistently communicated across the most important consumer touchpoints in the shopper journey, from awareness in Broad Reach TV, to consideration through digital, grassroots, and promotions, to trial at Retail (experiential, in-store, etc.) and ultimately preference as measured with the notable "brand buy next" key performance indicator.

Creative Strategy

We were able to tailor the communication of a superior Kleenex product innovation to the increasingly important Hispanic consumer base in an engaging and highly motivating way. We did so by applying solid insights into the consumer, their lifestyle, participation in the category, media preferences, and shopping behavior to increase preference and household penetration.

Media Plan

The Media recommendation was based on the media channels identified through our ICM process, as the most relevant and potentially effective for this campaign.

Cost Effectiveness

Though details as to ROI are not shared by the client, the fact that the campaign is expanding is testament in itself.

Evaluation of Campaign Effectiveness

The program metrics, including sales growth, market share increases, and higher FSI redemption vs. historical are clear indicators of the effectiveness of the campaign. Further, as previously mentioned, the expansion of the program in 2012 also speaks volumes.





CLIENT CASE EXAMPLE 5

LOWE’S FIELD: “Driving Meaningful Engagement with Consumers Through Creation and Activation of Events and Retail Co-partnering Program”

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

It demonstrates LatinWorks’ expertise in developing and activating live engagement opportunities, analyzing large and small event marketing opportunities and managing large net database of events and promoter partnerships in the State of Texas.

SITUATION

Lowe’s top category competitor has continuously outspent against their Hispanic consumer in the form of media, sponsorships, store involvement, event marketing execution as well as community relations. Further, Home Depot has a significant lead among Hispanic Home Improvement shoppers and purchasers regardless of acculturation.

As the new census was revealed, we found that Hispanic numbers exceeded projection, that their numbers are growing in places you wouldn’t expect, that they are native-born with a younger demo opportunity.

In the 10 states that are home to the most Lowe’s stores, 22% of the Population is Hispanic. Prioritizing dollars and maximizing Hispanic reach needed to be achieved by focusing experiential execution and retail programs in the top 8 markets:

- | | | | |
|--------------------|-----------------------|----------------|------------------------------|
| Los Angeles | Phoenix/Tucson | Dallas | Washington DC / Metro |
| Houston | Miami | Chicago | Denver |

Upon understanding the growth potential against our Hispanic consumer, as well as “big picture” understanding of markets, we strategically need to address the common denominator that could ultimately close the Hispanic share gap utilizing promotional tools. An honest evaluation of factors continuously exposed this gap is in the form of: ***DISTANCE***

Physical Distance: HD has scale and physical superiority with regards to location. This logistical fact is key as data supports a positive Hispanic affinity to Lowe’s store upon visitation. We needed a reason for our Hispanic consumer to consciously choose to drive further, a reason HD cannot deliver.

Emotional Distance: Our Hispanic consumers do have a stronger affinity for HD as their employees have stronger in-language associates and cater to a Hispanic centric environment. Disrupting the typical Lowe’s store retail environment is key, as well as associating with the right sponsorship platforms.





Project Distance: Lowe's is currently not top of mind when consumers decide to take on new projects. Inspiring our young consumers with digital assets, retail programs and event experiences outside of Lowe's should be a key strategic execution benefit.

OBJECTIVE

Develop a national marketing program to (1) address the "distance" issue with Hispanics, (2) is strategically-grounded in consumer insight and (3) closes the share gap vs. the competition. Leverage existing brand assets for a complete and fully-integrated program that incorporates vendor partners and moves beyond traditional media touch-points.

SOLUTION

Since we could not bring Lowe's stores closer to the consumer, we brought the Lowe's experience closer to them. La Cancha Lowe's (or Lowe's Field) was created and refined by LatinWorks as a national, scalable event marketing engagement unit. This modular soccer fan experience helped in solving the physical and emotional distance. La Cancha Lowe's was deployed at key cultural events that resonate with Hispanics, whether it is a premiere soccer tournament, a music festival, or a celebratory festival.



