

**IN THE CIRCUIT COURT OF CLEBURNE COUNTY, ARKANSAS
CIVIL DIVISION**

**STATE OF ARKANSAS, *ex rel.*
TIM GRIFFIN, ATTORNEY GENERAL**

PLAINTIFF

v.

CASE NO. 12CV-24-149

**PDD HOLDINGS INC. F/K/A PINDUODUO INC.
and WHALECO INC. D/B/A TEMU**

DEFENDANTS

DEFENDANT WHALECO INC.'S ANSWER AND AFFIRMATIVE DEFENSES

Defendant Whaleco Inc. (“Whaleco” or “Defendant”), by and through its attorneys, Friday, Eldredge & Clark, LLP and Gibson, Dunn & Crutcher LLP, for its Answer to Plaintiff State of Arkansas, *ex rel.* Tim Griffin, Attorney General’s (“State” or “Plaintiff”) Amended Complaint, states as follows:

PRELIMINARY STATEMENT

The State’s Amended Complaint against Whaleco relies on baseless factual assertions and does not show wrongdoing under any law. The State’s narrative that Temu is “a shopping app with ties to China that covertly collects a substantial amount of personal data about Arkansas consumers, well beyond what is necessary for a shopping app” is false. The Amended Complaint attempts to paint the Temu marketplace as some sinister data mining operation, asserting that the platform “collects a shocking amount of sensitive user data” for unexplained, but somehow nefarious, purposes in China. None of this is true. Temu collects user data, consistent with industry standards, and does so pursuant to disclosed, publicly available privacy policies. The State has not identified a single technical feature or practice that contradicts Temu’s privacy disclosures. And the data Temu collects from users in the United States is stored on secure commercial servers in the United States and used only for standard business purposes such as

shipping goods. Temu has never shared any user data with the Chinese government. The Temu marketplace is not even available for consumers in China. The State appears to target Temu because its indirect corporate parent, PDD Holdings Inc. (“PDDH”) owns another company that operates Pinduoduo, a different shopping app that does not serve the U.S. market or ship to the United States. But the Pinduoduo app has nothing to do with Temu or Arkansas, and PDDH is merely a holding company with no material operations of its own.

The State’s unwarranted attack on Temu—a lawful American business serving millions of customers—is based on a discredited short-seller report (the “Grizzly Report”) and anonymous internet posts. The Grizzly Report expressly disclaims all “accuracy” and “completeness,” and admits to consisting of “opinions and beliefs only”—“not statements of fact.” Unsurprisingly, the Grizzly Report cobbles together false and misleading statements by unknown, anonymous security “researchers” based on speculation, not facts. Nor do the Amended Complaint’s other purported sources—anonymous Reddit posts and a handful of unverified consumer complaints untethered from Arkansas—support these claims or justify the State’s inflammatory rhetoric. None of these sources are authenticated or sworn, nor do they identify a single Arkansas consumer who suffered any harm. The State’s claims are without merit and Defendant is confident the evidence will show the allegations are untrue. Defendant categorically denies the State’s allegations and raises affirmative defenses.

The State’s Amended Complaint purports to reference numerous documents, articles, third-party publications, and statements that are excerpted, mischaracterized, and otherwise taken out of context. The referenced materials should be considered, if at all, in their unmodified forms. Although Defendant has undertaken an effort to identify instances in which the references do not match the cited materials, Defendant respectfully refers the Court to the respective materials for

their complete and accurate contents. Additionally, the State's Amended Complaint contains irrelevant, slanted commentary, and Defendant reserves the right to move to strike these portions of the Amended Complaint under Arkansas Rule of Civil Procedure 12(f). Except as otherwise expressly stated below, Defendant denies each and every allegation in the Amended Complaint—including all allegations in the subparagraphs, prayers for relief, titles, headings, sub-headings, tables of contents, footnotes, tables, graphs, and illustrations—and specifically denies liability to the State of Arkansas. To the extent not expressly denied, all allegations for which Defendant denies possessing knowledge or information sufficient to admit or deny are denied. To the extent the allegations in the Amended Complaint are directed at multiple Defendants, Whaleco answers the allegations only on behalf of itself. Defendant reserves the right to seek to amend and supplement this Answer as may be appropriate or necessary.

ANSWER

1. Paragraph 1 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 1.

2. Defendant denies the allegations contained in Paragraph 2 except that Defendant admits that the State has chosen to characterize its Arkansas Deceptive Trade Practices Act ("ADTPA") claims in two categories: commercial claims and privacy claims.

3. Paragraph 3 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 3.

4. Paragraph 4 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 4.

5. Defendant admits that Whaleco launched the Temu marketplace in the United States in 2022, which allows users to purchase goods from third-party sellers, some of which are

manufactured in China. With respect to the photo embedded in Paragraph 5, Defendant is without sufficient knowledge or information to admit or deny the origin, authenticity, date, source, or completeness of the information contained in the photo, and therefore denies same. Defendant denies any remaining allegations contained in Paragraph 5.

6. Defendant admits that PDDH is listed on the NASDAQ. Defendant affirmatively states that Whaleco is an indirect wholly-owned subsidiary of PDDH, and that PDDH does not operate either Temu or the Pinduoduo e-commerce marketplace, nor does it have any material operations of its own. With respect to the photo embedded in Paragraph 6, Defendant is without sufficient knowledge or information to admit or deny the origin, authenticity, date, source, or completeness of the information contained in the photo, and therefore denies same. Defendant denies any remaining allegations contained in Paragraph 6.

7. Defendant denies the allegations contained in Paragraph 7, except Defendant admits that the Temu app is popular throughout the United States, that usage of the app and website is driven by, among other things, word of mouth and marketing, and that Temu advertisements aired during the 2024 Super Bowl. With respect to the source cited in Footnotes 1 and 2, Defendant admits the article contains the quoted language; however, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnotes 1 and 2 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations.

8. With respect to the sources cited in Footnotes 3 and 4, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent

the State attempts to use the sources cited in Footnotes 3 and 4 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that the Temu app is widely downloaded but is without sufficient knowledge or information to admit or deny statements related to app downloads in the United States and the amount of time users spend on the Amazon platform and therefore denies same.

9. Defendant denies the allegations contained in Paragraph 9. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 9 related to the Pinduoduo app and affirmatively states that any concerns related to the Pinduoduo app are irrelevant to this lawsuit.

10. With respect to the sources cited in Footnotes 5 and 6, Defendant denies the State's characterization of same because they do *not* say the Temu app was suspended from the Apple App Store; further, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnotes 5 and 6 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations and denies that the Temu app was suspended by Apple. Defendant also is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 10 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

11. Defendant denies that the Temu app has "multiple hallmarks of spyware and malware" and that the Temu app "engages in unnecessary practices for an e-retail app." Defendant is without sufficient knowledge or information to admit or deny any remaining allegations contained in Paragraph 11 and therefore denies same.

12. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 12. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

13. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 13. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

14. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 14.

15. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 15.

16. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations contained in Paragraph 16.

17. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations contained in Paragraph 17.

18. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations contained in Paragraph 18.

19. Paragraph 19 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 19, except that Defendant admits that Whaleco is an indirect wholly-owned subsidiary of PDDH and Whaleco operates the Temu app and website in the United States.

20. Defendant denies the allegations contained in Paragraph 20.

21. Defendant denies the allegations contained in Paragraph 21 and further denies that the State is entitled to or has shown a need for a court order related to any discovery matter.

22. Defendant admits that the Attorney General purports to bring this action on behalf of the State of Arkansas on the grounds described in Paragraph 22. The remaining allegations of Paragraph 22 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 22.

23. With respect to the source cited in Footnote 7, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 7 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that PDDH is registered in the Cayman Islands, that PDDH is the indirect parent company of Whaleco, that PDDH is listed on the NASDAQ, that PDDH's principal executive offices were in Shanghai, China, and now are located in Dublin, Ireland, and that PDDH owns subsidiary companies that operate in China. Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 23 and therefore denies same.

24. Defendant admits the allegations contained in Sentence 1 of Paragraph 24. Defendant denies the allegations contained in Sentence 2 of Paragraph 24.

25. Paragraph 25 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 25.

26. Defendant affirmatively states that PDDH is the indirect parent company of Whaleco, which operates the Temu marketplace in the United States. Defendant denies the remaining allegations contained in Paragraph 26.

27. Defendant denies the allegations contained in Paragraph 27.

28. Defendant affirmatively states that PDDH is the indirect parent company of Whaleco. Defendant denies the remaining allegations contained in Paragraph 28.

29. Paragraph 29 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 29.

30. Paragraph 30 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 30.

31. Paragraph 31 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 31.

32. Sentence 1 of Paragraph 32 contains legal conclusions for which no response is required, and which is therefore denied. Defendant denies the remaining allegations in Paragraph 32, except Defendant admits that Whaleco operates the Temu marketplace in the United States, that Arkansans have downloaded the application and accessed the marketplace, that Arkansans have purchased items on the marketplace, and that Arkansans have paid for those purchased items.

33. With respect to the photos embedded in Paragraph 33, Defendant is without sufficient knowledge or information to admit or deny the origin, authenticity, date, source, or completeness of the information contained in the photos, and therefore denies same. To the extent further response is required, Defendant denies the allegations in Paragraph 33. Defendant

affirmatively states that items offered for sale on the Temu marketplace are offered by third-party sellers.

34. Paragraph 34 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 34.

35. Paragraph 35 contains legal conclusions for which no response is required, and which are therefore denied. To the extent a response is required, Defendant denies the allegations contained in Paragraph 35, except Defendant admits that Arkansans have purchased items via the Temu marketplace and that certain items purchased by Arkansans on the Temu marketplace are shipped into Arkansas.

36. Defendant admits that Temu collects and remits applicable Arkansas sales tax as required by law but denies the characterization of its tax collection processes as stated in Paragraph 36.

37. Defendant admits the allegations contained in Paragraph 37.

38. Paragraph 38 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 38.

39. Paragraph 39 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 39.

40. Defendant admits that Colin Huang founded what ultimately became PDD Holdings Inc., that Mr. Huang started his career at Google as a software engineer and project manager, and that PDDH reported a gross merchandise value of approximately \$383 billion for 2021. Defendant denies the remaining allegations contained in Paragraph 40.

41. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 41 and therefore denies same. Defendant affirmatively states

that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

42. Defendant states that the SEC filing cited in Footnote 8 speaks for itself and denies any allegations contained in Paragraph 42 that are inconsistent therewith. Defendant is without sufficient knowledge or information to admit or deny any remaining allegations contained in Paragraph 42 and therefore denies same. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

43. With respect to the source cited in Footnote 9, Defendant admits that the source contains the information cited; however, Defendant is without sufficient knowledge or information to admit or deny the authenticity, accuracy, source, or completeness of the information contained therein, and therefore Defendant denies same. To the extent the State attempts to use the source cited in Footnote 9 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant denies any remaining allegations in Paragraph 43, except Defendant admits that the Temu application does not contain a "team purchase" feature and that discounts or other promotions may be offered to Temu users for inviting others. Defendant affirmatively states that offering these types of promotions is common practice and does not indicate any wrongdoing on behalf of Defendant.

44. Defendant denies the allegations contained in Paragraph 44, except Defendant admits that PDDH's principal executive offices are now located in Dublin, Ireland, and were previously located in Shanghai, China, and that PDDH owns subsidiary companies that operate in China.

45. With respect to the sources cited in Footnotes 10 and 11, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent

the State attempts to use the sources cited in Footnotes 10 and 11 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 45 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

46. With respect to the source cited in Footnote 12, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 12 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 46 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, "Temu has not been implicated."

47. With respect to the source cited in Footnote 13, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 13 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 47 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, "Temu has not been implicated."

48. With respect to the source cited in Footnotes 14 and 15, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnotes 14 and 15 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 48 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

49. With respect to the source cited in Footnote 16, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 16 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 49 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, "Temu has not been implicated."

50. With respect to the source cited in Footnote 17, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 17 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining

allegations contained in Paragraph 50 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

51. Defendant incorporates herein its responses to Paragraphs 111 through 116, *infra*. Defendant denies the allegations related to Temu contained in Paragraph 51. Defendant is without sufficient knowledge or information to admit or deny any remaining allegations in Paragraph 51 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

52. With respect to the source cited in Footnote 18, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 18 to support any allegations of wrongdoing on Defendant’s behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 52 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

53. With respect to the source cited in Footnote 19, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 19 to support any allegations of wrongdoing on Defendant’s behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining

allegations contained in Paragraph 53 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

54. With respect to the source cited in Footnote 20, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 20 to support any allegations of wrongdoing on Defendant’s behalf, Defendant denies the allegations. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 54 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

55. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 55 and therefore denies same. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

56. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 56 and therefore denies same. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

57. With respect to the source cited in Footnote 21, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 21 to support any allegations of wrongdoing on Defendant’s behalf, Defendant denies the allegations. To the extent further response is required,

Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 57 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

58. With respect to the source cited in Footnote 22, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent further response is required, Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 58 and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

59. With respect to the source cited in Footnote 23, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 23 to support any allegations of wrongdoing on Defendant’s behalf, Defendant denies the allegations. To the extent further response is required, Defendant denies the allegation contained in Paragraph 59. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit and the cited article says, “Temu has not been implicated.”

