

## APPENDIX 1

### II-4. PRIOR EXPERIENCE

#### A. OFFEROR EXPERIENCE

##### Brunner: Full Arm of Services for Large Complex Accounts

Launched in 1989, Brunner is a Top 75 U.S. ad agency with experience in a broad range of categories for large and complex accounts, including retail and restaurants, sporting goods, consumer packaged goods, durable goods, gaming, home building products, financial services, and health care. One of our greatest strengths is our ability to bring our clients big ideas that deliver creativity and economic value. Our ability to develop brand-building creative ideas that drive business growth has always been part of our agency's DNA. We continue to win top national and international creative awards while being recognized for our strong analytical and ROI-based mindset.

##### Our Services Including the Following:

- Research
- Strategy
- Creative (including copywriting, art director, design, and broadcast and print production)
- Media Planning and Buying
- Public Relations
- Digital
- Mobile
- Social Media
- Direct/One-to-One
- CRM and Loyalty Programs
- Retail Strategy/Shopper Marketing
- Promotion
- Measurement and Analytic

##### Where You Can Find Us on the Map

- Pittsburgh (Headquarters)
- Atlanta
- Washington, DC

##### Where You Can Find Us on the web:

Web Address: [brunnerworks.com](http://brunnerworks.com)  
Blog: [smarterfaster.com](http://smarterfaster.com)  
Facebook: [facebook.com/brunnerworks](https://facebook.com/brunnerworks)  
Twitter: @BRUNNERworks  
YouTube: [YouTube.com/brunnerworks.com](http://YouTube.com/brunnerworks.com)

### **Prior Work with the Commonwealth**

Our previous experience working with the Commonwealth of Pennsylvania includes holding the advertising services contracts for the Pennsylvania Department of Economic Development.

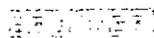
### **Relevant Experience with Regard to Contracts of Comparable Complexity**

The brands listed below meet the criteria of a contract of comparable complexity (including scope of service provided and media spending levels) and sensitivity that Brunner has conducted in the past three years. Additionally, several Brunner senior staff members have worked with the Lottery in the past, including our chief client officer and one of our group creative directors.

#### **Bob Evans Restaurants and Food Products**

The Bob Evans brand encompasses a chain of nearly 600 family dining restaurants throughout the U.S., as well as retail food products sold in grocery store chains across the country. Our engagement as agency of record for Bob Evans encompasses everything from ongoing research and brand evolution (specifically “contemporizing” the brand), to creative development and production across an array of media, to new product development and promotion, to managing a complex integrated, communications program (including media, public relations, and digital) and retail channel. During the course of the year, we execute 200 television buys in 55 markets and 300-plus radio buys in 68 markets. Brunner has been agency of record for Bob Evans since 2009.

Contacts continued on next page.



Contacts:

Mr. Mike Townsley  
President and Chief Operating Officer  
Bob Evans Food Products  
3776 S. High Street  
Columbus, OH 43207  
614-497-4387  
Mike\_townsley@BobEvans.com

Mr. Tom Marchese  
VP of Marketing  
Bob Evans Restaurants  
3776 S. High Street  
Columbus, OH 43207  
614-492-4976  
Tom\_Marchese@BobEvans.com

**Cub Cadet (which includes a network of 1,500 independent dealers)**

Cub Cadet is a premium brand of outdoor power equipment owned by Cleveland-based MTD Products with a diverse retail channel, including a network of 1,600 independent dealers throughout the U.S. As agency of record for the Cub Cadet brand, we provide a broad range of services, including creative development and production, media planning and buying in more than 150 DMAs across the country, digital marketing, public relations, and in-store marketing. Brunner was instrumental in helping Cub Cadet expand its presence in both The Home Depot, and more recently, Lowes. We have been Cub Cadet's agency of record since 2004.

Contact:

Jean Hlay  
Chief Operating Officer  
MTD Products / Cub Cadet  
5965 Grafton Road  
Valley City, OH 44280  
330-558-3100  
jean.hlay@mtdproducts.com

## GlaxoSmithKline

Brunner has enjoyed a long-standing relationship with GlaxoSmithKline that spans more than a decade. During that time, we have provided a broad range of services—including research and strategy, creative and production services, digital marketing, direct/one-to-one/CRM, New product promotion, package design, and event marketing—for more than 30 pharmaceutical and over-the counter brands, including Aquafresh, Abreva, BC Powder, Citrucel, Contac, Ecotrin, FiberChoice, Gaviscon, Goody's Powder, Poligrip, Polident, Tums, and Valtrex. We continue to work with many of these brands today, including serving as interactive global agency of record for the Aquafresh and Sensodyne brands. Additionally, Brunner has contributed to the client's global Digital Center of Excellence.

### Contact:

Colin McKenzie  
President, North America  
GlaxoSmithKline  
PO Box 1467  
Pittsburgh, PA 15230  
412-200-3417

## GNC

GNC is a Health and Wellness retail brand, offering products ranging from meal replacement to health and beauty products. It operates more than 5,600 retail branches throughout the United States and 35 foreign markets. Brunner has been package design and point-of-sale agency-of-record for GNC since 2004, which involves redesigning and updating packaging for an average of 5,000 SKUs annually. After helping GNC realign in-house resources, we set out to streamline the production and approval process using the latest asset management technology. We built a proprietary online brand management system with an extensive digital library, as well as an online review and approval system designed to foster

collaboration and keep all stakeholders informed of recommended revisions and impending deadlines, as well as any changes or updates necessary for regulatory compliance. Today, Brunner handles more than 2,500 package design, point-of-sale, and other in-store projects for GNC annually.

Contact:

Kathy Accipiter-Cochran  
 Director of Packaging Process,  
 GNC  
 300 6<sup>th</sup> Ave  
 Pittsburgh, PA 15222  
 412-402-7451  
 Kathy-accipiter@gnc-hq.com

### Top 15 Clients

Brunner contracts directly with all 15 of the brands listed below.

Client	Acquisition Date	Reason/Expiration Date	Services Provided
Bob Evans Restaurants and Food Products	2009	Current	Full-service
CONSOL Energy	2006	Current	Full-service
DeVry University	2007	Current	Digital
Eaton Vehicle Group	2009	Current	Full-service
GNC	2004	Current	Package Design and POS
GlaxoSmithKline—Multiple Brands	2000	Current	Research, Strategy, Creative, Digital, Direct, CRM, Event Marketing
Golf Pride	2003	Current	Full-service
Heinz	2009	Current	Digital
Huffy Corporation	2009	Current	Full-service
James Hardie Building Products	2009	Current	Full-service
Knouse Foods—Musselman's and Lucky Leaf	2002	Current	Full-service
MTD—Cub Cadet	2004	Current	Full-service
Philips Healthcare—Medical Devices	1999	Current	Full-service
Steris Corporation	2010	Current	Full-service
SEI investments	1996	Current	Digital

## APPENDIX 2

### B. PRODUCTION EXPERIENCE

Following are brief explanations of the objectives of the creative shown on our Flash-drive.

#### TV Creative Samples

Rockford Health System: Spotlighting their new Da Vinci surgical suite that specializes in non-invasive, laparoscopic procedures.

FEMA: Create awareness for small businesses across America of the importance of having a disaster-preparedness plan.

NFL: Drive sign-ups of school-aged children to participate in the "Fuel Up To Play" program that encourages exercise and healthy eating.

Zippo: Launch the latest Zippo indestructible product; namely lighters built for the great outdoors.

Bob Evans: Promote the farm-fresh goodness of the Bob Evans signature mashed potatoes.

Seapak: Branding spot that provides a fresh perspective on the complete line of Seapak's frozen seafood.

Consol Energy: New campaign launch that reinforces the wide-ranging reach of the company's network of coal and natural gas production.

#### Point-of-Sale

Atlanta Bread Company: A soup-to-nuts-to-sandwich re-design of their store signage and store architecture.

Wesbanco: A collection of retail branding signage that promotes the bank's great rates and refreshing attitude toward banking.

Bob Evans: Promote their value-driven Family Meal Deals as an ideal fit for any size dinner table.

Cub Cadet: Drive sales of their log splitters for the chilling winter months.

Zippo: Launch their line of outdoor lighters with an out-of-home campaign.

### Digital

Golf Pride: Use rich media to drive home the importance of having proper grips on one's driver and irons.

Cheese Doodles: Design a fun-filled site for one of the most entertaining and delicious snack foods around.

Aquafresh: Remind kids that it's time to brush by showing how much fun you can have fighting cavities with the proper oral-care habits.

Tums: The best way to knock out heartburn is with this boxing game application from the undefeated antacid in the world.

Abreva: Create a website that helps cold-sore sufferers find the smartest ways to manage an outbreak.

Tailgate Champ: Get ready for the big game with a series of activities designed to get you and friends involved.

### Integrated campaigns

Bob Evans: From big burgers to family meal deals, everything on your plate features farm-fresh taste.

Consol: America's energy starts here, with the thousands of associates who keep the country's homes and business going strong.

Cub Cadet: For the most innovative, premium outdoor power equipment available, the smart choice is Cub Cadet.

