

# Merger FAQ

## **Twelve Horses Merges Into One to One Interactive, *Combined Entity Strengthens Product Offerings, Bolsters Service Capabilities***

Boston, Mass. and Reno, Nev. (Sept. 14, 2009) – One to One Interactive (OTO), a Boston-based digital marketing firm recently ranked by Inc. Magazine as one of the fastest growing private companies in America, announced today a definitive agreement to merge Twelve Horses, with operations in Salt Lake City, Utah and Reno-Tahoe, Nevada, into its OTOi and OTOLabs divisions.

The merger expands One to One Interactive’s comprehensive suite of digital marketing services, technology and media offerings by incorporating Twelve Horses’ agency practice and innovative marketing products.

### **General Questions & Answers**

#### **1) Why are One to One Interactive and Twelve Horses merging?**

One to One Interactive and Twelve Horses share the same passion for developing next generation digital marketing technologies and solutions. By joining forces, they accelerate growth and innovation by creating an even stronger national presence. The move represents the fourth time OTO has grown through a merger or acquisition, a strategy the company embarked on beginning in 2005. The addition of Twelve Horses gives OTO a significant presence in the West and Twelve Horses’ many East Coast based clients will welcome the OTO East Coast footprint. Both OTO and Twelve Horses service accounts in Europe and Asia. The combined effort promises clients greater efficiency in strategy execution and in speed to market.

#### **2) Why is Twelve Horses merging into One to One Interactive now?**

Recent economic conditions are leading marketers online to a renewed interest on measurable, data-driven programs. The rapid restructuring of marketing budgets and the strong desire for companies to align themselves with a full-service agency puts One to One Interactive at a strategic advantage over more traditional agencies. Merging the two companies allows us to come to the table with leading marketing services strategy and execution capabilities as well as a full suite of proven technology products that our clients can integrate and deploy quickly and efficiently.

By bringing together one of the nation’s leading digital marketing agencies, the world’s most comprehensive portfolio of permission marketing platforms, performance marketing solutions, and cutting edge neuromarketing research techniques, the companies of One to One Interactive build informed and creative customer/constituent strategies on the belief that digital media’s ability to enable engaging one-to-one dialogues is the future of marketing.



### **3) What is the mission and vision of the combined company?**

One to One Interactive's mission is to help build informed and creative customer/constituent strategies on the belief that digital media and its ability to provide targeted, permission-based, one-to-one dialogues is the cornerstone of marketing in the future. The vision is to be a top 10 digital firm in North America and globally by combining leading platforms, applications, and marketing technologies.

### **4) What will the combined company achieve going forward?**

Both One to One Interactive and Twelve Horses are experiencing impressive growth in their geographic markets and industry verticals. Together, they establish a national footprint with collective reach into the following vertical markets:

- Financial Services
- Health & Life Sciences
- Retail
- Media & Technology
- Education
- Organizations (Government & Non-Government)
- Destination Marketing / Travel-tourism

In addition, One to One brings a strong media division and more in depth creative and account planning, where Twelve Horses provides several fully developed technology platforms that bolster their combined strengths in multiple categories.

### **5) What will be the name and size of the combined company?**

One to One Interactive with ~130 employees.

### **7) Who proposed this merger – One to One Interactive or Twelve Horses?**

Both companies were looking for a partner to extend their capabilities and geographic and industry reach.

### **8) What happens to the Twelve Horses identity?**

Twelve Horses will adopt the One to One Interactive brand identity.

## **Company Organization**

### **1) How will the management of the combined company be structured?**

Ian Karnell will remain as CEO and Jeremi Karnell as President of One to One Interactive. David LaPlante, formerly CEO of Twelve Horses will serve as One to One Interactive's Senior Vice President of Sales & Marketing. Steve Spencer and Martin Gastanaga will serve as senior executives for the OTOLabs division.

### **2) Will Twelve Horses operate as its own business unit or will it report into existing divisions within One to One?**

Twelve Horses will not be a standalone business unit once the merger is finalized. The firm will be rolled into one of four divisions that make up One to One Interactive.



### **3) Do you anticipate any loss of staff as a result of the merger?**

The merger is designed to accelerate growth and innovation, which will lead to new opportunities within the combined organization. As a direct result of the merger, only one individual in an accounting role will be displaced as it is a duplicate function. Any other staff changes are a result of addressing any changes to serving our clients going forward.

### **4) Where will company's headquarters reside and will there be any office closings?**

Headquarters will be based in Charlestown, Massachusetts with additional offices in Baltimore, Salt Lake City, Reno, and London. There will be no office closings.

### **5) Are the values and practices of the two companies dramatically different?**

We found our soul mate.

## **Products / Services**

### **1) What does One to One gain in the merger with Twelve Horses?**

One to One Interactive establishes a strong western presence and taps into Twelve Horses more than 15 years of web development and digital marketing experience, impressive client portfolio featuring global brands from diverse industries, and trademarked platforms for multi-channel marketing, content management, ticketing and event management, data replication, and ecommerce.