(Top) Lowe's Field experience outside Cowboys Stadium during Gold Cup soccer tournament. Brand engagement elements include build-and-grow clinics, Xbox soccer video game competition, foosball tables, and penalty shot challenge.

(Left) Event attendees watch the Lowe's "Fútboleros" soccer entertainment group perform a trick "freestyle" show while Lowe's brand ambassadors collect database information.

(Right) Families play in a foosball competition while local radio host works as MC during the Mexican Independence Day festival.





Year over year adjustments were crucial to finding better and efficient way to drive retail traffic. Vendors became an important tool for continuous engagement. By co-partnering with DeWalt Tools, Lowe's was able to create lasting experiences that also drove sales at retail. This also expanded their reach by utilizing the partners' vast field marketing representatives, in turn Lowe's would provide instrumental pass thru rights for their commercial customers and media awareness.



(Top left) DeWalt representative engages with Lowe's consumers during radio remote to promote storefront events and signed boxing merchandise promotion

(Top right) DeWalt drill challenge set up at near Lowe's front registers. The promotion was tied to a new product model launch.

(Bottom left) DeWalt ambassador engages with soccer fan outside of Lowe's / DeWalt vendor village during World Football Challenge.

(Bottom right) DeWalt ambassadors set up soccer kick challenge and host invited Lowe's contractors during pre-game festivities.



RESULTS

Our experiential and retail co-partnership programs have become the 'gold standard' for Lowe's. By showing an efficient use of resources and tangible results, the platform is now being implemented for all Lowe's programs.

During program implementation windows, Lowe's KPIs demonstrated:

- An increase in commercial traffic as illustrated by CRM database
- 10% increase in sales in the tools category in 8 priority markets
- Excitement by Lowe's regional managers as illustrated by high merchandise rates
- Year over year growth in online promotional visits to the program

DEMONSTRATION OF COMPETENCY AND UNDERSTANDING OF:

Overall Strategy

By analyzing the market we determined a 'distance' issue that would be a crucial compass for program development. By focusing on the top 8 markets we were able to develop engagement opportunities that involved multiple touch-points and ensured the best overall results.

Creative Strategy

Development of mainline creative was developed to complement our live engagement environments.

Media Plan

Worked flawlessly with Lowe's media AOR to clearly deliver a holistic plan by integrating our experiential platforms.

Cost Effectiveness

Maintaining a flat year over year budget, although showing larger program scale and sales results.

Creative Execution

New Creative messaging was implemented and deployed within live engagement opportunities for an emotional benefit. Utilizing composite logos and sponsorship rights were key.

Evaluation of Campaign Effectiveness

Evaluation of campaign effectiveness was in the form of online and offline efforts. Further, tangible % sales increase and positive regional manager feedback were strong campaign effective indicators.





CLIENT CASE EXAMPLE 6

BUD LIGHT “PITBULL – HERE WE GO”: “Driving Responsible Consumer Digital Engagement for a Partner-Brand in a Highly Regulated Industry”

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

It demonstrates how LatinWorks helps brands drive meaningful digital engagement with consumers, while respecting client and governmental mandates.

SITUATION

In a highly regulated industry, LatinWorks took several proactive steps to ensure that the brand stuck to its promise of responsibility and sociability. Bud Light partnered with Pitbull, the popular Cuban-American hip-hop artist, in a national, Total Market campaign launch supported by digital audience interaction on mobile and Facebook.

SOLUTION

With a launch set for the 2011 World Series, we partnered with Shazam (the popular music discovery smartphone app) to introduce our TV spot to the world. An icon appeared in the lower right-hand corner of the commercial asking viewers to Shazam the spot for access to exclusive behind-the-scenes content. Once "Shazamed", users were taken to a mobile experience that included behind-the-scenes video, photos, and sharable content for Facebook.

On Facebook, before officially announcing the partnership, we created a silhouette of the artist on both the profile picture and the tab that also had locked content. We challenged our fans to activate the experience, available in both English and Spanish, by both Liking the page and Liking the tab. For every 305 Likes (in reference to Miami, Pitbull's hometown's area code), we revealed a bit more of the hip-hop star's appearance in our Bud Light commercial.