Food Lion: It's a new day at Food Lion, where prices are lower, aisles are cleaner and shoppers are happier.

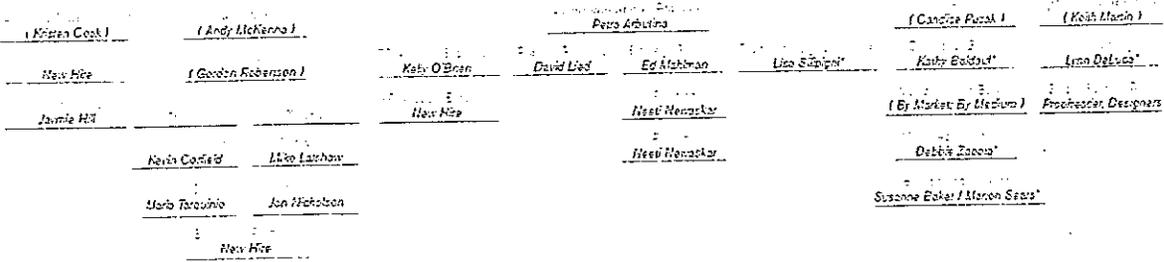
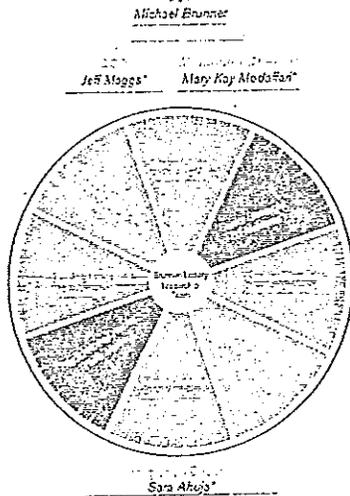
Zippo: The same durability and quality you've come to expect from Zippo lighters can now be found in the great outdoors.

# APPENDIX 3

## II-5. PERSONNEL.

### A. ORGANIZATIONAL CHARTS

**PA Lottery Team**



B. RESUMES/QUALIFICATIONS

EXECUTIVE MANAGEMENT



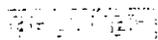
MICHAEL BRUNNER	118 Bremen Lane McMurray, PA 15317
5 Year Employment History	<p>Brunner – Pittsburgh Chairman &amp; CEO 1989-present</p> <p>Michael is one of Brunner’s founders and remains actively involved in the management of the agency.</p>
Experience Relevant to the Lottery	<p>A visionary and business strategist, Michael has been the driving forces behind the agency’s dramatic growth since the brand was launched in 1989. Brunner has grown from a small regional creative shop to a Top 100 U.S. ad agency and Top 75 digital marketing firm offering a broad range of advertising, marketing, and digital services. Through the years, Michael has worked with some of the largest companies based in Pennsylvania, including 84 Lumber, Giant Eagle, GNC, Heinz, PNC, PPG Industries, and Zippo Manufacturing.</p> <p>Michael was the recipient of a 2010 <i>Pittsburgh Business Times</i> Diamond Award for his leadership within—and commitment to—the Western Pennsylvania business community.</p>
Specific Role on the Lottery	<p>Michael is responsible for ensuring that Brunner is properly managed and staffed at all times to deliver marketing solutions to our clients that drive results.</p>
Additional Information	<p>Michael was personally involved in the work Brunner did for the PA Department of Economic Development</p>



<b>JEFF MAGGS</b>	<b>128 Bridle Trail Venetian, PA 15367</b>
<b>5 Year Employment History</b>	Brunner -- Pittsburgh Chief Client Officer 2006-present  Jeff is a member of Brunner's Executive Management Team.
<b>Experience Relevant to the Lottery</b>	A bundle of energy and enthusiasm is the best way to describe Jeff Maggs. He brings a wealth of experience and great leadership to Brunner's account management practice and our clients. Business building is always Jeff's focus.  Jeff is Brunner's resident retail expert, having worked with leading retail and restaurant brands, such as Giant Eagle, Giant Eagle GetGo, Rite Aid, Arby's, Checkers/Rallys, Bob Evans Restaurants, and GNC. Additionally, Jeff has significant experience marketing a broad range of products and services to consumers, including the Cub Cadet line of outdoor power equipment, numerous GlaxoSmithKline brands, and Bob Evans Food Products.
<b>Specific Role on the Lottery</b>	Jeff will lead Brunner's PA Lottery account team. He will be responsible for ensuring that the agency has the right team in place at any given time and that we are meeting client expectations across all service areas and marketing initiatives.
<b>Additional Information</b>	Jeff previously worked on the PA Lottery account.

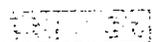


<b>MARY KAY MODAFFARI</b>	
<b>140 Riverwatch Drive Pittsburgh, PA 15238</b>	
<b>5 Year Employment History</b>	Brunner – Pittsburgh Executive Vice President 1993-present  Mary Kay is a partner at Brunner.
<b>Experience Relevant to the Lottery</b>	Mary Kay has perfected that balance of playing the role of chief talent orchestrator and client advocate at Brunner. Her greatest asset is her ability to bring people together and motivate them to constantly push the thinking to higher levels. She has spent her career marketing consumer products and services, and managing complex communications programs for leading brands competing in a broad range of categories, including retail banks (Mellon, PNC, and National City), restaurants (most recently Bob Evans), and consumer packaged goods (the American Beverage Corp. portfolio of brands, Zippo and Musselman's Applesauce).
<b>Specific Role on the Lottery</b>	Mary Kay will work closely with Brunner Chief Client Officer Jeff Maggs to ensure the smooth transition and onboarding of the PA Lottery account, as well as overseeing the ongoing management of the account.
<b>Additional Information</b>	





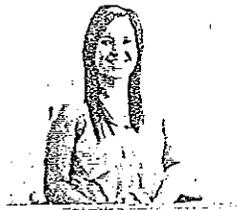
<b>RICK GARDINER</b>	<b>156 Country Club Road Sewickley, PA 15143</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Chief Digital Officer 2000-present
<b>Experience Relevant to the Lottery</b>	Building bridges between the technology and creative sides of digital is Rick's specialty. Thanks to Rick, the agency delivers a seamless integration of digital applications and creativity into just about everything the agency does in helping clients grow their business. Since joining Brunner in 2000, Rick has led the development of digital marketing strategies for Brunner clients, such as Del Monte, multiple GlaxoSmithKline brands, and Heinz. Rick also has been instrumental in the creation of Brunner's BHiveLab; a think tank comprising digital strategists, creative talent, technology experts, and marketing professionals from the client side that are dedicated to producing marketing solutions to engage today hyper-connected, on-the-go consumer.
<b>Specific Role on the Lottery</b>	Rick will oversee all strategy and planning related to the PA Lottery's digital marketing program. He also will work with Brunner's communications planning and creative teams to ensure that digital is properly integrated into all PA Lottery marketing initiatives.
<b>Additional Information</b>	



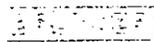




<b>KRISTEN COOK</b>	<b>605 Hunting Creek Road Canonsburg, PA 15317</b>
<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh Account Director 2010-present</p> <p>MARC USA – Pittsburgh Full service advertising agency Management Supervisor 2000-2010</p>
<b>Experience Relevant to the Lottery</b>	<p>Kristen has more than a decade of experience working with clients to solve a variety of branding and business challenges. From brand strategy to the flawless execution of marketing programs, Kristen’s leadership and account management skills have helped deliver strong marketing and business results for clients, such as the PA Lottery, Mohawk, Cooper Tire, and Eat’n Park Restaurants. Since joining Brunner in early 2011, she manages multiple global and U.S. brands for GlaxoSmithKline.</p>
<b>Specific Role on the Lottery</b>	<p>Kristen would be deeply involved in the day-to-day managements of the PA Lottery account and the ongoing communications with the client.</p>
<b>Additional Information</b>	<p>Kristen previously worked on the PA Lottery account. While currently restricted from working with the PA Lottery or being involved in the development of Brunner’s response to the RFP due to a “non-compete agreement with her former employer, the agreement is scheduled to expire in April 2012.</p> <p>*Kristen Cook will be an effective team member as Nov. 1, 2012.</p>



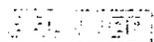
<b>JAYMIE HILL</b>	<b>100 Bear Run Drive Pittsburgh, PA 15237</b>
<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh Account Manager 2010-present</p> <p>The Planet Pulse – Pittsburgh Marketing firm Director of Marketing and Promotions 2009-2010</p> <p>Communifx – Pittsburgh, PA Marketing firm Account Manager 2008-2009</p> <p>Cleveland Cavalier’s holding company – Cleveland Independent, full service advertising agency Account Manager 2007-2008</p>
<b>Experience Relevant to the Lottery</b>	Jaymie is well-respected among her clients and peers for her leadership ability, management skills and results-driven mindset. Prior to joining Brunner in 2010, she worked with a variety of clients, including Hilton Hotels and Resorts, Hoover, and Time Warner Cable, to name a few. Currently, Jaymie manages the Brunner’s global Aquafresh business.
<b>Specific Role on the Lottery</b>	Jaymie will be involved in the day-to-day managements of the PA Lottery account and the ongoing communications with the client.
<b>Additional Information</b>	