60. Defendant states that the source cited in Footnote 24 speaks for itself and denies any allegations contained in Paragraph 60 that are inconsistent therewith. To the extent further response is required, Defendant admits that the Temu app was launched in 2022 in the United States and that the United States is one of the markets of the Temu app. Defendant denies any

remaining allegations in Paragraph 60.

61. Defendant admits that it promoted the Temu app, including through television advertisements, online advertisements, and sponsorships. Defendant denies any remaining allegations in Paragraph 61 and further denies any suggestion of wrongdoing.

62. With respect to the source cited in Footnote 25, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 25 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant denies the remaining allegations contained in Paragraph 62.

63. With respect to the source cited in Footnote 26, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 26 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. To the extent further response is required, Defendant admits that Temu provides a marketplace for sellers, including sellers based in China, to offer their products and that Temu provides or coordinates delivery, promotion, and after-sales services for some sellers using the Temu marketplace. Defendant is without sufficient knowledge or information to admit or deny the allegations as they relate to the Pinduoduo app and therefore denies same. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

64. With respect to the sources cited in Footnotes 27 and 28, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of,

or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnotes 27 and 28 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that the Temu app has experienced growth since its launch. Defendant is without sufficient knowledge or information to admit or deny the allegations as they relate to the effect of Temu downloads on PDDH's market capitalization and therefore denies same.

65. With respect to the source cited in Footnote 29, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 29 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that Arkansans make purchases through the Temu app and website which results in shipments sent to Arkansas. Defendant denies any remaining allegations contained in Paragraph 65.

66. Defendant denies the allegations contained in Paragraph 66. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 66 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

67. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 67 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies any remaining allegations in Paragraph 67.

68. With respect to the source cited in Footnote 30, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or

completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 30 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant denies the remaining allegations in Paragraph 68.

69. With respect to the source cited in Footnote 31, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 31 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant denies the allegations contained in Paragraph 69.

70. Defendant agrees that this case is not about the Pinduoduo app and affirmatively states that allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies any remaining allegations in Paragraph 70.

71. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 71.

72. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 72.

73. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 73.

74. Defendant is without sufficient knowledge or information to admit or deny

allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 74.

75. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 75.

76. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 76 related to the Pinduoduo code and therefore denies same. Defendant affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies any remaining allegations in Paragraph 76.

77. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 77.

78. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 78. Defendant further denies that the State is entitled to or has shown a need for a court order related to any discovery matter.

79. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. To the extent Paragraph 79 contains a legal conclusion, no response is required. Defendant denies any remaining allegations in Paragraph 79.

80. Defendant admits that certain versions of the Temu app that pre-date the Original

Complaint included a mechanism called “Manwe,” but denies the State’s characterization of that mechanism in Paragraph 80. Defendant denies any remaining allegations contained in Paragraph 80. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 80 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

81. Defendant admits that certain versions of the Temu app that pre-date the Original Complaint included a mechanism called “Manwe,” but denies the State’s characterization of that mechanism in Paragraph 81.

82. Defendant denies the allegations contained in Paragraph 82.

83. Defendant denies the allegations contained in Paragraph 83.

84. Defendant denies the allegations contained in Paragraph 84.

85. Defendant denies the allegations contained in Paragraph 85.

86. Defendant incorporates herein its responses to Paragraph 114, *infra*. Defendant denies the allegations related to Temu contained in Paragraph 86. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 86 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

87. Defendant denies the allegations contained in Paragraph 87.

88. With respect to the source cited in Footnotes 32, 33, and 34, Defendant is without sufficient knowledge or information to admit or deny the completeness or accuracy of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnotes 32, 33, and 34 to support any allegations of wrongdoing on Defendant’s behalf, Defendant denies the allegations. The remaining allegations in Paragraph 88

are not directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 88.

89. Defendant denies the allegations contained in Paragraph 89.

90. Defendant admits that in late April 2023, the Temu Android app's manifest did not contain the ACCESS_COARSE_LOCATION and ACCESS_FINE_LOCATION permissions. Defendant denies the remaining allegations contained in Paragraph 90.

91. Defendant incorporates herein its responses to Paragraphs 117 through 122, *infra*. Defendant denies the allegations contained in Paragraph 91.

92. Defendant admits that these permissions were added back in the Android app manifest in mid-September 2023. Defendant denies the remaining allegations contained in Paragraph 92 and further denies any suggestion of wrongdoing.

93. Defendant denies the allegations contained in Paragraph 93.

94. Defendant admits that the Temu app can detect whether a device is rooted, which is different from obtaining root access. Defendant denies that the Temu app obtains root access. Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 94 and therefore denies same. Defendant further denies any suggestion of wrongdoing.

95. Defendant states that Paragraph 95 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 95.

96. Defendant denies the allegations contained in Paragraph 96.

97. With respect to the source cited in Footnote 35, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or

completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 35 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant states that Paragraph 97 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies any remaining allegations contained in Paragraph 97 and further denies any suggestion of wrongdoing.

98. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations in Paragraph 98.

99. With respect to the source cited in Footnote 36, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 36 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. The remaining allegations in Paragraph 99 are not directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 99.

100. Defendant admits that the Temu app uses the standard Android method `Debug.isDebuggerConnected()` but denies the State's characterization of that method in Paragraph 100. Defendant denies the remaining allegations in Paragraph 100 and further denies any suggestion of wrongdoing.

101. Defendant denies the allegations contained in Paragraph 101.

102. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies

any remaining allegations in Paragraph 102.

103. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is also without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 103 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies any remaining allegations in Paragraph 103.

104. Defendant admits that the Temu app may use network connectivity. Defendant denies any suggestion of wrongdoing.

105. Defendant states that Paragraph 105 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 105.

106. Defendant states that Paragraph 106 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 106.

107. Defendant states that Paragraph 107 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 107.

108. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies the remaining allegations in Paragraph 108.

109. Defendant denies the allegations contained in Paragraph 109.

110. Defendant is without sufficient knowledge or information to admit or deny

allegations related to the State's alleged investigation and therefore denies same. Defendant denies the remaining allegations contained in Paragraph 110.

111. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 111 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies the remaining allegations in Paragraph 111.

112. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 112 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies the remaining allegations in Paragraph 112.

113. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 113 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies the remaining allegations in Paragraph 113.

114. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in

Paragraph 114 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies the remaining allegations in Paragraph 114.

115. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant is without sufficient knowledge or information to admit or deny the allegations contained in Paragraph 115 related to the Pinduoduo app and affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit. Defendant denies the remaining allegations in Paragraph 115.

