

**LEGAL NOTICE BY ORDER OF THE UNITED STATES DISTRICT COURT FOR
THE NORTHERN DISTRICT OF ILLINOIS**

If you received an automated call to your cell phone and were transferred to a State Farm Agent between January 1, 2012 and October 1, 2013, you may be entitled to a payment from a class action settlement.

A court authorized this notice. This is not a solicitation from a lawyer.

- This lawsuit alleges that an auto insurance lead generation company called Variable Marketing, LLC made prerecorded robocalls asking recipients to “press 1” to receive auto insurance quotes, and claims that State Farm should be liable for leads that were transferred to State Farm Agents, arising from such calls.
- State Farm has denied all liability or responsibility for these calls, and asserts that it did not make or authorize them.
- The Settlement, if approved, would provide \$7,000,000.00 to make payments to the individuals described above, as well as to pay Plaintiffs’ attorneys’ fees and costs, service awards for the two Representative Plaintiffs, and the administrative costs of the Settlement.
- The Settlement avoids the further cost and risk associated with continuing the lawsuits; pays money to recipients of the calls who are eligible Settlement Class Members; and releases State Farm and the Released Parties from liability.

Your legal rights are affected whether you act or don't act. Read this Notice carefully.

On the website, www.vmtcpasettlement.com, there is a complete Notice of the settlement in Spanish.

(En el sitio web, www.vmtcpasettlement.com, hay una notificación completa del acuerdo en Español.)

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

OPTION	RESULT
DO NOTHING	To get a payment from the Settlement you are not required to take any action . Each Settlement Class Member with a valid mailing address will be automatically sent a payment by check of approximately \$60. The final cash payment amount that Settlement Class Members receive will depend on the total number of Settlement Class Members with valid mailing addresses. Additional cash distributions may occur from the proceeds of uncashed checks. If you do nothing, you will release your claims against State Farm and the Released Parties related to State Farm.
EXCLUDE YOURSELF OR "OPT OUT" OF THE SETTLEMENT	If you ask to be excluded, also known as "opting out," you will get no payment from the Settlement, but you may be able to pursue your own lawsuit against State Farm about the legal claims in this case at your own expense.
OBJECT	Write to the Court about why you believe the Settlement is unfair.
GO TO A HEARING	Ask to speak in Court about the fairness of the Settlement.

These rights and options - **and the deadlines to exercise them** - are explained in this Notice. The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement. Please be patient.

BASIC INFORMATION PAGE 4
Why is there a Notice?
What is this class action lawsuit about?
Why is there a Settlement?

WHO IS IN THE SETTLEMENT PAGE 5
How do I know if I am part of the Settlement?

THE SETTLEMENT BENEFITS - WHAT YOU GET PAGE 5
What does the Settlement provide?

HOW YOU GET A PAYMENT PAGE 5
How do I get a payment?
When do I get a payment?
What am I giving up to get a payment or stay in the Settlement Class?

EXCLUDING YOURSELF FROM THE SETTLEMENT PAGE 6
How do I exclude myself from the Settlement?

THE LAWYERS REPRESENTING YOU PAGE 7
Do I have a lawyer in this case?
How will the lawyers and class representatives be paid?

OBJECTING TO THE SETTLEMENT PAGE 8
How do I tell the Court that I do not think the Settlement is fair?

THE COURT'S FAIRNESS HEARING PAGE 8
When and where will the Court decide whether to approve the Settlement?
May I speak at the hearing?

IF YOU DO NOTHING PAGE 9
What happens if I do nothing at all?

GETTING MORE INFORMATION PAGE 9
How do I get more information?

BASIC INFORMATION

Why is there a Class Notice?

A Court authorized this Notice because you have a right to know about a proposed Settlement of this class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement, an administrator appointed by the Court will make the payments that the Settlement allows. Because your rights will be affected by this Settlement, it is extremely important that you read this Notice carefully.

If you received a Postcard Notice, it is because, according to the records that have been obtained in the course of this lawsuit, you received an automated call from Variable to a cellular telephone between January 1, 2012 and October 1, 2013, in an attempt to sell Lead Information to State Farm Agents.

What is the class action lawsuit about?

The Court in charge of the case is the United District Court for the Northern District of Illinois, and the case is a class action known as *Smith, et al. v. State Farm Mutual Automobile Insurance Company, et al.*, Case No.: 1:13-cv-02018 (N.D. Ill.). This case was brought by Jennifer Smith and Shawn Matejovich, also known as “Representative Plaintiffs.” The Representative Plaintiffs sued Variable and State Farm, also known as “Defendants.”