CREATIVE



<p><b>GORDON ROBERTSON</b>      <b>105 Rock Haven Lane</b>  <b>Mount Lebanon, PA 15228</b></p>	
<p><b>5 Year Employment History</b></p>	<p>Brunner – Pittsburgh                  Vice President, Creative Director                  2010-present</p> <p>MARC USA – Pittsburgh                  Executive Creative Director                  2007-2009</p> <p>Draftfcb – Chicago, IL                  2004-2006</p>
<p><b>Experience Relevant to the Lottery</b></p>	<p>Gordon has spent the last 15 years directing creative group for retail and consumer goods accounts, such as Coca-Cola, Pepsi, Macy’s, Kraft, M&amp;M/Mars, Rite Aid, Moen, and Mohawk. He previously served as executive creative director of SWAY Creative Group in Chicago where he launched the advertising division of Brainforest and won projects from Comcast SportsNet, Macy’s, PepsiAmericas and American Kennel Club. Gordon’s experience also includes time in the creative departments of BBDO Chicago and DMB&amp;B St. Louis.</p>
<p><b>Specific Role on the Lottery</b></p>	<p>Gordon will oversee all aspects of creative development for the PA Lottery, including ensuring consistent branding and messaging across all consumer touch points.</p>
<p><b>Additional Information</b></p>	<p>Gordon previously worked on the PA Lottery account.</p>





<b>ANDY MCKENNA</b>		<b>304 Greenfield Drive Oakdale, PA 15071</b>	
<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh Creative Director 2010-present</p> <p>MARC USA – Pittsburgh Full-service advertising agency. 2005-2010</p>		
<b>Experience Relevant to the Lottery</b>	<p>Andy is an award-winning creative director with more than 18 years of experience. Through the years, his work has been recognized by the National Addys, OBIE, Mobius, and several other award shows.</p> <p>He is well respected among his clients for his creative leadership and among his peers for pushing the agency to think creatively well beyond the boundaries of his own department. Andy's client experience includes working leading brands, such as Rite Aid, True Value Hardware, Zippo, Cub Cadet, Bob Evans Restaurants, Musselman's Applesauce, Cooper Tire, and Bryant Heating &amp; Cooling.</p>		
<b>Specific Role on the Lottery</b>	<p>Andy will partner with Gordon Robertson to lead Brunner's creative strategy and development efforts.</p>		
<b>Additional Information</b>	<p>Andy previously worked on the PA Lottery account.</p>		



**KEVIN CORFIELD**

**2359 Railroad Street #2503  
Pittsburgh, PA 15237**

<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh Senior Copywriter 2010-present</p> <p>Howardmerrell Partners – Pittsburgh Independent, advertising firm Associate Creative Director 2008-2010</p> <p>Smith Brothers – Pittsburgh Independent, full service advertising agency Assistant Creative Director/Copywriter 2008</p> <p>Brunner – Pittsburgh, PA Independent, full service advertising agency Senior Copywriter 2005-2008</p>
<b>Experience Relevant to the Lottery</b>	<p>For more than 17 years, Kevin has been driving traffic and generating sales for a variety of regional and national accounts. Kevin has developed a reputation for delivering results-driven creative by working tirelessly to gain insight into the business and the consumer. One look at his work and you'll see the results for brands such as True Value Hardware, Del Monte, Cub Cadet, and CONSOL Energy, just to name a few.</p>
<b>Specific Role on the Lottery</b>	<p>Kevin will be involved in creative development and copywriting.</p>
<b>Additional Information</b>	





<b>MARIA FARQUINO</b>	<b>25 East Prospect Avenue Pittsburgh, PA 15203</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Senior Art Director 2003-present
<b>Experience Relevant to the Lottery</b>	Maria is a national award-winning art director with nearly 25 years of experience in the design field. Maria's many years of experience helps her to play a strong role at Brunner from concept development through execution and production for ideas across all product lines and SKUs for clients, such as Musselman's Applesauce, Heinz, TUMS, GNC, and AquaFresh.
<b>Specific Role on the Lottery</b>	Maria will be involved in creative development, art direction, and design.
<b>Additional Information</b>	



<b>Mike Latsaw</b>	<b>165 Ulysses Street #1 Pittsburgh, PA 15211</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Copywriter 2009-present  Mike began his career at Brunner in 2009. He previously has been an intern in Brunner’s creative department.
<b>Experience Relevant to the Lottery</b>	After joining Brunner in 2009 right out of college, Mike quickly became recognized by his colleagues as a great young talent. One look at his work for clients, such Bob Evans Restaurants, CONSOL Energy, Musselman’s Applesauce, and the Recreational Boating & Fishing Foundation, and we’re sure you’ll see why.
<b>Specific Role on the Lottery</b>	Mike will be involved in creative development and copywriting.
<b>Additional Information</b>	



<b>JOHN NICHOLSON</b>	
<b>570 Sarver Road Sarver, PA 16055</b>	
<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh Art Director 2009-present</p> <p>Jon began his career at Brunner in 2009. He previously was an intern in Brunner’s creative department.</p>
<b>Experience Relevant to the Lottery</b>	<p>Since joining Brunner in 2009 right out of college, John has been recognized for his contribution to developing strategies that raise the standards of creativity within the agency for brands, such as CONSOL Energy, Wesbanco Bank, Wise Foods and the Recreational Boating &amp; Fishing Foundation.</p>
<b>Specific Role on the Lottery</b>	<p>Jon will be involved in creative development, art direction, and design.</p>
<b>Additional Information</b>	

COMMUNICATIONS PLANNING



<p><b>PETRA ARBUTINA</b>      <b>152 Tanglewood Drive</b>  <b>Wexford, PA 15090</b></p>	
<p><b>5 Year Employment History</b></p>	<p>Brunner – Pittsburgh                  Executive Vice President, Director of Communications Planning                  2000-present</p> <p>Petra is a partner at Brunner.</p>
<p><b>Experience Relevant to the Lottery</b></p>	<p>After running media at a unit of Omnicom, Petra brought her extensive experience of planning, buying and creating consumer engagement to Brunner. She built and developed the Contact Strategy group at the agency, which spans all communications planning across disciplines, including media, digital, direct, and public relations in a seamless “360” way. Her portfolio of client experience ranges from PNC and Nationwide Insurance to numerous GlaxoSmithKline and Heinz brands to Giant Eagle and Sheetz Convenience Stores to Pizza Hut and Bob Evans Restaurants, and more.</p>
<p><b>Specific Role on the Lottery</b></p>	<p>Petra will oversee all aspects of research, strategy, and integrated communications planning for the PA Lottery.</p>
<p><b>Additional Information</b></p>	



**KELLY O'BRIEN**

**6544 Rosemoor Street  
Pittsburgh, PA 15217**

**5 Year Employment History**

Brunner – Pittsburgh  
PR Account Supervisor  
2011-present

Jewish Family & Children’s Service – Pittsburgh  
PR Associate  
2009-2010

Shady Avenue Magazine – Pittsburgh  
Media Outlet  
Features Contributor  
2009-2010

Eric Mower and Associates – Pittsburgh  
PR Account Executive  
2008

Clark Advertising & PR – Sarasota, Florida  
Marketing Firm  
Account Supervisor  
2004-2008

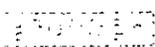
**Experience Relevant to the Lottery**

A public relations machine by day and fledgling foodie after dark, Kelly is known for being smart, strategic, thoughtful, curious, and chatty (which comes in handy in the realm of media relations). As you can see from her five-year employment history, she has experience on all sides of the public relations table—client, agency, and media. Currently, she manages a range of public relations activity for clients, such as CONSOL Energy, Musselman’s Applesauce, and STERIS Corporation.

**Specific Role on the Lottery**

Kelly will work with her Brunner peers from media, digital, direct, and promotion to develop and execute integrated marketing solutions for the PA Lottery.