To cash in on the social currency provided by both the brand and Pitbull, we created a Facebook campaign that included both premium and marketplace ad placements on the network. Additionally, we partnered with numerous websites such as VEVO, Batanga, Univision, Google, and Shazam to create a robust media presence.

RESULTS

Despite implementing rigorous age controls to access owned media (through an age gate on Facebook) and paid media (utilizing age gates and a minimal 70% 21+ website composition), we were able to yield significant results for our clients. We increased our “Likes” by more than 100% and exceeded the Likes to make the announcement that invited fans to join in on the party by sharing the specially-created behind-the-scenes video, photos, song, and tour dates on the tab.



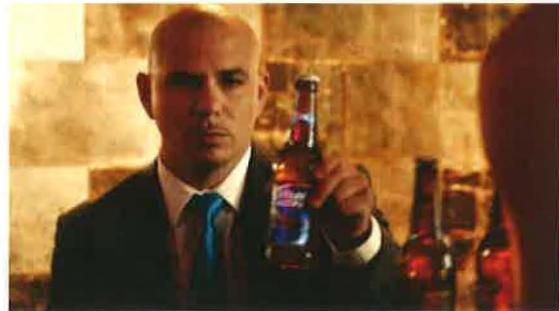
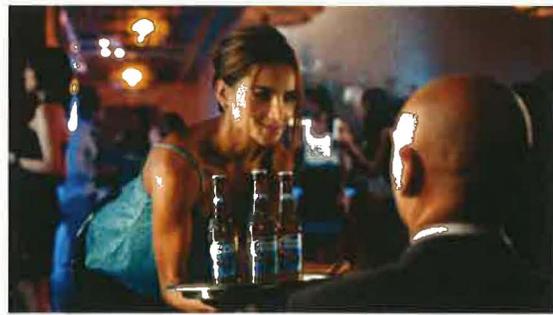


Engagement on the Bud Light Facebook wall increased with the brand experiencing more than 200% jump in new comments and Likes for our status updates.

The Facebook media campaign achieved over 20 million impressions for both our English and Spanish language audiences. Formats bought included marketplace ads, premium ads, and sponsored stories.

Our other online media placements garnered over 40 million impressions and included pre-roll, OLA, mobile ads, and also a TV tie-in with Shazam.

TV Execution



"Dale!" Get the Party Started. Dale! Pitbull together with Bud Light. Here we go.

*Refer to Audio/Video Exhibit DVD for full spot. File Name: Case Study 6_Bud Light Pitbull-Here we go





CLIENT CASE EXAMPLES 7-10

DIGITAL AND/OR RETAIL CASE EXAMPLES: Prepared by LatinWorks' Strategic Digital Partner, Springbox, Ltd.

DIGITAL AND RETAIL CASE EXAMPLE 7

CENTRAL MARKET: "Integrating Platforms / Cross-channel Planning"

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

Just like Texas Lottery, we see holiday efforts as part of the bigger picture. Seasonal campaigns are just one piece of the puzzle within a larger ongoing, integrated digital strategy to promote year-round online traffic to in-store transactions.

SITUATION

Over the past three years, we collaborated with Texas-based specialty grocer Central Market on a number of interactive initiatives. We redesigned their website, pushed the envelope with foodie-centric online engagement activities, developed strategic social media campaigns and launched several mobile platforms.

CENTRAL MARKET CASE EXAMPLE 7A: HATCH CHILE FEST - Creating the Ultimate Shopping Experience

SOLUTION

Springbox devised a multi-channel campaign to promote the 16th annual Hatch Chile festival in stores, a Hatch Chile recipe contest, and the chance to judge the contest in addition to promoting the mobile app. The campaign included social engagement via Facebook and Twitter, ads and promotions, a mobile site engagement and a home page engagement at CentralMarket.com.

Springbox led the creation of a cooking app that allowed users to explore and favorite dozens of Hatch Chile recipes by meal type, including desserts! Users could also create shopping lists, view a hands-on cooking tutorial and learn how to roast their own chiles.