116. Defendant denies the allegations contained in Paragraph 116.

117. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant admits that the ACCESS_FINE_LOCATION permission was removed from the Temu Android app's manifest file between late April 2023 through mid-September 2023. Defendant denies the remaining allegations in Paragraph 117 and further denies any suggestion of wrongdoing.

118. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies the remaining allegations in Paragraph 118.

119. Defendant incorporates fully herein its responses to Paragraphs 120 through 122 and 139 through 143, *infra*. To the extent further response is required, Defendant denies the allegations in Paragraph 119.

120. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant

admits that for certain versions of the Temu app, the Temu app's manifest file contains the ACCESS_WIFI_STATE permission. Defendant denies any remaining allegations in Paragraph 120 and further denies any suggestion of wrongdoing.

121. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies the remaining allegations in Paragraph 121.

122. With respect to the source cited in Footnote 37, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 37 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant further states that Paragraph 122 does not contain any factual allegation directed at Defendant, and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 122.

123. Defendant denies the allegations in Paragraph 123. Defendant further incorporates its responses to Paragraphs 144 through 149, *infra*, as if set forth fully herein.

124. With respect to the source cited in Footnote 38, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. Defendant admits that certain versions of the Temu app contain the method `ActivityManager.getRunningTasks` but denies the State's characterization of that method in Paragraph 124. Defendant denies the remaining allegations in Paragraph 124 and further denies any suggestion of wrongdoing.

125. Defendant denies the allegations contained in Paragraph 125. With respect to Footnote 39, that Footnote does not contain any factual allegations directed at Defendant and

therefore does not require a response. To the extent a response is required, Defendant denies the allegations. Defendant further affirmatively states that any allegations related to the Pinduoduo app are irrelevant to this lawsuit.

126. Defendant denies the allegations contained in Paragraph 126.

127. Defendant denies the allegations in Paragraph 127. Defendant further incorporates its responses to Paragraphs 94 through 100, *supra*, as if set forth fully herein.

128. With respect to the source cited in Footnote 40, Defendant is without sufficient knowledge or information to admit or deny the completeness or accuracy of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 40 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant further states that Paragraph 128 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 128.

129. Defendant states that Paragraph 129 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 129.

130. With respect to the source cited in Footnote 41, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 41 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant affirmatively states that the Amended Complaint does not allege that Temu's code contains `android.telephony.TelephonyManager.listen()`.

131. Defendant denies the allegations contained in Paragraph 131.

132. Defendant denies the allegations contained in Paragraph 132.

133. Defendant denies the allegations contained in Paragraph 133.

134. Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant incorporates fully herein its responses to Paragraphs 48 and 49, *supra*, in response to Footnote 42. Defendant denies the remaining allegations in Paragraph 134.

135. Defendant admits that the Android version of the Temu app includes queries that search for the listed apps, and that the iOS version of the Temu app includes queries that search for the listed apps except for Google Play Store and Samsung Galaxy Store. Defendant denies the remaining allegations contained in Paragraph 135 and further denies any suggestion of wrongdoing.

136. With respect to the source cited in Footnote 43, Defendant is without sufficient knowledge or information to admit or deny the completeness or accuracy of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 43 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Additionally, Defendant is without sufficient knowledge or information to admit or deny allegations related to the State's alleged investigation and therefore denies same. Defendant denies any remaining allegations contained in Paragraph 136.

137. With respect to the source cited in Footnote 44, Defendant is without sufficient knowledge or information to admit or deny the completeness or accuracy of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 44 to support any allegations of wrongdoing on Defendant's behalf, Defendant

denies the allegations. The remainder of Paragraph 137 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 137.

138. Defendant denies the allegations contained in Paragraph 138.

139. Defendant admits that the Temu app can obtain AAID. Defendant denies the remaining allegations in Paragraph 139 and further denies any suggestion of wrongdoing.

140. Defendant states that Paragraph 140 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 140.

141. Defendant states that Paragraph 141 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 141.

142. With respect to Footnote 45, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 45 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant states that Paragraph 142 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 142.

143. Defendant states that Paragraph 143 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 143.

144. Defendant denies the allegations contained in Paragraph 144.

145. With respect to Footnote 46 and/or 58, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 46 and/or 58 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that Temu prioritizes the protection of privacy and is transparent about its data practices. Defendant denies the remaining allegations in Paragraph 145.

146. Defendant denies the allegations contained in Paragraph 146.

147. Defendant admits that the sources cited in Footnotes 46 and 47 contain some of the quoted language in the chart following Paragraph 147. Defendant denies the State's characterization of the referenced materials and further denies any suggestion of wrongdoing. Additionally, Defendant further states that Temu's Privacy Policy cited in Footnotes 46 and 47 speaks for itself and denies any allegations contained in the chart or Paragraph 147 that are inconsistent therewith.

148. Defendant admits that there is a U.S. Privacy Notice Addendum, which is an Addendum to the Privacy Policy. To the extent Paragraph 148 purports to characterize the Addendum, the Addendum speaks for itself. Defendant denies any suggestion of wrongdoing contained in Paragraph 148.

149. Defendant admits that the sources cited in Footnote 48 contain some of the quoted language in the chart following Paragraph 149. Defendant denies the State's characterization of the referenced materials and further denies any suggestion of wrongdoing. Additionally, Defendant further states that Temu's Privacy Policy cited in Footnote 48 and the Addendum speak for themselves and denies any allegations contained in the chart or Paragraph 149 that are

inconsistent therewith. Defendant denies any remaining allegations contained in Paragraph 149 or the following chart.

150. Paragraph 150 contains legal conclusions for which no response is required. To the extent Paragraph 150 contains any allegations directed at Defendant, Defendant denies the allegations and further denies any suggestion of wrongdoing.

151. Defendant denies the allegations contained in Paragraph 151.

152. Defendant denies the allegations contained in Paragraph 152.

153. With respect to the source cited in Footnote 49, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 49 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant denies any remaining allegations in Paragraph 153. Defendant further affirmatively states that the cited article *does not* mention Temu at all.

154. Defendant states that Paragraph 154 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 154.

155. Defendant states that Paragraph 155 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 155.

156. Paragraph 156 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 156.

157. Paragraph 157 contains legal conclusions for which no response is required. To the

extent a response is required, Defendant denies the allegations contained in Paragraph 157.

158. With respect to the sources cited in Footnote 50, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnote 50 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 158 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 158.

159. With respect to the source cited in Footnote 51, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 51 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 159 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 159.

160. With respect to the source cited in Footnote 52, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 52 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 160 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 160.

161. With respect to the source cited in Footnote 53, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source

cited in Footnote 53 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 161 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 161.