**Additional Information**





<p style="text-align: center;"><b>BRIAN TIERNEY</b></p> <p style="text-align: center;"><b>1020 Rock Creek Road Bryn Mawr, PA 19010</b></p>	
<b>5 Year Employment History</b>	<p>REALTIME MEDIA – Bryn Mawr, PA <i>Independent, full service promotions technology solutions</i> Chief Executive Officer 2010 to Present</p> <p>PHILADELPHIA MEDIA HOLDINGS (PMH) &amp; PHILADELPHIA INQUIRER – Philadelphia, PA <i>Independent media company</i> Chief Executive Officer (PMH) and Publisher of <i>The Philadelphia Inquirer</i> 2006 to 2010</p>
<b>Relevant Lottery Experience</b>	<p>Brian P. Tierney is a nationally recognized expert in marketing communications and the media as well as an accomplished entrepreneur. Presently, Brian is the Chief Executive Officer of Realtime Media, a leader in digitally driven consumer acquisition and engagement. Realtime clients include Maybelline, CNN, Comcast, Toys R Us, Pepsi, Google, Diageo, among others. He also leads Realtime’s parent company, Brian Communications.</p> <p>Brian was Publisher of the <i>Philadelphia Inquirer</i> and Chief Executive Officer of the <i>Philadelphia Daily News</i>, which was awarded the 2010 Pulitzer Prize for Investigative Journalism. The combined website, philly.com, was ranked by Nielsen as the fastest growing new site in the world from March 2009 – 2010.</p> <p>Mr. Tierney built several successful advertising/public relations/digital agencies including Tierney Communications, which was sold to the Interpublic Group (NYSE:IPG). Mr. Tierney’s clients included the Pennsylvania Lottery, Verizon, the University of Pennsylvania, Marriott Hotels, the Walt Disney Company, Deloitte Consulting, Exelon, and Independence Blue Cross.</p>
<b>Specific Role on the Lottery</b>	Ongoing strategic counsel
<b>Additional Information</b>	<p>As the former Founder/Chairman of Tierney Communications, Brian and his agency team retained the Pennsylvania Lottery account for 20 years.</p> <p>Under Brian’s leadership, Tierney Communications created multiple award-winning advertising campaigns on behalf of the Pennsylvania Lottery including the “Ring” recognized by <i>AdWeek</i> as a Best Spot in 2000 as well as the Tax Amnesty developed in the administration of Governor Ridge.</p>



**ED MAHLMAN**

**648 West Philadelphia Street  
Philadelphia, PA 19119**

<b>5 Year Employment History</b>	<p>REALTIME MEDIA – Bryn Mawr, PA <i>Independent, full service promotions technology solutions</i> Executive Vice President 2010 to Present</p> <p>PHILADELPHIA INQUIRER, DAILY NEWS, PHILLY.COM – Philadelphia, PA <i>Independent media company</i> Chief Marketing Officer 2006 to 2010</p>
<b>Relevant Lottery Experience</b>	<p>Ed Mahlman has created strategic advantages that deliver measurable outcomes for leading brands. Ed previously served as Chief Marketing Officer for <i>The Philadelphia Inquirer, Daily News</i> and <i>philly.com</i>, where he and his team created the nationally-recognized Media Lab™, Research Lab™ and, America’s first contemporary three-dimensional newspaper advertising.</p> <p>Immediately prior, he was Executive Director of the Pennsylvania Lottery from 2003 to 2006. During this 4-year period, Lottery sales grew from \$1.93 Billion to \$3.07 Billion. Importantly, revenue increased by over \$215 million during this period – well above the \$92 million net growth of the previous ten years (2001/02 v. 1991/92) – due to initiatives from Ed and the Lottery team.</p> <p>Before that, Ed held several positions at Tierney Communications handling accounts such as the Pennsylvania Lottery, Sunoco, Deloitte, Aramark, Verizon as well as several casinos. Ed has combined 29 years of lottery experience serving Lottery stakeholders from 1977 to 2006 and has a deep understanding of the Pennsylvania Lottery.</p>
<b>Specific Role on the Lottery</b>	Account oversight and strategy
<b>Additional Information</b>	In the 1980’s, Ed was a consultant to the state lotteries in Arizona, Colorado and Washington while employed by the predecessor company to Tierney Communications.

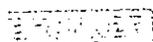




<b>DAVID LIED</b>	
<b>2473 Wedgewood Drive Wexford, PA 15090</b>	
<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh VP, Director of Retail Strategy 2008-present</p> <p>Matchpoint– Pittsburgh Shopper marketing and promotions firm President 2000-2008</p>
<b>Experience Relevant to the Lottery</b>	<p>Prior to joining Brunner, David spent 20 years at Acosta, a leading sales, marketing and service company. He founded, and spent the last eight years as president of MatchPoint Marketing, one of Acosta’s various subsidiaries and a leading shopper marketing and promotions firm. During his career, David has developed and implemented promotional and in-store marketing campaigns for numerous consumer packaged goods brands to improve performance at large grocery and other chains, such as Wal-Mart, Kroger, Food Lion, and Meijer.</p>
<b>Specific Role on the Lottery</b>	<p>David will oversee the development and implementation of the PA Lottery’s in-store marketing program, as well as the development of strategies to expand the retailer network.</p>
<b>Additional Information</b>	

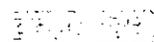


NEETI NEWASKAR	
5701 Kentucky Avenue Pittsburgh, PA 15044	
<b>5 Year Employment History</b>	<p>Brunner – Pittsburgh Senior Creative Strategist 2009-present</p> <p>MARC USA – Pittsburgh Full-service advertising agency Account Planner 2008 to 2009</p> <p>McCann Erickson– New York Full-service advertising agency Account Planner Intern 2007</p> <p>3-Sixty brand communications – Singapore Full service advertising agency Account Executive/Planner 2004 to 2006</p>
<b>Experience Relevant to the Lottery</b>	<p>Prior to joining Brunner in 2009, Neeti has over six years of experience and has served in various strategic and account planning capacities such as McCann Erickson in New York City and 3-sixty Brand Communications in Singapore and worked with clients such as GARDISAL, Chantix, IKEA, and Toyota to name a few. During her time at Brunner, Neeti has been instrumental in developing strategies to drive sales and build brand loyalty for major brands including AquaFresh, Biotene, FiberChoice, Musselman’s, and Huffy Corporation. Neeti holds a master’s in mass communications from the prestigious YCU Broadcenter.</p>
<b>Specific Role on the Lottery</b>	<p>Neeti will serve as the voice of the consumer for the PA Lottery, working closely with Brunner’s research, strategy, creative, and communications planning team to ensure that we engage the consumer in meaningful ways.</p>
<b>Additional Information</b>	





<b>MICHELLE LARIA</b>		<b>2029 Buckingham Drive</b> <b>Mars, PA 16046</b>	
<b>5 Year Employment History</b>		Brunner – Pittsburgh VP, Group Account Strategy Director 2007-present  MARC USA – Pittsburgh Full-service advertising agency Vice President, U.S. Strategist 1997-2005	
<b>Experience Relevant to the Lottery</b>		Michelle has built her career understanding consumer behavior and turning insights into successful marketing initiatives. She has experience with customer segmentation studies, attitude/usage/awareness studies, concept testing, retail intercepts, shop-a-longs, brand development, and creative copy testing for retail and consumers brands, such as Rite Aid, Dick's Sporting Goods, and Hamilton Beach/Proctor-Silex. As a group account strategy director at Brunner, she has played a key role in planning and executing successful product launches and branding efforts for GlaxoSmithKline brands, including Polident, Poligrip, Biotene, Citrucel, FiberChoice, Sensodyne and Aquafresh (U.S. & Global business).	
<b>Specific Role on the Lottery</b>		Michelle will be responsible for research and strategic planning for the PA Lottery.	
<b>Additional Information</b>		Michelle previously worked on the PA Lottery account.	



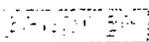


<b>LISA STEPIEN</b>	<b>232 Sleepy Hollow Road Pittsburgh, PA 15216</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Research Insights Manager 2005-present
<b>Experience Relevant to the Lottery</b>	Lisa has experience managing both qualitative and quantitative research projects always with the goal of delivering actionable results to clients on time and on budget. She handles all stages of research projects for Brunner clients, including designing questionnaires, screeners, and discussion guides, as well as managing respondent recruitment, organizing focus groups and other qualitative efforts, analyzing various types of data and information, and conducting industry and competitive reviews. Lisa touches nearly every account in the organization at some point in time.
<b>Specific Role on the Lottery</b>	Lisa will oversee the development and execution of all facets of research for the PA Lottery.
<b>Additional Information</b>	

MEDIA



<b>CANDICE PUZAK</b>	<b>1211 Arkansas Avenue Dormont, PA 15216</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Group Media Director 2005-present
<b>Experience Relevant to the Lottery</b>	Candice joined Brunner in 2005 from Stern Advertising in Pittsburgh, where she oversaw media planning and buying for various retail and entertainment accounts, including McDonald's, Jared Jewelers, and Feld Entertainment, which produces Ringling Brothers Circus and Disney on Ice. Her experience runs the gamut from restaurants to automotive to durable goods to energy, and beyond for clients with needs ranging from small local market buys to large national campaigns. Candice is well-respected among Brunner clients for her ability to maximize their media dollars with out-of-the-box thinking and strong negotiation skills. She oversees media planning for various Brunner clients, including CONSOL Energy and Cub Cadet.
<b>Specific Role on the Lottery</b>	Candice will work closely with the director of communications to develop innovative media strategies for the PA Lottery and ensure that your marketing dollars are being allocated as effectively and efficiently as possible.
<b>Additional Information</b>	





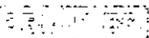
<b>KATHY BALDAUF</b>	<b>5107 Lakewood Drive Gibsonia, PA 15044</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Associate Broadcast Director 2010-present  engage – Pittsburgh, PA Full service advertising agency Associate Media Director 2003-2010
<b>Experience Relevant to the Lottery</b>	Kathy spent more than 30 years planning and buying media for brands, such as Eat'n Park, Heinz, Triangle Tech, Roomful Express, and Pennsylvania Tourism to name a few. Currently, Kathy works with many of Brunner's retail and consumer goods clients, including Bob Evans Restaurants and Food Products, Mimi's Café, and Mussleman's Applesauce.
<b>Specific Role on the Lottery</b>	Kathy will work closely with the director of communications planning and the group media director to develop and implement highly effective broadcast strategies to ensure that the PA Lottery's broadcast dollars are working as hard and efficiently as possible.
<b>Additional Information</b>	