RESULTS

On the first day of launch, the mobile app had over 1,600 downloads, with a total of 5,832 downloads during the campaign. Customers showed their appreciation of the app with a 15% click-through rate from the Central Market mobile site.

CENTRAL MARKET CASE EXAMPLE 7B: CHOCOLATE FESTIVAL QR CODES - Engaging On the Go

SOLUTION

Springing off the success of last year's award-winning Chocoscope campaign, Central Market was in the mood to experiment. With Valentine's Day nearing, we opted to engage users with a unique in-store giveaway using QR codes.

Central Market's foodies came up with some unusual chocolate pairings, and we posed decadent picks including: bacon, red wine, stout and cheese as suitors vying for chocolate's affection. Clever love notes from the contenders (found on the website, mobile site, and in stores) helped drive excitement and expand carts. Online, interacting with the love notes revealed a chance to win a fabulous chocolate gift basket. In stores, each of six love notes featured QR codes that users could scan for more chances to win.

RESULTS

The QR codes did a great job engaging customers who might not interact with Central Market's standard online site - 40% of contest entries came from in-store mobile engagement. QR codes secured nearly 12 times as many new email newsletter sign-ups as the standard site.





DIGITAL AND RETAIL CASE EXAMPLE 8: AGI IN-STORE, AMERICAN GREETINGS

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

The Texas Lottery needs to balance accommodating retail-partner realities while creating in-store communications programs to engage shoppers at retail.

SITUATION

AGI In-Store division of American Greetings is in a unique situation. They create in-store experiences for retailers, like Walmart, which have limited control over sales associate product training and access to more technical savvy tactics. As their interactive partner, Springbox is helping them create point-of-sale tactics that merge with the digital world.

SOLUTION

Enhancing Point of Purchase: In-Store Kiosks

We developed an in-store experience that gives consumers the information they need to deepen the intent to buy, as well as make more confident purchases. Along with helpful product information, installation tutorials and a search by vehicle tool, we were able to bring the offline world to an online setting via strategically placed QR codes and texts calls to action. Not only can consumers take valuable information with them, they can connect to a digital environment to extend the shopping experience.

Extending the In-Store Experience: Mobile & Analytics

Non-eCommerce retailers are more challenged than ever to create richer shopping experiences - from in-store to the digital marketplace. Consumers are expecting a more personal connection in order to win over their loyalty, that's where mobile devices and analytics come in.





RESULTS

When the AGI In-Store team came to us, they were looking for a way to take their in-store kiosks for the Walmart Auto Electronics up a notch. Without Internet connectivity and sales associate support, they were looking for an engaging, relevant experience to help consumers select the right products for their vehicle.

By incorporating a mobile extension to the in-store kiosks, we're able to get more personal and reach more people (77% or 237.2M of the US population is a mobile phone user). We can share customer reviews, brand information, request customer information, suggest products based on behavior and more. On the backside, we're also able to capture personal information for reporting purposes. Knowing what resonates with the consumer is the secret ingredient in the special sauce. Via in-store data collection and mobile tracking and measurement, our client, Walmart and Walmart's clients can share key information that will inform better business decisions in the future and improve their bottom line.



DIGITAL AND RETAIL CASE EXAMPLE 9: SWEET LEAF TEA, NESTLE WATERS NORTH AMERICA: “Bridging the Gap Between Online and In-store”

