UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF ARIZONA

Matthew Jordan Hemerlein, d/b/a Lo-Fang,

Plaintiff,

v.

Beggars Group Limited, d/b/a 4AD Limited,

Defendant.

Case No. 2:25-cv-04132-PHX-MTL

PLAINTIFF'S REPLY IN SUPPORT OF REQUESTS FOR JUDICIAL NOTICE (DOCS. 38, 39, 40)

Plaintiff Matthew Jordan Hemerlein ("Plaintiff"), pro se, respectfully submits this Reply in support of his Request for Judicial Notice of Public Records (Doc. 38), Supplement (Doc. 39), and Notice of Errata (Doc. 40), and in response to Defendant's Opposition (Doc. 41).

I. RELIEF REQUESTED

Plaintiff respectfully requests that the Court:

(1) Grant judicial notice under Fed. R. Evid. 201 of the existence of the identified public records and what those records state on their face, for the limited, permissible purposes specified in Docs. 38–40; or, in the alternative,

(2) Treat the submissions as supporting Plaintiff's request for leave to amend to plead the operative relationship, including agency, assumption of contractual functions, and direct participation, and to add any necessary party (including 4AD Ltd.) if required.

Plaintiff requests notice of the existence and contents of public records, not of any disputed interpretation beyond what the records state on their face.

Scope clarification: Plaintiff seeks Rule 201 notice only as to governmental and Companies House public-record materials identified in Docs. 38–40. To the extent any exhibit in Doc. 39 is not a governmental or Companies House public record, Plaintiff does not seek Rule 201 judicial notice of that exhibit and offers it only to support amendment and plausibility, not as a basis to resolve contested facts on a Rule 12 motion.

II. DEFENDANT MISCHARACTERIZES THE REQUESTS AS UNAUTHORIZED SURREPLIES; RULE 201 IS A PROPER VEHICLE FOR PUBLIC RECORDS

Defendant argues the Requests are attempts to file unauthorized surreplies and cites Potter v. Meza, CV-25-00663-PHX-DWL, 2026 WL 35276, at *8 (D. Ariz. Jan. 6, 2026). (Doc. 41 at 1.) That characterization fails for three independent reasons.

First, a request for judicial notice under Fed. R. Evid. 201 is not a surreply. It is a recognized mechanism allowing a court to take notice of public records whose accuracy cannot reasonably be questioned, including governmental corporate filings, for limited purposes on a Rule 12 motion without converting the proceeding to summary judgment, so long as the court does not accept disputed facts within those records as true. See Lee v. City of Los Angeles, 250 F.3d 668 (9th Cir. 2001); Khoja v. Orexigen Therapeutics, Inc., 899 F.3d 988 (9th Cir. 2018). Plaintiff's Docs. 38 and 39 cited these authorities, limited the request to existence and contents of public records (not disputed factual assertions), and included proposed orders. (Doc. 38 at 1–2; Doc. 39 at 1.)

Second, Potter is distinguishable as framed by Defendant. There, the filing was treated as an attempt to obtain additional merits briefing on contested factual issues. Here, Plaintiff's Rule 201 request concerns public corporate records from UK Companies House and U.S. state databases — the same categories of records Defendant itself placed before the Court by invoking judicial notice of corporate, governmental, and USPTO records in its own filings, including after initial briefing in Doc. 33, filed January 21, 2026. (Doc. 27 at 6 nn.1–2; Doc.

33 at 3 nn.1–2.) Defendant cannot argue that judicial notice of public corporate records is proper when it serves Defendant and improper when it serves Plaintiff.

Third, the Court's own docket management resolved the procedural status of Doc. 39. On February 11, 2026, the Clerk reclassified Doc. 39 from event type "Motion" to event type "Supplement" and instructed: "PLEASE DO NOT REFILE. No further action is necessary." The Clerk's action confirms the filing required no corrective action. Defendant's characterization of "docket flooding" (Doc. 41 at 1) is inconsistent with the docket entry.

Defendant argues the evidence could have been included in the Response or in the Motion for Leave to File Surreply (Doc. 34). (Doc. 41 at 1.) But Defendant itself continued adding judicial notice exhibits in Doc. 33 after initial briefing without procedural objection. There is no principled basis to permit Defendant's post-briefing judicial notice submissions while condemning Plaintiff's.

III. THE PUBLIC RECORD EXHIBITS ARE PROPER SUBJECTS OF JUDICIAL NOTICE AND RELEVANT TO DEFENDANT'S DISMISSAL FRAMING

Defendant argues the materials are improperly submitted to support Rule 12(b)(6) arguments. (Doc. 41 at 2.) But the public records are not offered for the truth of disputed facts. They are offered for the existence and contents of public filings. That is a core and permissible use of Rule 201, and it is the same use for which Defendant invoked judicial notice in Docs. 27 and 33.

The submitted public records are directly responsive to Defendant's framing of corporate relationship and responsibility. Defendant argues the records merely suggest an undisputed parent-subsidiary relationship. (Doc. 41 at 2.) Plaintiff's point is narrower and permissible at this stage: the public filings reflect corporate structure and contain disclosures and representations about ownership, control, and group relationships that are relevant to the issues Defendant has placed in dispute through its dismissal and forum-selection arguments.