162. With respect to the source cited in Footnote 54, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 54 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 162 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 162.

163. With respect to the source cited in Footnote 55, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 55 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 163 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 163.

164. With respect to the source cited in Footnote 56, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 56 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 164 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 164.

165. With respect to the source cited in Footnote 57, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or

completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 57 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 165 contains legal conclusions for which no response is required, or alternatively contains no factual allegations directed at Defendant that would require a response. To the extent a response is required, Defendant denies the allegations contained in Paragraph 165.

166. Paragraph 166 contains legal conclusions for which no response is required. Further, the allegations in Paragraph 166 are not directed at Defendant and therefore do not require a response. To the extent a response is required, Defendant denies the allegations contained in Paragraph 166.

167. With respect to the source cited in Footnote 58, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 58 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 167 contains legal conclusions for which no response is required, or alternatively contains no factual allegations directed at Defendant that would require a response. To the extent a response is required, Defendant denies the allegations contained in Paragraph 167.

168. With respect to the source cited in Footnote 59, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 59 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 168 contains legal conclusions

for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 168.

169. With respect to the source cited in Footnote 60, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 60 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 169 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 169.

170. With respect to the source cited in Footnote 61, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 61 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 170 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 170.

171. Defendant states that no source is cited for the quoted language, and as a result, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information in Paragraph 171 and therefore denies same. Paragraph 171 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 171.

172. With respect to the source cited in Footnote 62, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 62 to support any allegations of wrongdoing on Defendant's behalf, Defendant

denies the allegations. Paragraph 172 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 172.

173. With respect to the source cited in Footnote 63, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 63 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 173 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 173.

174. With respect to the sources cited in Footnote 64, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnote 64 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 174 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 174.

175. With respect to the sources cited in Footnote 65, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 65 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 175 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 175.

176. With respect to the sources cited in Footnotes 66, 67, 68, and 69, Defendant is

without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnotes 66, 67, 68, and 69 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant states that Paragraph 176 does not contain any factual allegation directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 176.

177. With respect to the source cited in Footnote 70, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 70 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 177 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 177.

178. With respect to the source cited in Footnote 71, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 71 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 178 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 178.

179. With respect to the source cited in Footnote 72, Defendant is without sufficient knowledge or information to admit or deny the accuracy of or completeness of the information contained therein and therefore denies same. To the extent the State attempts to use the source cited in Footnote 72 to support any allegations of wrongdoing on Defendant's behalf, Defendant

denies the allegations. Paragraph 179 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 179.

180. With respect to the sources cited in Footnotes 73 and 74, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnotes 73 and 74 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 180 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 180.

181. With respect to the sources cited in Footnote 75, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 75 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Paragraph 181 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 181.

182. Paragraph 182 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 182.

183. Paragraph 183 contains legal conclusions for which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 183.

184. Defendant denies the allegations contained in Paragraph 184.

185. Defendant states that the referenced SEC filings speak for themselves and denies any allegations contained in Paragraph 185 that are inconsistent therewith. Defendant denies any

remaining allegations in Paragraph 185 and further denies any suggestion of wrongdoing.

186. Defendant states that the referenced SEC filings speak for themselves and denies any allegations contained in Paragraph 186 that are inconsistent therewith.

187. Defendant states that the referenced SEC filings speak for themselves and denies any allegations contained in Paragraph 187 that are inconsistent therewith.

188. Defendant states that the referenced SEC filings speak for themselves and denies any allegations contained in Paragraph 188 that are inconsistent therewith.

189. Defendant states that the referenced SEC filings speak for themselves and denies any allegations contained in Paragraph 189 that are inconsistent therewith.

190. Defendant states that the referenced SEC filings speak for themselves and denies any allegations contained in Paragraph 190 that are inconsistent therewith.

191. Defendant denies the allegations contained in Paragraph 191.

192. Defendant affirmatively states that Temu expressly prohibits minors under 13 years old from utilizing Temu; to register for an account, the user must agree to the Terms of Use and thereby agree that they are at least 18 years old. Defendant further affirmatively states that Temu has a process through which parents or guardians may report an account created by a minor and request that the account be deleted, which allows Temu to promptly delete the account and any related data from Temu's systems. Defendant denies the remaining allegations contained in Paragraph 192.

193. Defendant denies the allegations contained in Paragraph 193. Defendant affirmatively states that Temu expressly prohibits minors under 13 years old from utilizing Temu; to register for an account, the user must agree to the Terms of Use and thereby agree that they are at least 18 years old. Defendant further affirmatively states that Temu has a process through which

parents or guardians may report an account created by a minor and request that the account be deleted, which allows Temu to promptly delete the account and any related data from Temu's systems.

194. Defendant admits that Temu did not utilize age verification procedures in the United States at the time the Amended Complaint was filed, but denies the remaining allegations contained in Paragraph 194. Defendant affirmatively states that Temu expressly prohibits minors under 13 years old from utilizing Temu; to register for an account, the user must agree to the Terms of Use and thereby agree that they are at least 18 years old. Defendant also affirmatively states that Temu's Terms of Use establish that products for children's use sold on Temu's marketplace are intended for sale to adults or under adult supervision. Defendant further affirmatively states that Temu has a process through which parents or guardians may report an account created by a minor and request that the account be deleted, which allows Temu to promptly delete the account and any related data from Temu's systems.

195. With respect to the sources cited in Footnotes 78 and 79, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. Defendant is also without sufficient knowledge or information to admit or deny the allegations regarding what unnamed "[o]thers have observed," and therefore denies same. Defendant affirmatively states that Whaleco publishes a list of prohibited products, relevant policies and guidelines to inform third-party sellers which products cannot be sold on the marketplace and to promote product safety and consumer protection. Defendant denies the remaining allegations contained in Paragraph 195.

196. With respect to the source cited in Footnote 80, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or

completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 80 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations and further denies the characterization of the advertisement in Paragraph 196 and the source cited in Footnote 80. Defendant admits that it ran advertisements during the 2024 Super Bowl, which speak for themselves. Defendant denies the remaining allegations contained in Paragraph 196.

197. With respect to the screenshot embedded in Paragraph 197, Defendant denies the State's characterization of the advertisement, photo, and character, and denies any suggestion of wrongdoing related to same. Defendant admits that Temu expressly prohibits minors under 13 years old from utilizing the Temu app. Defendant affirmatively states that to register for an account, the user must agree to the Terms of Use and thereby agree that they are at least 18 years old. Defendant further affirmatively states that Temu has a process through which parents or guardians may report an account created by a minor and request that the account be deleted, which allows Temu to promptly delete the account and any related data from Temu's systems. Defendant denies the remaining allegations contained in Paragraph 197.