A class action is a lawsuit in which the claims and rights of many people are decided in a single court proceeding. Representative Plaintiffs, also known as “class representatives,” assert claims on behalf of the entire class.

The Representative Plaintiffs who filed this case claim that Variable Marketing, LLC (“Variable”) made automated calls to cell phones without the prior express consent of the recipients in an attempt to sell Lead Information to State Farm Agents. The Representative Plaintiffs have alleged that this calling violated a federal statute called the Telephone Consumer Protection Act (“TCPA”), 47 U.S.C. § 227, and that both Variable and State Farm are liable for such violations.

State Farm denies any liability or wrongdoing of any kind and further denies that this case is appropriate for treatment as a class action.

Why is there a Settlement?

The Court did not decide in favor of the Representative Plaintiffs or State Farm. Both sides agreed to a settlement instead of going to trial. That way, they avoid the cost of a trial, and the people affected will get compensation. The Representative Plaintiffs and their attorneys think the Settlement is best for all Settlement Class Members. The Court in charge of this lawsuit has granted preliminary approval of the Settlement and ordered that this Notice be distributed to explain it.

WHO IS IN THE SETTLEMENT

How do I know if I am part of the Settlement?

The Settlement provides relief for all Settlement Class Members, who are described as individuals who:

received an automated call from Variable to a cellular telephone and whose Lead Information was transferred to a State Farm Agent between January 1, 2012 and October 1, 2013.

If you have questions about whether you are a Settlement Class Member, or are still not sure whether you are included in the Settlement, you can call the State Farm TCPA Settlement Administrator toll-free at 1(888)-334-6187 or visit www.vmtcpasettlement.com for more information.

THE SETTLEMENT BENEFITS - WHAT YOU GET

What does the Settlement provide?

State Farm has agreed to pay a total settlement amount of \$7,000,000.00, which will be used to create a Settlement Fund to pay Settlement Awards to Settlement Class Members, Plaintiffs' attorneys' fees and expenses, service awards to the Representative Plaintiffs, and settlement administration costs and expenses.

Each Settlement Class Member identified from the Variable lead data and having a valid mailing address will be automatically sent a payment by check of approximately \$60. The amount of the payment that will be automatically sent to you will depend on the total number of members of the Settlement Class. Additional cash distributions may occur from the proceeds of any uncashed checks.

HOW YOU GET A PAYMENT

How do I get a payment?

To get a Cash Award **you are not required to take any action**. Each Settlement Class Member with a valid mailing address will be automatically sent a payment by check of approximately \$60. The final cash payment amount that Settlement Class Members receive will depend on the total number of Settlement Class Members with valid mailing addresses. Additional cash distributions may occur from the proceeds of any uncashed checks.

Each Settlement Class Member is eligible to receive one Cash Award regardless of the number of times the Settlement Class Member was called or the number of cellular numbers at which the Settlement Class Member was called.

When do I get a payment?

The Court will hold a hearing on December 8, 2016, to decide whether to approve the Settlement. If the Settlement is approved, appeals may still follow. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. Please be patient.

After the initial payments of Settlement Awards, smaller cash distributions may occur from the proceeds of any uncashed checks.

What am I giving up to get a payment or stay in the Settlement Class?

Being a Settlement Class Member means, unless you exclude yourself, that you cannot sue, continue to sue, or be part of any other lawsuit against State Farm about the legal issues in this case, and that all of the decisions and judgments by the Court will bind you.

If you were to file your own lawsuit for violations of the TCPA and prevailed, you could obtain damages of \$500 per violation, or up to \$1,500 per violation if the statute is found to have been willfully or knowingly violated. However, State Farm has denied that it made any illegal calls to anyone or engaged in any wrongdoing of any kind, and State Farm has a full range of potential defenses, including that State Farm should not be held liable for the calls Variable made. In addition, the TCPA does not provide for attorneys' fees to prevailing individual plaintiffs.

If you accept a Cash Award or do not exclude yourself from the lawsuit, you will be unable to file your own lawsuit involving all of the claims described and identified below, and you will release State Farm and the Released Parties from any liability for them. The Released Parties are related to State Farm and its agents, and do not include Variable.