### **2) What does Twelve Horses gain with the merger into One to One Interactive?**

Alignment with a robust, full-service digital marketing firm composed of an award-winning professional services team providing \$100 million in digital media management, performance marketing solutions, superior branding and creative, and neuromarketing research.

### **3) How long before Twelve Horses' client and partners will have access to One to One Interactive's products and services?**

Clients and partners will have immediate access to the divisions of One to One:

- **OTOi** is the digital marketing professional services division providing strategic consulting in strategy, measurement, and analytics; creative services for visual and interactive design; and marketing services for media and direct marketing.
- **OTOlabs** supports permission marketing platforms such as PolyThink, a widget management platform; ionMX, an advanced email marketing platform; and ThinkDesktop, a branded desktop applications platform.
- **OTOnetworks** brings together performance media management and media networks to deliver efficient packaged solutions that fulfill specific high value consumer segment needs.
- **OTOinsights** is a primary research offering that is breaking new ground in usability and neuromarketing to offer clients advanced and scientific levels of insights into how their consumers engage with them across the landscape of new media channels.



**4) Will any products be phased out as a result of the merger?**

No products will be phased out as a direct result of the merger, however, the combined company product roadmap will yield opportunities for integration of similar and duplicative products. Existing clients will be notified of any changes to products and services supplied by either company and will be offered opportunities for migration.

**5) Will my Account Executive remain the same?**

No changes to account management and staffing are anticipated at this time.

**6) How will the integration process of the two companies be managed?**

One to One Interactive and Twelve Horses specialize in best practices for integration and data management. Integration experts will work closely with the Information Technology and Product Development departments to ensure a smooth transition.

**7) How will the Twelve Horses MessageMaker™ platform be affected?**

One to One Interactive will be consolidating the messaging technologies of both platforms to provide customers with the best possible features for email and multi-channel marketing. In addition to the features you have been accustomed to, expect to see enhancements and new capabilities roll out over time as well.

**8) How will the Twelve Horses Content Management System be affected?**

Each company uses different content management systems, both open source and proprietary, and in the coming year One to One Interactive will determine the best unified platform and applicable features to address every customer's needs.

**9) How will the Twelve Horses Ticketing System be affected?**

As a consolidated company, One to One Interactive views the ticketing product not just as a pure ticketing solution but rather one that offers elements of ecommerce, event management and marketing solutions. Based on market growth, One to One Interactive will continue to provide these solutions and others moving forward.

**10) How will the Twelve Horses Data Replication Engine be affected?**

The DRE will be fully compatible with the consolidated messaging system and continue to be an integral part of solutions requiring complex data transfer.

**11) How will hosting and data security be affected?**

One to One Interactive will continue to offer clients a safe, secure, and reliable collocation environment and a managed network service. Clients can expect continual uptime and reliable performance through its mirrored network operations, and managed, real-time, fail-over network design, tailored implementation and auditing methodology, change management, reporting and monitoring, and managed redundancy services.



## Customers, Partners and Resellers

### 1) Why is this good for customers, partners and resellers?

The combined company will move forward as the next generation provider of web-based solutions, and deliver the most comprehensive suite of digital media products and services available under one roof.

### 2) Should Twelve Horses customers continue to contact Twelve Horses for support of their products?

Yes.

### 3) How long will training and support be available for Twelve Horses products and services?

Training and support for Twelve Horses products and services will continue to be available and account executives will work closely with clients to ensure they always have access to the latest information.

### 4) What do I do if I want to purchase, get support, or be trained on a Twelve Horses product or service?

Please visit the One to One Interactive website [www.onetooneinteractive.com](http://www.onetooneinteractive.com) or call 617.425.7300 for new purchase inquiries. Support for Twelve Horses products will continue to be available to at [web.twelvehorses.com/support](http://web.twelvehorses.com/support) until further notice. Any other questions should be directed to your account executive.

### 5) How can I get more information on this merger?

One to One and Twelve Horses will continue to share valuable information related to the merger at <http://www.onetooneinteractive.com/twelvehorses>.

### 6) What do I do if I have more questions regarding this merger?

Please reference <http://www.onetooneinteractive.com/twelvehorses> for information on how to submit questions regarding the merger. Questions will be collected and responded to directly or in periodic updates to the FAQ document.



### **Additional Information and Where to Find It**

Communicating directly with customers is a core value the combined company expects to maintain, and both companies will continue their current communication practices. To ensure you are informed of the most recent updates, changes, and company news it is highly recommended that you subscribe to the following channels:

#### **One to One Interactive**

Press

<http://www.onetooneinteractive.com/otocorporate/news-resources>

Blogs

<http://www.onetooneinteractive.com>

<http://www.otoi.com>

<http://www.otolabs.com>

<http://www.otonetworks.com>

<http://www.otoinsights.com>

Twitter

<http://twitter.com/otoinc>

<http://twitter.com/otointeractive>

<http://twitter.com/otolabs>

<http://twitter.com/otonetworks>

<http://twitter.com/otoinsights>