198. With respect to the source cited in Footnote 81, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 81 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that Congress sent a letter to Defendant in December 2023 requesting certain information regarding Temu's data-collection practices. Defendant denies any remaining allegations contained in Paragraph 198.

199. Defendant denies the allegations contained in Paragraph 199.

200. Defendant denies the allegations contained in Paragraph 200. Defendant affirmatively states that Temu expressly prohibits minors under 13 years old from utilizing the Temu app.

201. With respect to the source cited in Footnote 82, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 82 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations and affirmatively states that the quote does not come from the source cited; instead, the quote comes from the Grizzly Report. Defendant denies the allegations contained in Paragraph 201.

202. With respect to the photo embedded in Paragraph 202, Defendant is without sufficient knowledge or information to admit or deny the origin, authenticity, date, source, or completeness of the information contained in the photo, and therefore denies same. Defendant admits that Temu is committed to offering quality products at attractive prices and utilizes mechanisms within the app like pop-ups for discounts, tokens to collect, and countdown clocks. Defendant denies any remaining allegations contained in Paragraph 202 and further denies any suggestion of wrongdoing.

203. With respect to the source cited in Footnote 83, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 83 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations and affirmatively states that the quote does not come from the source cited; instead, the quote comes from the Grizzly Report. Defendant

denies any remaining allegations contained in Paragraph 203.

204. The allegations contained in Paragraph 204 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations contained therein, and therefore Defendant denies the allegations in Paragraph 204. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing. Defendant further states that the source cited in Footnote 84 does not contain the quote attributed to it. Defendant denies the remaining allegations contained in Paragraph 204.

205. With respect to the source cited in Footnote 85, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 85 to support allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. The remaining allegations contained in Paragraph 205 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations contained therein, and therefore Defendant denies the allegations in Paragraph 205. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

206. With respect to the sources cited in Footnote 86, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 86 to support allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. With respect to the source cited in Footnote 87, Defendant affirmatively states that the attributed quotes are misquoted and misrepresented.

Defendant affirmatively states that no source was provided in Footnote 88. The remaining allegations contained in Paragraph 206 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 206. Defendant affirmatively states that Temu has robust policies in place to address potential counterfeit items offered by third-party sellers on the Temu marketplace and Temu takes appropriate steps to address customer concerns brought to Temu. Temu denies any suggestion of wrongdoing.

207. The allegations contained in Paragraph 207 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations contained therein, and therefore Defendant denies the allegations in Paragraph 207. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

208. Defendant denies that Temu engages in false reference pricing. The remainder of Paragraph 208 contains no factual allegations directed at Defendant and therefore no response is required. To the extent a response is required, Defendant denies the allegations in Paragraph 208.

209. Defendant denies that Temu engages in false reference pricing. Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Paragraph 209 and therefore denies same.

210. Defendant denies the allegations contained in Paragraph 210.

211. With respect to the source cited in Footnote 89 and the photo embedded in Paragraph 211, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 89 to

support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant also denies the allegations contained in Footnote 90 and denies that Temu engaged in any wrongdoing. Defendant is without sufficient knowledge or information to admit or deny the remaining allegations contained in Footnote 90 and Paragraph 211 and therefore denies same.

212. The allegations contained in Paragraph 212 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 212. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

213. The allegations contained in Paragraph 213 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 213. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

214. The allegations contained in Paragraph 214 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 214. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

215. The allegations contained in Paragraph 215 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 215. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any

suggestion of wrongdoing.

216. Defendant denies the allegations contained in Paragraph 216.

217. With respect to the source cited in Footnote 91, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. And, to the extent the State attempts to use the source cited in Footnote 91 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant admits that Temu at times offered credits or free items to users that successfully referred new customers to Temu; however, Defendant denies the remaining allegations contained in Paragraph 217 and further denies any suggestion of wrongdoing.

218. With respect to the source cited in Footnote 92, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 92 as support for any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations and affirmatively states that the quote does not come from the source cited; instead, the quote comes from the Grizzly Report. Defendant denies any remaining allegations contained in Paragraph 218.

219. With respect to the sources cited in Footnotes 93 and 94, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the sources cited in Footnotes 93 or 94 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant further affirmatively states the text accompanying Footnote 93 contains quotes that do not appear in the

cited article. Defendant denies any remaining allegations contained in Paragraph 219.

220. Defendant denies the allegations contained in Paragraph 220.

221. Defendant denies the allegations contained in Paragraph 221. With respect to the source cited in Footnote 95, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 95 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations.

222. The allegations contained in Paragraph 222 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 222. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

223. The allegations contained in Paragraph 223 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 223. Defendant affirmatively states that Temu takes appropriate steps to address customer concerns brought to Temu and denies any suggestion of wrongdoing.

224. Defendant denies the allegations contained in Paragraph 224.

225. Defendant admits that Temu is committed to protecting the intellectual property of others and that it has a comprehensive policy to do so. With respect to the source cited in Footnote 96, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies

same. To the extent the State attempts to use the source cited in Footnote 96 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations. Defendant denies the remaining allegations contained in Paragraph 225.

226. Defendant admits that an account login is required to gain access to the Temu Intellectual Property Complaint Portal. Defendant denies the remaining allegations contained in Paragraph 226. With respect to the source cited in Footnote 97, Defendant is without sufficient knowledge or information to admit or deny the authenticity of, source of, accuracy of, or completeness of the information contained therein, and therefore denies same. To the extent the State attempts to use the source cited in Footnote 97 to support any allegations of wrongdoing on Defendant's behalf, Defendant denies the allegations.

227. Defendant denies the allegations in Paragraph 227.

228. The allegations contained in Paragraph 228 lack sufficient detail and Defendant is therefore without sufficient knowledge or information to admit or deny the allegations, and therefore Defendant denies the allegations in Paragraph 228.

229. Defendant denies the allegations contained in Paragraph 229.

230. Defendant incorporates its responses to each allegation contained in the preceding paragraphs as if fully set forth herein.

231. The allegations of Paragraph 231 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 231.

232. The allegations of Paragraph 232 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 232.

233. Defendant denies the allegations contained in Paragraph 233.

234. The allegations of Paragraph 234(a), (b), (c), and (d) are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 234(a), (b), (c), and (d).

235. Defendant denies the allegations contained in Paragraph 235.

236. Defendant denies the allegations contained in Paragraph 236.

237. Defendant denies the allegations contained in Paragraph 237.

238. Defendant incorporates its responses to each allegation contained in the preceding paragraphs as if fully set forth herein.

239. The allegations of Paragraph 239 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 239.

240. The allegations of Paragraph 240 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 240.

241. Defendant denies the allegations contained in Paragraph 241.

242. The allegations of Paragraph 242(a) and (b) are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 242(a) and (b).