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

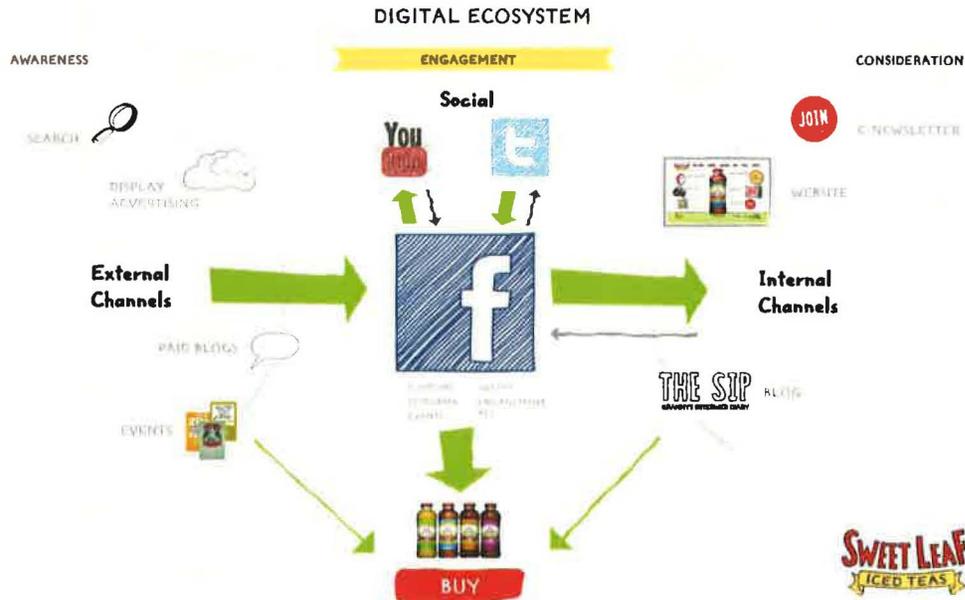
Just like Texas Lottery, Sweet Leaf Tea faces a similar challenge, bridging the gap between an online connection and in-store purchase. By crafting and streamlining a fully integrated social approach, we’re increasing awareness, cultivating a community, building brand advocacy and engagement and, ultimately, driving in-store transactions.

SITUATION

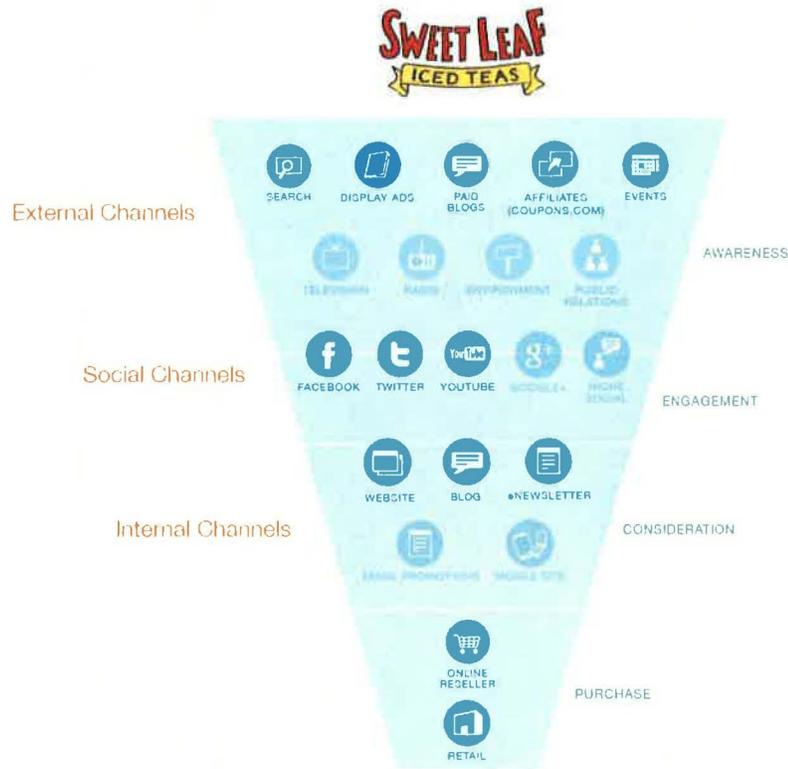
The way we use traditional websites is shifting in the social arena. A hardworking, enabled digital hub is still vital but the role is now more supportive to social networking.

SOLUTION

With alignment on the big picture across agencies and brands, we’re able to focus on the fine details of everyday management, like furthering dialogue to spark interactions, promoting special events to drive store traffic, informing consumers with latest product details, incentivizing with contests and giveaways and leveraging brand affinity to build credibility.