<b>DEBBIE ZAPPIA</b>	<b>1972 Del Prado Court Allison Park, PA 15101</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Media Billing Manager 2003-present
<b>Experience Relevant to the Lottery</b>	Debbie more than 24 years of experience in all facets of media. She works closely with Brunner’s media team to ensure all invoices are billed accurately and timely for clients with sizeable and complex media programs, including Cub Cadet, Bob Evans Restaurants, and Eaton Corporation.
<b>Specific Role on the Lottery</b>	Debbie will be responsible for ensuring that all billing Brunner receives from media outlets on behalf of the PA Lottery is accurate and timely.
<b>Additional Information</b>	



<b>SUZANNE BAKER</b>	<b>1444 Greenbriar Court South Park, PA 15129</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Client Finance Coordinator 2007—present  Rapidigm In– Pittsburgh Project Accountant 2005—2007
<b>Experience Relevant to the Lottery</b>	Suzanne has more than 13 years of experience working in the accounting field. Since joining Brunner in 2007, she has worked closely with our account teams to ensure that all cost estimates and invoices are accurate and timely.
<b>Specific Role on the Lottery</b>	Suzanne will work closely with the account team to ensure that all PA Lottery billing is accurate and timely.
<b>Additional Information</b>	





MARION SEARS	551 Somerville Drive Pittsburgh, PA 15243
<b>5 Year Employment History</b>	Brunner – Pittsburgh Client Finance Coordinator 2007—present  Rapidigm In– Pittsburgh Project Accountant 2003—2007
<b>Experience Relevant to the Lottery</b>	With more than 20 years of experience in accounting, Marion is responsible for working with account executives and project managers and disciplines to ensure that approved cost estimates are properly tracked in Brunner’s accounting system throughout the life of the project to, in turn, ensure that client billing is accurate and timely.
<b>Specific Role on the Lottery</b>	Marion will be responsible for the tracking all approved PA Lottery cost estimates in Brunner’s accounting system.
<b>Additional Information</b>	

STUDIO PRODUCTION



<b>KEITH MARTIN</b>	<b>1336 Breezewood Drive West Homestead, PA 15120</b>
<b>5 Year Employment History</b>	Brunner – Pittsburgh Vice President, Studio Director 2003-present
<b>Experience Relevant to the Lottery</b>	<p>Keith has more than 25 years of experience in designing product packaging, collateral, POS, promotional materials, trade show booths, and more for a broad range of clients. He has done award-winning work for clients, such as American Beverage Corp., Del Monte, Food Lion, Giant Eagle, GNC, Heinz, Musselman's, TUMS, and more. He was instrumental in helping GNC revitalize its in-store environment in 2004-2005 that included the complete redesign of packaging across more than 600 SKUs.</p> <p>Keith manages Brunner's Studio, a group comprising individuals who have a passion for "all things" retail and promotion. Keith's calm, focused demeanor makes him a favorite with clients.</p>
<b>Specific Role on the Lottery</b>	Keith will work closely with Brunner creative team to design materials for any PA Lottery retail marketing and promotional initiatives, including overseeing the production process.
<b>Additional Information</b>	



<b>LYNN DELUCA</b>	
<b>100 South 26<sup>th</sup> Street Pittsburgh, PA 15203</b>	
<b>5 Year Employment History</b>	Brunner – Pittsburgh, PA Studio Manager 2002—present
<b>Experience Relevant to the Lottery</b>	Lynn is responsible for managing the day-to-day operations of Brunner’s in-house Studio, including the trafficking and production of all work, ensuring that it is done correctly, on-time, and on-budget. She currently manages complex design and productions programs for many of Brunner’s larger clients, including Bob Evans Restaurants, Cub Cadet, and GNC. Lynn’s greatest strength is her ability to manage “the details in the details.”
<b>Specific Role on the Lottery</b>	Lynn will work with Keith Martin to manage the design and production process for any PA Lottery retail and promotional initiatives.
<b>Additional Information</b>	

## APPENDIX 4

### II-6. IDENTIFYING INFORMATION

#### A. NAME AND ADDRESS OF BUSINESS

Brunner  
11 Stanwix Street, 5<sup>th</sup> Floor  
Pittsburgh, PA 15222

The legal name of the company is M.J. Brunner Inc.

#### B. TYPE OF BUSINESS ENTITY

S corporation

#### C. PLACE OF INCORPORATION.

Pennsylvania

#### D. MAJOR OFFICES AND OTHER FACILITIES

While we have offices in Atlanta and Washington, DC, the work for the Lottery would be contained in our Pittsburgh location.

#### E. SUBCONTRACTORS

Below is a list of potential subcontractors who are not covered in the Disadvantaged

Business Submittal.

#### Research:

Campos Market Research (WBE)  
216 Blvd. of the Allies  
5<sup>th</sup> Floor  
Pittsburgh, PA 15222  
412-471-8484

Optimal Strategix Group Inc. (MBE)  
140 Terry Drive, Suite 118  
Newtown, PA 18940  
215-867-1880

Foresee Results  
2500 Green Road, Suite 400  
Ann Arbor, MI 48105  
(800) 621-2850 Tel

Headmint  
589 8<sup>th</sup> Ave  
New York, NY 10018  
212-242-7057

Creative Production:

Accordion Films  
418 Penn Valley Road  
Penn Valley, PA 19072  
610-970-7070

Animal  
101 Wood Street  
Pittsburgh, PA 15222  
412-566-5656

Big Science  
216 Boulevard of the Allies  
Pittsburgh, PA 15222  
412-471-2400

Bridge Street Films  
Two Bala Plaza  
Suite 300  
Bala Cynwyd, PA 19004  
610-660-7809

Dwight Pritchett Retouching  
239 Fourth Avenue  
Suite 1009  
Pittsburgh, PA 15222  
412-232-3844

Jeff Lavezoli Storyboards  
1728 Kings Court  
Library, PA 15219  
412-655-0661

Market St. Sound  
1 Market Street  
Pittsburgh, PA 15222  
412-281-1541

Mike Lemon Casting  
Callowhill Office Center  
Suite 602  
413 North Seventh Street  
Philadelphia, PA 19123  
215-627-8927

Nancy Mosser Casting  
Blackbird Studios  
3583 Butler Street  
Pittsburgh, PA 15201  
412-621-1160

Shooters Inc.  
The Curtis Center  
601 Walnut Street  
Philadelphia, PA 19106

Independence Square West  
Suite 1050 South  
Philadelphia, PA 19106  
215-861-0100

Cwenaar Photography  
1400 Breed Street  
Pittsburgh, PA 15203  
412-488-2660

Upper Cut  
Four Smithfield Street  
10<sup>th</sup> Floor  
Pittsburgh, PA 15222  
412-434-6070

RealTime Media, LLC  
40 Morris Avenue, Suite 300  
Bryn Mawr, PA 19010  
484-385-2900

Translation Services:

Mendoza Group, Inc. (MWBE)  
24 Veterans Square  
Media, PA 19063  
610-627-1000

Promotional and Retail Services:

CPI (WBE)  
331 First Street  
Pittsburgh, PA 15215  
412-782-2675

F. OFFEROR'S REPRESENTATIVE REGARDING ALL CONTRACTUAL MATTERS.

Jeff Maggs  
Chief Client Officer  
Brunner  
11 Stanwix Street, 5<sup>th</sup> Floor  
Pittsburgh, PA 15222  
Office 412-995-9527  
Mobile 412-651-5842

G. OFFEROR'S REPRESENTATIVE REGARDING ALL TECHNICAL MATTERS.

Jeff Maggs  
Chief Client Officer  
Brunner  
11 Stanwix Street, 5<sup>th</sup> Floor  
Pittsburgh, PA 15222  
Office 412-995-9527  
Mobile 412-651-5842

H. FEDERAL EMPLOYER IDENTIFICATION NUMBER(S) AND PENNSYLVANIA TAX  
IDENTIFICATION NUMBER(S).

Our federal EIN is 25-1358415. Our Pennsylvania tax identification number is 8220308.

I. DATE OF REGISTRATION TO DO BUSINESS IN PENNSYLVANIA ALONG WITH  
REGISTRATION NUMBER.

February, 14, 1979

## APPENDIX 5

### II-7. PRIOR PERFORMANCE AND DISCLOSURE

#### A. OFFEROR'S PRIOR CONTRACT PERFORMANCE

During the last five years, the Offeror had a contract terminated for default or for cause. If so, the Offeror shall submit full details including the other party's name, address and telephone number.

This has not occurred.

During the last two years, the Offeror has been assessed any penalties, inclusive of liquidated damages, under any of its existing or past contracts. If so, indicate the reason for the penalty and the penalty amount of each incident.

This has not occurred.

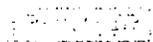
During the last two (2) years, the Offeror, a subsidiary or intermediate company; parent company; or holding company was the subject of any order, judgment or decree of any federal or state authority barring, suspending or otherwise limiting the right of the Offeror to engage in any business, practice or activity or if trading in the stock of the companies has ever been suspended. If so, provide date(s) and explanation(s) for each such incident.