243. Defendant denies the allegations contained in Paragraph 243.

244. Defendant denies the allegations contained in Paragraph 244.

245. Defendant denies the allegations contained in Paragraph 245.

246. Defendant incorporates its responses to each allegation contained in the preceding

paragraphs as if fully set forth herein.

247. The allegations of Paragraph 247 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 247.

248. The allegations of Paragraph 248 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 248.

249. Defendant denies the allegations contained in Paragraph 249.

250. The allegations of Paragraph 250(a), (b), (c), and (d) are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 250(a), (b), (c), and (d).

251. Defendant denies the allegations contained in Paragraph 251.

252. Defendant incorporates its responses to each allegation contained in the preceding paragraphs as if fully set forth herein.

253. The allegations of Paragraph 253 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 253.

254. The allegations of Paragraph 254 are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations contained in Paragraph 254.

255. Defendant denies the allegations contained in Paragraph 255.

256. The allegations of Paragraph 256(a) and (b) are conclusions of law to which no response is required. To the extent a response is required, Defendant denies the allegations

contained in Paragraph 256(a) and (b).

257. Defendant denies the allegations contained in Paragraph 257.

258. Defendant denies the allegations contained in Paragraph 258.

259. Defendant denies the allegations contained in Paragraph 259 and denies that the State is entitled to the relief requested or to any relief whatsoever.

260. Defendant denies the allegations contained in Paragraph 260 and denies that the State is entitled to the relief requested or to any relief whatsoever.

261. Defendant denies the allegations contained in Paragraph 261 and denies that the State is entitled to the relief requested or to any relief whatsoever.

262. Defendant incorporates its responses to each allegation contained in the preceding paragraphs as if fully set forth herein.

263. Defendant denies that the State has the authority to bring this unjust enrichment claim pursuant to any authority, and specifically denies the State has the authority to bring this claim *parens patriae*.

264. Defendant denies the allegations contained in Paragraph 264.

265. Defendant denies the allegations contained in Paragraph 265.

266. Defendant denies the allegations contained in Paragraph 266.

267. Defendant denies the allegations contained in Paragraph 267.

268. Defendant denies the allegations contained in Paragraph 268.

269. Defendant denies the allegations contained in Paragraph 269.

270. Defendant denies the allegations contained in Paragraph 270 and denies that the State is entitled to the relief requested or to any relief whatsoever.

271. Defendant also requests a trial by jury on any claims so triable.

272. Defendant denies the allegations contained in Paragraph 272 and denies that the State is entitled to any of the relief requested or to any relief whatsoever.

AFFIRMATIVE DEFENSES

Without assuming any burden of proof that Defendant would not otherwise bear and reserving the right to amend its Answer to assert additional defenses and/or affirmative defenses as they may become known during discovery, Defendant asserts the following defenses and/or affirmative defenses:

1. The State's Amended Complaint should be dismissed for failure to state facts upon which relief can be granted pursuant to Arkansas Rule of Civil Procedure 12(b)(6).

2. The State's claims are barred, in whole or in part, because the State lacks standing to assert some or all of the causes of action and to obtain some or all of the requested relief.

3. The State's claims are barred, in whole or in part, to the extent the Amended Complaint fails to allege a justiciable controversy.

4. The State's claims are barred, in whole or in part, because the damages and other monetary relief sought by the State are speculative, remote, and/or impossible to ascertain.

5. The State's claims must fail, in whole or in part, because they are based on nonactionable statements of puffery, hyperbole, subjective statements, or opinion rather than statements of fact.

6. The State's claims are barred, in whole or in part, because the Amended Complaint fails to allege facts showing that consumers relied on the alleged representations, misrepresentations, or omissions.

7. Some or all of the State's Arkansas Deceptive Trade Practices Act ("ADTPA") claims must fail because Temu is not a "good" or a "service" as defined by the ADTPA.

8. The State's claims are barred or limited, in whole or in part, by federal and/or state law, including but not limited to: Section 230 of the Communications Decency Act of 1996; the Due Process Clauses of the United States and Arkansas Constitutions; the Equal Protection Clause of the United States Constitution and similar clauses of the Arkansas Constitution, including, without limitation Article 2 Sections 3 and 18; the First Amendment of the United States Constitution and similar clauses of the Arkansas Constitution, including, without limitation Article 2 Section 6; the Dormant Commerce Clause; the Dormant Foreign Commerce Clause; the political question doctrine; the foreign affairs doctrine; the act of state doctrine; the international comity doctrine; and the separation of powers doctrine.

9. The State's claims are barred, in whole or in part, because the ADTPA does not apply to "persons engaging in the dissemination of information who do not have actual knowledge of the intent, design, purpose, or deceptive nature of the advertising or practice." Ark. Code § 4-88-101(2).

10. The State's claims are expressly or impliedly preempted, in whole or in part, by federal or state law.

11. The State's claims are barred, in whole or in part, because the Amended Complaint fails to allege facts showing the existence of a sufficient nexus with Arkansas.

12. The State's claims are barred, in whole or in part, because to the extent Defendant engaged in any of the alleged acts, omissions, or conduct, it did so with justification.

13. The State's claims are barred or limited by any applicable judgment, including by operation of the doctrines of res judicata and collateral estoppel, failure to fulfill conditions precedent, payment, accord and satisfaction, and compromise and settlement.

14. The State's equitable claims are barred, in whole or in part, because the State has an adequate remedy at law, because the State has no factual or legal basis for the grant of equitable relief, and because the State's requested equitable relief would duplicate legal remedies.

15. The State's claims are barred, in whole or in part, by the doctrines of laches, waiver, acquiescence, unclean hands, estoppel, and/or ratification.

16. The State's claims should fail because the State would be unjustly enriched if allowed to recover on any of its claims.

17. The State's claims for relief are barred, in whole or in part, based on the principles of equity. Several facts would render the imposition of injunctive relief, civil penalties, or other remedies inequitable here, including but not limited to Defendant's good-faith reliance on state and federal guidance, the absence of any wrongful or unlawful conduct, the lack of an adequate investigation prior to the filing of the Complaint and Amended Complaint, and the course of the State's investigation and pursuit of these claims.

18. The State's claims for relief are barred, in whole or in part, by Defendant's compliance with all applicable laws underlying the State's claims.

19. The State's claims for relief are barred, in whole or in part, because to the extent any of the relief sought is warranted (which Defendant expressly denies), the relief belongs to individual Arkansans and not to the State.

20. The State's claims for relief are barred, in whole or in part, to the extent individual Arkansans recover, could recover, or have recovered any alleged damages for the same conduct.