Meanwhile, we constantly have our finger on the pulse of the conversation. Monitoring is key to real-time optimization so we can maximize our successes and gain learnings to improve our overall strategy.



How We Deliver:

- Integrated Social Strategy
- Voice/Tone Documents
- Content Mix
- Conversational Charts
- Editorial Cadence
- Copy Documents
- Distribution Plan
- Work Flow Articulation
- Listening and Response Plan
- Social Media Style Guide
- Management Services
- Analytics Reporting

RESULTS

We partnered with Sweet Leaf Tea to expand their digital presence by helping them create new, meaningful connections with prospects and their existing community via a unified, integrated approach to online and offline efforts. From creating content strategy to measuring success, we developed an ongoing, organizational process for Springbox, Sweet Leaf Tea and Nestle Waters to work together in order to be efficient, effective and relevant in the social and digital space, helping us achieve our engagement objectives.





DIGITAL CASE EXAMPLE 10: LIVESTRONG

HOW IS THIS CASE STUDY RELEVANT TO THE TEXAS LOTTERY BUSINESS?

Similar to abiding by state and federal government regulations, we've worked closely with our partner the Lance Armstrong Foundation to uphold nonprofit compliance guidelines, as well as, reaching out to a diverse community.

SITUATION

Though the LIVESTRONG site received a fair amount of traffic, the Lance Armstrong Foundation needed to gain a better sense of its key audiences, in order to address its users' needs could be addressed more effectively.

SOLUTION

Energizing a Community: Site Redesign

We approached the project with an eye towards clearly defining organizational goals and user needs in order to make the most out of all available resources. We dove deep to understand the people LIVESTRONG serves, how it serves them, and what people most value about the organization. We found a startling array of activities, services and needs.

Through a series of in-depth interviews and surveys, we developed personas to represent the wide variety of needs within the LIVESTRONG community. From the user who has been just diagnosed and may be feeling overwhelmed to the user who has emerged from treatment and is ready to give back, personas helped to create mindshare and guide decision-making throughout the redesign.





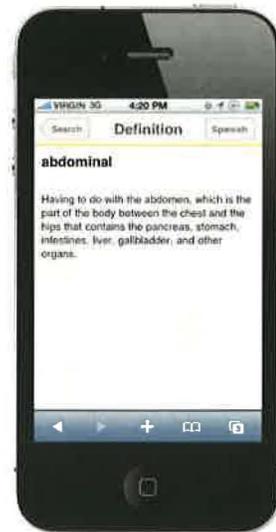
Connecting Cultures: Cancer Dictionary App

In addition to the site redesign, there was a need to communicate critical information to an underserved audience: Spanish-speaking users. But first we must overcome a significant hurdle - this audience didn't tend to use computers.

Our solution was to go mobile, as Hispanics over index in mobile phone usage, and created a native iPhone application that allows users to search 6,000+ cancer terms, without Internet access.

RESULTS

The redesigned site and iPhone app have been successes with the community. The new site reenergized the community it had already begun to connect with and the app has become an invaluable tool in reaching users of all backgrounds and language preferences.





8.2.3 If CD's or DVD's are submitted with the Proposal as part of client case examples, such examples shall be submitted on a single CD (audio) or DVD (video) and be clearly labeled as "Audio/Video Exhibits."

We have read, understand, and will comply. We have attached a DVD labeled "Audio/Video Exhibits" in the attachments section of this binder.



**ATTACHMENT A
PROPOSER'S COMMITMENT**

I hereby commit LatinWorks Marketing, LLC
(Company Name)

to provide the goods and services described in the attached Proposal for Advertising Services required by the Request for Proposals for the Texas Lottery Commission.

Signature: [Handwritten Signature]
Title: Managing Partner / CEO
Date: February 21, 2012

Confidentiality Claimed
PIA §552.110

LATINWORKS MARKETING LLC

**Financial Statements as of and for the
Year Ended December 31, 2010 and
Independent Accountants'
Review Report**



Confidentiality Claimed
PIA §552.110

Confidentiality Claimed
PIA §552.110