Remaining in the Settlement Class means that you, as well as your respective assigns, heirs, executors, administrators, successors and agents, will release, resolve, relinquish and discharge each and every one of the Released Parties (as defined in Section 2.30 of the Settlement Agreement) from any and all claims, causes of action, suits, obligations, debts, demands, agreements, promises, liabilities, damages, losses, controversies, costs, expenses, and attorneys' fees of any nature whatsoever, whether based on any federal law, state law, common law, territorial law, foreign law, contract, rule, regulation, any regulatory promulgation (including, but not limited to, any opinion or declaratory ruling), common law, or equity, whether known or unknown, suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, liquidated or unliquidated, punitive or compensatory, as of the date of the Final Approval Order, that arise out of the Litigation (as defined in Section 2.20 of the Settlement Agreement) or the facts that give rise to this Litigation, including all claims that could have been asserted in this Litigation.

Remaining in the Settlement Class also means that you further agree you will not institute any action or cause of action (in law, in equity or administratively), suits, debts, liens, or claims, known or unknown, fixed or contingent, which you may have or claim to have, in state or federal court, in arbitration, or with any state, federal or local government agency or with any administrative or advisory body, arising from or reasonably related to the Released Claims.

The Settlement Agreement (available at www.vmtcpasettlement.com) provides more detail regarding the release and describes the Released Parties and Released Claims with accurate legal

terminology, so read it carefully. You can talk to the law firms representing the Settlement Class listed in the “Do I have a lawyer in this case?” question below for free or you can, at your own expense, talk to your own lawyer if you have any questions about the Released Parties or the Released Claims or what they mean.

The release does not apply to Settlement Class Members who timely opt-out of the Settlement.

EXCLUDING YOURSELF FROM THE SETTLEMENT

How do I exclude myself from the Settlement?

If you do not want a Cash Award from this Settlement, and you want to keep the right to sue State Farm on your own about the legal issues in this case, then you must take steps to exclude yourself from the Settlement. Sometimes excluding yourself is referred to as “opting out” of the Settlement Class.

To exclude yourself from the Settlement, you must send a signed letter by mail saying that you want to be excluded from *Smith, et al. v. State Farm Mutual Automobile Insurance Company, et al.*, Case No.: 1:13-cv-02018 (N.D. Ill.). Be sure to include your full name, address, and telephone number, along with the statement that you wish to be excluded from the Settlement. You must mail your letter requesting exclusion postmarked no later than November 14, 2016, to:

**State Farm TCPA Settlement Administrator
P.O. Box 2539
Faribault, MN 55021-9539**

If you ask to be excluded, you will not get any Settlement Award, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit.

If you do not exclude yourself and the Settlement is finally approved, you give up any right to sue State Farm on any of the claims that this Settlement resolves. If you have a pending lawsuit against State Farm over these claims, speak to your lawyer in that case immediately. You must exclude yourself from this Class to continue your own lawsuit.

You cannot exclude yourself by telephone or by email. You cannot exclude yourself by mailing a request to any location other than the address above or after the deadline. You must sign your letter requesting exclusion. A lawyer cannot sign for you. No one else can sign for you. If you opt out, your name will appear in the Court’s records to identify you as someone not bound by the Settlement.

EXCLUSION LETTERS THAT ARE NOT POSTMARKED ON OR BEFORE NOVEMBER 14, 2016 WILL NOT BE HONORED.

THE LAWYERS REPRESENTING YOU

Do I have a lawyer in this case?

The Court appointed the following law firms to represent you and other Settlement Class Members:

Lead Class Counsel:

Lieff Cabraser Heimann & Bernstein, LLP
275 Battery Street, 29th Floor
San Francisco, CA 94111

Burke Law Offices, LLC
155 N. Michigan Ave., Suite 9020
Chicago, IL 60601

Additional Class Counsel:

Broderick & Paronich Law, P.C.
Edelman, Combs, Lattuner & Goodwin, LLC
Law Offices of Mathew McCue
Meyer Wilson Co. LPA

These lawyers are called Class Counsel. You will not be charged for these lawyers' services related to this Settlement. If you want to be represented by your own lawyer, you may hire one at your own expense.

How will the lawyers and class representatives be paid?

Class Counsel will ask the Court to approve payment of up to \$2,333,333 (33⅓% of the Settlement Fund), plus approximately \$150,000 in out-of-pocket costs, to compensate them for expenses and for attorneys' fees for investigating the facts, litigating the case, and negotiating the Settlement. Class Counsel will also request an award of service payments of up to \$15,000 each to the two Representative Plaintiffs, in compensation for their time and effort. The Court may award less than these amounts. These payments, along with the costs of administering the Settlement, will be made out of the Settlement Fund.