This has not occurred.

#### B. OFFEROR DISCLOSURE

1. The number of years the Offeror has been in the business of providing advertising services.

22 years (Brunner was previously known as Blattner Brunner. We changed our name in 2008.)



2. The details of any felony convictions of a criminal offense, state or federal, of the Offeror or any person 1) who is identified as key account personnel for purpose of this RFP, and/or 2) who is a major partner, officer or director of the Offeror.

No one representing Brunner has been convicted of a state or federal criminal offense.

3. The details of any state or federal civil adjudication of fraud, against the Offeror or any person 1) who is identified as key account personnel for purpose of this RFP, and/or/ 2) who is a major partner officer or director of the Offeror whether or not such fraud was related to lottery services.

No one representing Brunner has been involved with a state or federal adjudication of fraud.

4. A disclosure of the details of any bankruptcy, insolvency, pending sale, reorganization or litigation.

Brunner has not filed for bankruptcy protection at any time in our history. We are in good financial standing, and there is no sale, reorganization or litigation pending.

## APPENDIX 6

### II-8. FINANCIAL CAPABILITY.

#### A. FINANCIAL STATEMENTS

Please see attachment provided. We have also provided a PDF file enclosed on the flash-drive.

#### B. DUN & BRADSTREET COMPREHENSIVE REPORT

Please see attachment provided. We have also provided a PDF file enclosed on the flash-drive.

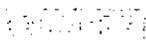
#### C. SECURITIES AND EXCHANGE COMMISSION (SEC), REPORTS:

Brunner is privately held.

1. 10K reports for the last three fiscal years (most recent and two (2) prior fiscal years): N/A
2. 10 Qs for the current fiscal year: N/A
3. Quarterly reports to shareholders for the current fiscal year: N/A

#### D. DOCUMENTED CAPITALIZED BILLABLE

Please see attachment provided. We have also provided a PDF file enclosed on the flash-drive.



APPENDIX 7

II-9.OBJECTIONS AND ADDITIONS TO STANDARD CONTRACT TERMS AND  
CONDITIONS.

Please see attachment provided in the marked submittal labeled "Official." We have also provided a PDF file enclosed on the flash-drive.

ADDENDUM 1



Date: 9/29/2011  
Subject: Addendum 1 Offeror Questions and Answers  
Solicitation Number: Lottery Advertising 2011-1  
Opening Date/Time: 10/27/2011 - 12:00PM  
Addendum Number: 1

To All Suppliers:

The Commonwealth of Pennsylvania defines a solicitation "Addendum" as an addition to or amendment of the original terms, conditions, specifications, or instructions of a procurement solicitation (e.g., Invitation for Bids or Request for Proposals)

List any and all changes:

Offeror's Questions and Answers

For electronic solicitation responses via the SRM portal:

- Attach this Addendum to your solicitation response. Failure to do so may result in disqualification.
- To attach the Addendum, download the Addendum and save to your computer. Move to "My Notes", use the "Browse" button to find the document you just saved and press "Add" to upload the document
- Review the Attributes section of your solicitation response to ensure you have responded, as required, to any questions relevant to solicitation addenda issued subsequent to the initial advertisement of the solicitation opportunity

For solicitations where a "hard copy" (vs. electronic) response is requested:

- Attach this Addendum to your solicitation response. Failure to do so may result in disqualification
- If you have already submitted a response to the original solicitation, you may either submit a new response, or return this Addendum with a statement that your original response remains firm, by the due date to the following address:

PA Lottery  
1200 Fulling Mill Road, Suite 1  
Middletown, PA 17057

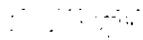
Except as clarified and amended by this Addendum, the terms, conditions, specifications, and instructions of the solicitation and any previous solicitation addenda, remain as originally written.

Very truly yours,

Name: Mary Kay Breen  
Title: Purchasing Agent 3  
Phone: 772-0511  
Email: mbreen@pa.gov

Form Revised 02/25/08

Page 1 of 1



## ADDENDUM 2



Date: 9/29/2011  
Subject: Addendum 2 Monthly Sales Reports Response To Addendum 1 Question 54  
Solicitation Number: Lottery Advertising 2011-1  
Opening Date/Time: 10/27/2011 - 12:00PM  
Addendum Number: 2

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To All Suppliers:

The Commonwealth of Pennsylvania defines a solicitation "Addendum" as an addition to or amendment of the original terms, conditions, specifications, or instructions of a procurement solicitation (e.g., Invitation for Bids or Request for Proposals).

List any and all changes:

Addendum 2 Monthly Sales Reports Response To Addendum 1 Question 54

For electronic solicitation responses via the SRM portal:

- Attach this Addendum to your solicitation response. Failure to do so may result in disqualification.
- To attach the Addendum, download the Addendum and save to your computer. Move to 'My Notes', use the 'Browse' button to find the document you just saved and press "Add" to upload the document.
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PA Lottery  
1200 Fulling Mill Road, Suite 1  
Middletown, PA 17057

Except as clarified and amended by this Addendum, the terms, conditions, specifications, and instructions of the solicitation and any previous solicitation addenda, remain as originally written.

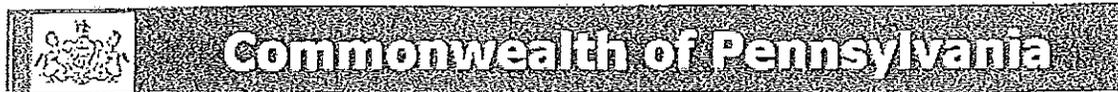
Very truly yours,

Name: Mary Kay Breen  
Title: Purchasing Agent 3  
Phone: 717-0511  
Email: mbreen@pa.gov

Form Revised 03/26/05

Page 1 of 1

ADDENDUM 3



Date: 9/29/2011  
Subject: Addendum 3 Sales by County Report Response To Addendum 1 Question 54  
Solicitation Number: Lottery Advertising 2011-1  
Opening Date/Time: 10/27/2011 - 12:00PM  
Addendum Number: 3

To All Suppliers:

The Commonwealth of Pennsylvania defines a solicitation "Addendum" as an addition to or amendment of the original terms, conditions, specifications, or instructions of a procurement solicitation (e.g., Invitation for Bids or Request for Proposals).

List any and all changes:

Addendum 3 Sales by County Report Response To Addendum 1 Question 54

For electronic solicitation responses via the SRM portal:

- Attach this Addendum to your solicitation response. Failure to do so may result in disqualification.
- To attach the Addendum, download the Addendum and save to your computer. Move to 'My Notes', use the 'Browse' button to find the document you just saved and press "Add" to upload the document.
- Review the Attributes section of your solicitation response to ensure you have responded, as required, to any questions relevant to solicitation addenda issued subsequent to the initial advertisement of the solicitation opportunity.

For solicitations where a "hard copy" (vs. electronic) response is requested:

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- If you have already submitted a response to the original solicitation, you may either submit a new response, or return this Addendum with a statement that your original response remains firm, by the due date to the following address:

PA Lottery  
1200 Fulling Mill Road, Suite 1  
Middletown, PA 17057

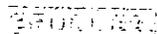
Except as clarified and amended by this Addendum, the terms, conditions, specifications, and instructions of the solicitation and any previous solicitation addenda, remain as originally written.

Very truly yours,

Name: Mary Kay Breen  
Title: Purchasing Agent 3  
Phone: 772-0611  
Email: mbreen@pa.gov

Form Revised 02/25/08

Page 1 of 1



ADDENDUM 4



Date: 9/29/2011  
Subject: Addendum 4 Pre-Proposal Conference Attendance Sheet  
Solicitation Number: Lottery Advertising 2011-1  
Opening Date/Time: 10/27/2011 - 12:00PM  
Addendum Number: 4

To All Suppliers

The Commonwealth of Pennsylvania defines a solicitation "Addendum" as an addition to or amendment of the original terms, conditions, specifications, or instructions of a procurement solicitation (e.g., Invitation for Bids or Request for Proposals).

List any and all changes:

Addendum 4 Pre-Proposal Conference Attendance Sheet

For electronic solicitation responses via the SRM portal:

- Attach this Addendum to your solicitation response. Failure to do so may result in disqualification.
- To attach the Addendum, download the Addendum and save to your computer. Move to "My Notes", use the "Browse" button to find the document you just saved and press "Add" to upload the document.
- Review the Attributes section of your solicitation response to ensure you have responded, as required, to any questions relevant to solicitation addenda issued subsequent to the initial advertisement of the solicitation opportunity.

For solicitations where a "hard copy" (vs. electronic) response is requested:

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PA Lottery  
1200 Fulling Mill Road, Suite 1  
Middletown, PA 17057

Except as clarified and amended by this Addendum, the terms, conditions, specifications, and instructions of the solicitation and any previous solicitation addenda remain as originally written.