21. The State's claims are barred because the State is not the real party in interest.

22. The State's claims are subject to all defenses that could be asserted if the State's claims were properly made by those on whose behalf the State seeks to recover.

23. The State's claims are barred, in whole or in part, because to the extent Defendant engaged in any wrongful conduct, such conduct was not willful.

24. The State's claims are barred, in whole or in part, because Temu users consented to the conduct alleged to be wrongful.

25. The State's claims are barred, in whole or in part, because the State cannot show that Defendant had the requisite intent.

26. The State's claims are barred on the ground and to the extent that the Arkansas consumers that the State purports to represent enjoyed the full benefit of their purchase of the products that are the subject of the State's "commercial claims."

27. The State's claims are barred, in whole or in part, because, to the extent Defendant previously engaged in allegedly offending conduct or practice (which Defendant expressly denies), that has ceased and Defendant has cured or taken sufficient corrective action in regard to the alleged defects of which the State complains.

28. The State cannot obtain relief on its claims based on the actions undertaken by Defendant of which Defendant provided notice of all reasonable facts, including notice provided through Temu's Terms of Use and Privacy Policy.

29. The State's claims are barred, in whole or in part, by applicable limitations of liability in the Terms of Use agreed to by users.

30. The State's claims are barred in whole or in part because the State admitted that it brought these claims with no evidence that Defendant has actually provided any Arkansans' data to the Chinese government. *See* 2026-03-05 Hr'g. Tr. 89:16-90:4.

31. The State's claims for civil penalties are barred or reduced by applicable law or statute or, in the alternative, are unconstitutional insofar as they violate the due process protections

afforded by the United States Constitution, the excessive fines clause of the Eighth Amendment of the United States Constitution, the Full Faith and Credit Clause of the United States Constitution, and applicable provisions of the Constitution of this State or that of any other state whose laws may apply. Any law, statute, or other authority purporting to permit the recovery of civil penalties in this case is unconstitutional, facially and as applied, to the extent that, without limitation, it: (i) lacks constitutionally sufficient standards to guide and restrain discretion in determining whether to award civil penalties and/or the amount, if any; (ii) is void for vagueness because, among other reasons, it fails to provide adequate notice as to what conduct will result in civil penalties; (iii) unconstitutionally may permit recovery of civil penalties based on harms to third parties, out-of-state conduct, conduct that complied with applicable law, or conduct that was not directed, or did not proximately cause harm, to the State; (iv) unconstitutionally may permit recovery of civil penalties in an amount that is not both reasonable and proportionate to the amount of harm, if any, to the State; (v) unconstitutionally may permit consideration of net worth or other financial information relating to Defendant; (vi) lacks constitutionally sufficient standards to be applied by the trial court in evaluating any award of civil penalties; (vii) lacks constitutionally sufficient standards for appellate review of any award of civil penalties; (viii) would unconstitutionally impose a penalty, criminal in nature, without according to Defendant the same procedural protections that are accorded to criminal defendants under the constitutions of the United States or this State; and (ix) otherwise fails to satisfy legal precedent.

32. To the extent the Amended Complaint can be read to contain a request for punitive damages, Defendant affirmatively pleads that such a claim cannot be sustained because the State fails to allege facts sufficient to justify such damages and because an award of punitive damages

under Arkansas law does not provide constitutionally adequate standards of sufficient clarity for determining the appropriate imposition of, and the appropriate size of, a punitive damages award.

33. The State's claims for relief are barred, in whole or in part, because the remedies sought are contrary to public policy, otherwise unauthorized, or not recognized by applicable law.

34. The State's claims are barred, reduced, and limited pursuant to the doctrines of recoupment and setoff.

35. The State's claims are barred, in whole or in part, because to the extent the State has sustained cognizable injuries or losses (which Defendant expressly denies), they were the result of intervening or superseding proximate causes, events, factors, occurrences, or conditions, which were not reasonably foreseeable and not caused by Defendant and for which Defendant is not liable.

36. The State's claims are barred, in whole or in part, because Whaleco, as the operator of an e-commerce marketplace, cannot be held responsible for the intervening acts of independent sellers and other third parties who transact through the Temu marketplace.

37. The State's claims are barred, in whole or in part, because the alleged injuries are too remote from the alleged conduct of Defendant to provide a basis for liability as a matter of law, including due process.

38. The State's claims are barred, in whole or in part, because any and all damages alleged by the State were caused by third parties over whom Defendant had no control and for whom Defendant was not responsible.

39. The State's requests for injunctive relief are barred, in whole or in part, as moot.

40. Defendant asserts its right to a complete bar or proportionate reduction of any award found against Defendant based on the negligence, fault, or other conduct of any responsible or necessary or indispensable third party not made a party in this action.

41. Defendant asserts its right to any indemnity or contribution provided for by law.

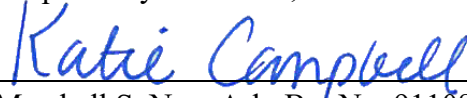
42. Defendant reserves the right to plead further and reserves defenses and objections on the basis of lack of personal jurisdiction, lack of subject-matter jurisdiction, improper venue, insufficient process, insufficient service of process, failure to join a party under Rule 19, pendency of another action between the same parties arising out of the same transaction or occurrence, and the affirmative defenses listed in Rule 8(c) of the Arkansas Rules of Civil Procedure, including but not limited to, accord and satisfaction, arbitration and award, contributory negligence, duress, estoppel, failure of consideration, fraud, illegality, laches, license, payment, release, res judicata, statute of frauds, statute of limitations, waiver, and any other matter constituting an avoidance or affirmative defense. Defendant reserves its right to assert counterclaims and/or third-party complaints. Defendant reserves the right to amend its Answer as necessary should it later discover facts demonstrating the existence of additional affirmative defenses.

PRAYER

WHEREFORE, Defendant prays for the following relief:

- A. That Plaintiff takes nothing by reason of its Amended Complaint;
- B. That the requests for declaratory and/or equitable relief be denied;
- C. That judgment on each cause of action be rendered in favor of Defendant;
- D. That Defendant be awarded costs and expenses incurred in defense of this action, including reasonable attorneys' fees; and
- E. For such other and/or further relief as this Court may deem just and proper.

Respectfully submitted,



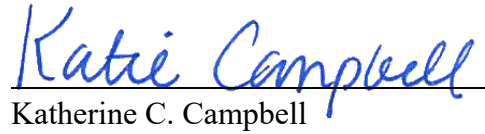
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CERTIFICATE OF SERVICE

I, Katherine C. Campbell, do hereby certify that a true and correct copy of the foregoing was served on all counsel of record via the Court's electronic filing system on or about this 28th day of August 2026:


Katherine C. Campbell