Doc. 38 submitted public records from UK Companies House and U.S. state databases. (Doc. 38 at 1–2.) Doc. 39 supplemented the record with additional public corporate and financial disclosures and related public records. (Doc. 39-1, Decl. ¶¶2–3.) To the extent Doc. 39 contains any non-public operational materials, Plaintiff does not seek Rule 201 notice of those materials and offers them solely to support amendment and plausibility, consistent with Section I.

Plaintiff seeks Rule 201 notice that the publicly filed materials state, on their face, disclosures identifying group ownership and related-party arrangements as reflected in the cited public documents. Plaintiff does not seek judicial notice that any disputed inference drawn from those disclosures is true.

IV. DEFENDANT'S "ALTER EGO OR NOTHING" FRAMING IS LEGALLY INCORRECT; PLAINTIFF'S OPERATIVE THEORIES DO NOT REQUIRE ALTER EGO

Defendant argues the records do not support alter ego and that Plaintiff has not and cannot plead sufficient facts to allege alter ego. (Doc. 41 at 2.) This addresses the wrong legal standard. Plaintiff is not required to plead alter ego to avoid dismissal or to obtain leave to amend.

Plaintiff's operative theories are agency, assumption of contractual administration functions, and direct participation, which are distinct from veil piercing. These theories do not require pleading disregard of corporate formalities. They require plausible allegations that Defendant exercised authority over, assumed, or directly performed functions tied to contract performance and exploitation.

The authenticated exhibits already in the record support plausibility of operational involvement: Beggars Group personnel conducted royalty reporting and payment administration using Beggars Group infrastructure and identifying footers; authorized and processed an advance; and referenced internal records and departmental functions connected

to exploitation. (Declaration of Matthew Jordan Hemerlein, Exs. A–C, filed with Doc. 28 Reply.) These are operational documents, not corporate-structure inferences.

The publicly filed disclosures submitted in Docs. 38–40 further corroborate relationship context, including disclosures identifying group ownership and related-party structures, and Defendant's own admissions in Doc. 33 concede that 4AD is a subsidiary of Beggars Group and that there are overlapping directors. (Doc. 33 at 3:2–3, 3:18–19.) Defendant cannot concede those points and then argue that Plaintiff's submission of the underlying public records is improper.

Defendant's attempt to reframe the issue as alter ego also improperly imports a higher, post-discovery standard into pleading-stage analysis. At Rule 12, the question is plausibility, not proof. See Holland America Line Inc. v. Wartsila N. Am., Inc., 485 F.3d 450, 456 (9th Cir. 2007).

V. DEFENDANT'S FORUM-SELECTION POSITION HIGHLIGHTS A MATERIAL TENSION AND SUPPORTS AMENDMENT, NOT DISMISSAL

Defendant argues that even if the documents suggested an alter ego relationship, they would be unhelpful because Beggars Group could enforce the forum-selection clause. (Doc. 41 at 2.) This argument confirms, rather than resolves, the central tension Plaintiff has identified.

Defendant simultaneously maintains:

(1) Beggars Group is a non-party stranger to the Recording Agreement for Rule 12(b)(6) purposes, insufficiently connected to face contract-based responsibility; and

(2) Beggars Group may nonetheless benefit from dismissal by wielding that same contract's forum-selection clause, which is relationship-dependent for non-signatory enforcement.

This tension is precisely why the relationship facts reflected in the public record are material to the Court's analysis and why Plaintiff's amendment request is not futile. Defendant's

“either way, dismiss” posture does not eliminate the relationship inquiry — it makes it central.

If Defendant is sufficiently connected to enforce the forum-selection clause as a non-signatory, the relationship and authority facts Plaintiff seeks to plead and test are material. If Defendant is not sufficiently connected, it cannot enforce the clause on this record while disavowing relationship facts. The public corporate disclosures and Defendant’s own admissions bear directly on that question.

At minimum, Defendant’s posture confirms that dismissal with prejudice is premature and that leave to amend should be freely granted. See Lopez v. Smith, 203 F.3d 1122, 1127 (9th Cir. 2000).

VI. CONCLUSION

Defendant seeks to exclude public corporate records while characterizing Rule 201 filings as improper surreply submissions and accusing Plaintiff of flooding the docket. The record is otherwise: the Clerk reclassified Doc. 39 as a supplement requiring no further action; Defendant invoked the same judicial notice mechanism in Docs. 27 and 33, including after initial briefing; and the relationship facts at issue are reflected in public disclosures and Defendant’s own admissions.

The Court should grant judicial notice of Docs. 38–40 under Fed. R. Evid. 201 for the limited permissible purposes identified, or alternatively treat the submissions as supporting leave to amend to plead the operative relationship and administration facts with specificity.

DATED: February 25, 2026

Respectfully submitted,

/s/ Lo-Fang

Matthew Jordan Hemerlein, pro se

d/b/a Lo-Fang

[redacted]ys3.agency

[redacted]

CERTIFICATE OF SERVICE

I hereby certify that on February 25, 2026, I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all counsel of record, including:

Aaron K. Haar

Maria Crimi Speth

Jaburg & Wilk, P.C.

[redacted]

[redacted]

[redacted]@jaburgwilk.com

[redacted]@jaburgwilk.com

Counsel for Defendant Beggars Group Ltd.

/s/ Lo-Fang

Matthew Jordan Hemerlein, pro se

February 25, 2026