Very truly yours,

Name: Mary Kay Breen  
Title: Purchasing Agent 3  
Phone: 772-2511  
Email: mbreen@pa.gov



# Cost Submittal Form - Appendix D

Offeror Name	Brunner
--------------	---------

Type of Input	Offeror Input	Estimated Annual Usage (dollars or hours) *	Estimated Annual Contract Cost	
Media Placement **	Mark up %	8.2500%	22,000,000.00	1,815,000.00
Production	Mark up %	12.5000%	5,000,000.00	625,000.00
Public Relations Services	Hourly charge	125.00	1,000	125,000.00
Market Research Services	Hourly charge	110.00	1,000	110,000.00
Non-media Production Services	Hourly charge	100.00	500	50,000.00
Interactive Services	Hourly charge	135.00	1,000	135,000.00
All Other Services	Hourly charge	115.00	500	57,500.00
Total Estimated Annual Contract Cost			2,917,500.00	
Term of Contract (years)			5	
Total Estimated Contract Cost			14,587,500.00	

\* The usage dollars and hours in this column are estimates for evaluation purposes only and do not represent guaranteed work for the selected Offeror.

\*\* For all advertisement placements, the proposed commission rate (mark up), whether positive or negative, will be calculated and paid against NET MEDIA COST. Net media cost is the cost of media after any discounts or rebates received by the advertising agency.

No costs will be accepted or paid with regard to the following items:

- a. Mark-up or percentage on non-media development of production items.
- b. Per diem/travel cost for normal account service requirements.
- c. Copywriting hours on any project.
- d. Account service hours.
- e. Time for supervision of print production in connection with purchasing print materials.
- f. Creative development hours on any project.
- g. Broadcast supervision or mark-up on any broadcast production of commercial announcements wholly devoted to Lottery beneficiary campaigns.
- h. Normal out-of-pocket costs such as but not limited to telephone, photocopy, messenger and delivery services.
- i. Routine legal consultation costs.
- j. Supervision of pre-testing recommended by the agency or Lottery for advertising campaigns.
- k. Supervision of subcontractors.
- l. Commission for print materials purchased in connection with services rendered.

## Travel Costs

Travel costs not related to normal "course of doing business", including, but not limited to, travel to Harrisburg for meetings, for transportation, lodging and meals per diem will be itemized and billed separately. Travel and subsistence costs must conform with the requirements of Commonwealth Management Directive 230.10, a copy of which is attached as Appendix E.

The DEPARTMENT agrees to pay AGENCY, which agrees to accept as full compensation for the services rendered under this Agreement, all media billings, and any other costs and expenses incurred by AGENCY and properly invoiced to the DEPARTMENT. All such amounts shall be paid by the Commonwealth in accordance with Section 8 of the Commonwealth's Standard Terms and Conditions as incorporated within the RFP. Should any dispute occur whereby the Parties fail to agree whether a charge is properly invoiced or instead, is excluded under this Appendix, the prohibition section shall prevail and the DEPARTMENT shall not make payment to AGENCY for the charge in question.

1. Media Charges.

All media charges shall be billed to the DEPARTMENT at the rate set forth in this Appendix above. The AGENCY shall exercise its best efforts to obtain the lowest available rates from all media and to take advantage of all prompt payment discounts, the benefits of which shall inure to the DEPARTMENT. Such invoices shall be due and payable by the DEPARTMENT to the AGENCY in accordance with Section 7 of the Commonwealth's Standard Terms and Conditions.

2. Production.

All production items including but not limited to such items as audio and visual, recording and duplication, editing, photography, electronic mechanicals and equipment rental shall be invoiced at AGENCY's cost, providing outside suppliers' invoices, to which may be added, an AGENCY mark-up of twelve and one-half (12.5%) percent. Such costs shall not include those costs incurred to supervise AGENCY employees. Payable charges shall be billed as work is performed. All such items, which are produced by the AGENCY without outside supplier participation, shall be invoiced in accordance with the AGENCY's billing rates as indicated in this Appendix. With respect to items produced by AGENCY's Audio Visual division and Print division, the DEPARTMENT shall be invoiced for each item's direct labor charges at the same standard hourly rate, and materials and outside supplier costs. The AGENCY shall not be entitled to mark-up audio visual or print charges; an AGENCY mark-up of twelve and one-half (12.5%) percent may be added for all materials and outside supplier costs incurred by AGENCY.

3. Public Relations Services.

All services shall be provided by AGENCY at the rate specified within this Appendix.

4. Research Services.

All surveys, marketing research, motivational studies and behavioral studies shall be specifically authorized by the DEPARTMENT in writing. They shall be billed at AGENCY cost and at the AGENCY's rate as specified within this Appendix. These costs shall be invoiced at the rate contained within this Appendix regardless of whether said services are performed by AGENCY or a subcontractor. Out of pocket costs will be billed without mark-up.

5. Additional Services.

The DEPARTMENT will reimburse AGENCY for costs incurred by AGENCY through the provision of any additional services or materials under this Agreement, provided that said procurement of services or materials shall receive prior approval from the DEPARTMENT. No mark-ups shall be permitted to any invoice submitted under this Paragraph.

6. Art Direction/Broadcast Supervision.

AGENCY may invoice for art direction on all advertisement and collateral production at the rate established within this Appendix. AGENCY shall invoice for broadcast supervision based on actual time spent with the actual production of the commercial at the AGENCY's rate as specified within this Appendix, subject to any exclusions as listed above within this Appendix.

APPENDIX D

NONDISCLOSURE STATEMENT

This statement shall govern the conditions of disclosure by the Commonwealth of Pennsylvania, Department of Revenue, of certain confidential information to the AGENCY relating to the attached Agreement.

Confidential information shall include any information provided to the AGENCY which is determined by the Department to be confidential, proprietary, business sensitive or any other information provided to the AGENCY which is determined by the Department to be confidential.

With regard to such confidential information, the AGENCY, its officers, agents, and employees who reasonably require same for the purpose hereof and who are bound to it by like obligation as to confidentiality, without the express written permission of the Commonwealth of Pennsylvania, Department of Revenue, Pennsylvania State Lottery.

This nondisclosure obligation shall not apply to information:

- (a) subsequently otherwise acquired by the AGENCY from a third party having an independent right to disclose the information;
- (b) Which is now or later becomes publicly known through no fault of the AGENCY.

The Project Leader or other AGENCY employee with principal responsibility for the safeguarding of the confidential information will be Mary Kay Modaffari

By: Michael J. Brunner  
AGENCY M. J. Brunner Inc

APPENDIX E

CERTIFIED COPY OF CORPORATE RESOLUTION  
OF  
M.J. BRUNNER INC.

I, MARY KAY MODAFFARI, hereby certify that I am SECRETARY of M.J. Brunner Incorporated, a Pennsylvania corporation, ("the Corporation"), that the following resolution was regularly adopted in accordance with the Corporation's Bylaws, by the Board of Directors of said Corporation at a meeting duly called and held on the 1 day of MARCH, 2012, a quorum being present; and that said resolution is now in full force and effect:

RESOLVED, that the President or any Vice President of the Corporation be and is hereby authorized and empowered to enter into an Agreement for Lottery Advertising Services with the Commonwealth of Pennsylvania, Department of Revenue, Pennsylvania Lottery incorporating such terms and provisions submitted to this meeting, and with such other terms and provisions as the President and/or Vice President shall deem necessary and proper for the benefit of the Corporation.

In testimony hereof, I have hereto subscribed my name as Secretary of said Corporation, this 1 day of MARCH, 2012.

Mary Kay Modaffari

\_\_\_\_\_, Secretary

## APPENDIX F

### Rider to Standard Terms

This Rider to the Terms explains how M.J. Brunner Inc. (the "Agency") operates and serves to supplement and, to the extent inconsistent, amend the agreement (the "Agreement") made as of the 7<sup>th</sup> day of MARCH, 2012 by and between the Commonwealth of Pennsylvania (the "Commonwealth") acting through the Department of Revenue for the Pennsylvania Lottery and the Agency, as follows:

Notwithstanding anything contained in this Agreement to the contrary, the Commonwealth recognizes that advertising involves a division of responsibilities between the advertiser (and other third parties engaged by the advertiser) and its advertising agency and that it is unrealistic to expect that an advertising agency in every instance will obtain all intellectual property rights everywhere in the world in all materials and all components of materials created or developed by the agency on the advertiser's behalf. For example, the Commonwealth understands that preliminary Work Product (as such term is defined in the Standard Terms and Conditions attached to this Agreement (the "T&C")) will likely use or contemplate the use or inclusion of third party materials and trademarks as well as the names, images, performances and other references to people. Because this Work Product is not intended (or yet intended) for public distribution and because the Agency may not yet know whether, how or where the Commonwealth intends to ultimately exploit this Work Product, the Commonwealth understands that, at this stage, the Agency will not be performing any true "legal" clearance with respect to this preliminary or raw Work Product and therefore cannot take responsibility if such preliminary Work Product is publicly distributed without the Agency's authorization. In addition, it is impractical and prohibitively expensive to clear all materials for use in all countries throughout the world, and it is the Agency's understanding that it is being engaged pursuant to this Agreement for United States advertising services only. Therefore, unless the Agency and the Commonwealth agree otherwise in writing with respect to a particular project, the Agency does not intend to have Work Product reviewed by legal counsel in other countries to ensure the legal permissibility of using those materials in those countries. Further, notwithstanding anything in the Agreement or the T&C to the contrary, Agency only makes any intellectual property compliance and clearance representations, warranties and agreements, and indemnifies, with respect to the use in the United States of Work Product that has been produced by the Agency in finished and final form for public distribution ("Final Materials") that have not been altered by the Commonwealth, and then only if the Commonwealth uses any third party materials contained in the Final Materials consistent with the restrictions for such third party materials communicated to the Commonwealth; it being understood that, based on the explanation above, the Agency will only be communicating restrictions with respect to Final Materials. Further, even the Final Materials produced by the Agency will likely include Commonwealth Elements (defined below) for which the Agency cannot and does not make any representations and warranties nor indemnifies or otherwise takes any responsibility. Additionally, although the Agency will use due care in choosing and supervising third party performance, the Agency cannot be responsible for the ultimate performance of third parties if, pursuant to this Agreement, the Agency would not be responsible for such actions or omissions had such actions been performed by (or had they been omitted by) the Agency, rather than by a third party (e.g., if a third party failed to clear rights to Commonwealth Elements). Finally, because searching for patents is prohibitively expensive and incomplete (due to dark periods during which patent applications are unavailable, lack of common nomenclature in patent applications, broad based defined business method patents, etc.) and the number of potential patents that can theoretically be implicated in any project, the Agency makes no representations or warranties with respect to patent rights, nor takes responsibility for claims of patent infringement. Therefore, although the Agency is representing and warranting compliance with laws, the Commonwealth understands that in light of the explanation above, the division of responsibilities between an agency and advertiser (and other third parties engaged by the advertiser) and the balancing of risks that exist in any industry, notwithstanding anything to the contrary contained in the Agreement, and the Agency does not make any representations and warranties for compliance with, for example, lottery laws, promotion laws, specific laws with which the Commonwealth has to comply because of its status as a governmental body, laws outside the United States or other laws with respect to which the Commonwealth (or other third parties engaged by the Commonwealth) has more control or information,

nor does the Agency make any representation and warranty with respect to compliance with intellectual property laws that would place on the Agency a different burden than that which would be deduced from the explanation contained in this Paragraph above. Therefore, to be clear, in no event shall the Agency's agreement to comply with laws be understood to place any obligation on the Agency that is greater than that which is described in this Paragraph or otherwise conflicts with the explanation provided in this Paragraph. For purposes hereof, Commonwealth Elements shall be defined as (i) materials created or supplied by the Commonwealth, (ii) any elements of any materials produced by Agency, or any particular usage of such elements, for which the Commonwealth undertakes to (or informs the Agency that the Commonwealth or a third party will) obtain permission or clearance, (iii) talent supplied by the Commonwealth or with which the Commonwealth, or another agency or entity on the Commonwealth's behalf, has entered into an agreement, (iv) agreements entered into (or that a third party alleges were entered into) by the Commonwealth independent of the Agency (such as, without limitation, sponsorship agreements, joint promotion agreements, the Commonwealth license agreements, etc.) and (v) trademarks that the Commonwealth has either supplied to the Agency or has authorized the Agency to use. To be clear, materials supplied by the Commonwealth include, without limitation, commercials and materials produced by the Commonwealth's prior advertising agencies, by the Commonwealth or by other third parties without the Agency's involvement, which the Commonwealth instructs the Agency to use, link to/from, incorporate or accept in Agency produced materials, websites or data systems.

In the event of a conflict between the Agreement or the T&C and the terms and conditions of this Rider, the terms and conditions of this Rider shall control.

Accepted and Agreed:

Daniel P. Meuser / cee

Accepted and Agreed:

Michael J. Brunner



**MEMORANDUM**

DATE: November 17, 2011 JO  
SUBJECT: DISADVANTAGE BUSINESS Participation  
RFP# REV-2011-1 70% RESCORE  
Lottery Advertising Services  
TO: Connie Bloss  
Department of Revenue  
FROM: Kathryn L. Waters, Director  
Bureau of Minority & Women Business  
Opportunities

Attached is a summary of points awarded to proposers for the criteria, Commitment to Enhance Disadvantage Businesses.

<u>COMPANY</u>	<u>TOTAL POINTS</u>
1. Brunner	200.00
2. Tierney Communications	50.00
3. Marc USA	29.73

RFP Total Points: 1,000.00  
DB Allowance: 200.00

Following contract negotiations and the contract being executed, the **DISADVANTAGE BUSINESS** name, address and amount of commitment made by the contractor must be forwarded to us.

KLW/CQ

Attachments

cc: Kathryn L. Waters



**MEMORANDUM**

DATE: December 21, 2011

SUBJECT: DISADVANTAGE BUSINESS Participation  
RFP# REV-2011-1 BAFO  
Lottery Advertising Services *KO*

TO: Connie Bloss  
Department of Revenue

FROM: Kathryn L. Waters, Director *KLW*  
Bureau of Minority & Women Business  
Opportunities

*mag*

Attached is a summary of points awarded to proposers for the criteria, Commitment to Enhance Disadvantage Businesses.

<u>COMPANY</u>	<u>TOTAL POINTS</u>
1. Brunner	200.00
2. Tierney	42.40
3. Marc USA	24.92

RFP Total Points: 1,000.00  
DB Allowance: 200.00

**Following contract negotiations and the contract being executed, the DISADVANTAGE BUSINESS name, address and amount of commitment made by the contractor must be forwarded to us.**

KLW/CQ

Attachments

cc: Kathryn L. Waters

APPENDIX B

DOMESTIC WORKFORCE UTILIZATION CERTIFICATION

To the extent permitted by the laws and treaties of the United States, each proposal will be scored for its commitment to use the domestic workforce in the fulfillment of the contract. Maximum consideration will be given to those offerors who will perform the contracted direct labor exclusively within the geographical boundaries of the United States or within the geographical boundaries of a country that is a party to the World Trade Organization Government Procurement Agreement. Those who propose to perform a portion of the direct labor outside of the United States and not within the geographical boundaries of a party to the World Trade Organization Government Procurement Agreement will receive a correspondingly smaller score for this criterion. In order to be eligible for any consideration for this criterion, offerors must complete and sign the following certification. This certification will be included as a contractual obligation when the contract is executed. Failure to complete and sign this certification will result in no consideration being given to the offeror for this criterion.

I, Chairman/CEO [title] of M. J. Brunner Inc [name of Contractor] a Pennsylvania [place of incorporation] corporation or other legal entity, ("Contractor"), located at 574 N WIX ST 5TH FLR  
Pittsburgh Pa 15222  
[address], having a Social Security or Federal Identification Number of 25-1758415, do hereby certify and represent to the Commonwealth of Pennsylvania ("Commonwealth") (Check one of the boxes below):

All of the direct labor performed within the scope of services under the contract will be performed exclusively within the geographical boundaries of the United States or one of the following countries that is a party to the World Trade Organization Government Procurement Agreement: Aruba, Austria, Belgium, Bulgaria, Canada, Chinese Taipei, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hong Kong, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Latvia, Liechtenstein, Lithuania, Luxemburg, Malta, the Netherlands, Norway, Poland, Portugal, Romania, Singapore, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, and the United Kingdom

OR

\_\_\_\_\_ percent (\_\_\_\_%) [Contractor must specify the percentage] of the direct labor performed within the scope of services under the contract will be performed within the geographical boundaries of the United States or within the geographical boundaries of one of the countries listed above that is a party to the World Trade Organization Government Procurement Agreement. Please identify the direct labor performed under the contract that will be performed outside the United States and not within the geographical boundaries of a party to the World Trade Organization Government Procurement Agreement and identify the country where the direct labor will be performed:

[Use additional sheets if necessary]

The Department of Revenue shall treat any misstatement as fraudulent concealment of the true facts punishable under Section 4904 of the *Pennsylvania Crimes Code*, Title 18, of Pa. Consolidated Statutes.

Attest or Witness:

M. J. Brunner Inc  
Corporate or Legal Entity's Name

Richard Booth 10/20/11  
Signature/Date

Michael J. Brunner 10-7-11  
Signature/Date

Richard Booth VP Finance  
Printed Name/Title

Michael J. Brunner CEO/Chairman  
Printed Name/Title



January 10, 2012

Mr. Jeff Maggs  
Chief Operating Officer  
Brunner  
11 Stanwix Street  
5<sup>th</sup> Floor  
Pittsburgh, PA 15222

Dear Mr. Maggs:

The Commonwealth has evaluated the proposal your company submitted in response to Request for Proposal #2011-1 Lottery Advertising Services along with other submitted proposals and has selected Brunner for contract negotiations.

Therefore, in accordance with Section I-27 of the RFP, I invite you to meet with the Commonwealth for contract negotiations. I will contact you shortly to schedule the date and time of the negotiation meeting. Please be prepared to discuss the following areas of your proposal at that time:

- Technical Proposal
- Disadvantaged Business Proposal
- Cost Proposal

This letter is not intended to be a binding commitment to contract, nor will the Commonwealth be obligated in any manner until a formal written contract has been executed by all necessary Commonwealth officials.

Sincerely,

Connie Bloss  
Director of Marketing