Any objection to Class Counsel's application for attorneys' fees and costs may be mailed, and must be postmarked no later than November 14, 2016, which is thirty-five (35) days following the filing of Class Counsel's motion for an award of attorneys' fees and costs. You can object by sending a letter addressed to the Court at the address listed in the next section of this Notice. In your letter you must state that you object. Be sure to include your full name, address, telephone number, and the reasons you object to the proposed award, or to the amount of the proposed award.

OBJECTING TO THE SETTLEMENT

How do I tell the Court that I do not think the Settlement is fair?

You can tell the Court that you do not agree with the Settlement or some part of it. If you are a Settlement Class Member, you can object to the Settlement if you do not think the Settlement is fair. You can state the reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a letter to the Court saying that you object to the proposed Settlement in *Smith, et al. v. State Farm Mutual Automobile Insurance Company, et al.*, Case No.: 1:13-cv-02018 (N.D. Ill.). Be sure to include your full name, address, cellular telephone number(s) to which you received a call, the reasons you object to the Settlement and whether you intend to appear at the fairness hearing on your own behalf or through counsel. You must also state whether the objection is being made on your behalf only, or on behalf of other class members, and you must identify any lawyer who was consulted as to the objection or this case. Any supporting documents must also be attached to the objection. **Your objection to the Settlement must be postmarked no later than November 14, 2016.**

The objection must be mailed to:

**Clerk of Court
U.S. District Court, Northern District of Illinois
Everett McKinley Dirksen United States Courthouse
219 South Dearborn Street
Chicago, IL 60604**

Objecting is simply telling the Court that you do not like something about the Settlement. You can object only if you stay in the Settlement Class. Excluding yourself (also known as opting out), is telling the Court that you do not want to be included in the Settlement. If you exclude yourself, you cannot object because the Settlement no longer affects you.

THE FAIRNESS HEARING

When and where will the Court decide whether to approve the Settlement?

The Court will hold a hearing to decide whether to approve the Settlement. This Fairness Hearing will be held at 8:30 a.m. on December 8, 2016, in Courtroom 1241 of the U.S. District Court for the Northern District of Illinois, 219 South Dearborn Street, Chicago, Illinois 60604. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check the settlement website for updates. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate, and whether to award attorneys' fees, expenses, and service awards as described above, and in what amounts. If there are objections, the Court will consider them. After the hearing, the Court will decide whether to approve the Settlement. We do not know how long it will take the Court to issue its decision. It is not necessary for you to appear at this hearing, but you may attend at your own expense.

May I speak at the hearing?

You may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that you intend to appear at the Fairness Hearing in *Smith, et al. v. State*

Farm Mutual Automobile Insurance Company, et al., Case No.: 1:13-cv-02018 (N.D. Ill.). Be sure to include your full name, address, and telephone number. You cannot speak at the hearing if you excluded yourself from the Settlement Class. **Your letter stating your notice of intention to appear must be postmarked no later than November 14, 2016, and be sent to the following address:**

**Clerk of Court
U.S. District Court, Northern District of Illinois
Everett McKinley Dirksen United States Courthouse
219 South Dearborn Street
Chicago, IL 60604**

IF YOU DO NOTHING

What happens if I do nothing at all?

If you do nothing, and are a Settlement Class Member with a valid mailing address, you will be sent a Cash Award by check after the Court approves the Settlement. Unless you exclude yourself, you will be bound by the terms and conditions of the Settlement and you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against State Farm about the legal issues in this case, ever again.

GETTING MORE INFORMATION

How do I get more information?

This Notice summarizes the proposed Settlement. More details are in the Settlement Agreement. You can get a copy of the Settlement Agreement by calling the State Farm TCPA Settlement Administrator toll-free at 1(888)-334-6187; writing to: State Farm TCPA Settlement Administrator, P.O. Box 2539

Faribault, MN 55021-9539; or visiting the website at www.vmtcpasettlement.com, where you will find answers to common questions about the Settlement plus other information to help you determine whether you are a Settlement Class Member and whether you are eligible for a payment.

On the website, www.vmtcpasettlement.com, there is a complete Notice of the settlement in Spanish. (En el sitio web, www.vmtcpasettlement.com, hay una notificación completa del acuerdo en Español.)