

1 KEKER, VAN NEST & PETERS LLP
DAVID SILBERT - # 173128
2 dsilbert@keker.com
PAVEN MALHOTRA - # 258429
3 pmalhotra@keker.com
BAILEY W. HEAPS - # 295870
4 bheaps@keker.com
JULIA L. GREENBERG - # 333864
5 jgreenberg@keker.com
PAUL H. VON AUTENRIED - # 335917
6 pvonautenried@keker.com
633 Battery Street
7 San Francisco, CA 94111-1809
Telephone: 415 391 5400
8 Facsimile: 415 397 7188

9 Attorneys for Defendant
RUNWAY AI, INC.

10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN FRANCISCO DIVISION

13 SARAH ANDERSEN, an individual;
14 KARLA ORTIZ, an individual;
GRZEGORZ RUTKOWSKI, an individual;
15 GREGORY MANCHESS, an individual;
GERALD BROM, an individual;
16 JINGNA ZHANG, an individual;
JULIA KAYE, an individual;
17 ADAM ELLIS, an individual,

18 Individual and Representative
Plaintiffs,

19 v.

20 STABILITY AI LTD., a UK corporation;
21 STABILITY AI, INC., a Delaware corporation;
DEVIANTART, INC., a Delaware corporation;
22 MIDJOURNEY, INC., a Delaware corporation;
23 RUNWAY AI, INC., a Delaware corporation,

24 Defendants.

Case No. 3:23-cv-00201-WHO (LJC)

**DEFENDANT RUNWAY AI, INC.'S
ANSWER TO THIRD AMENDED
CLASS ACTION COMPLAINT**

Dept.: Courtroom 2, 17th Floor
Judge: Hon. William H. Orrick

Date Filed: January 13, 2023

Trial Date: June 1, 2027

1 Defendant Runway AI, Inc. (“Defendant” or “Runway”), by and through its undersigned
2 attorneys, hereby answers the Third Amended Complaint of Plaintiffs Sarah Anderson et al.
3 (“Plaintiffs”).

4 Except as expressly admitted herein, Runway denies the allegations in the Third Amended
5 Complaint. Any admission herein is limited to the express language of the response and shall not
6 be deemed an implied admission of additional facts.

7 **RESPONSES TO NUMBERED PARAGRAPHS OF COMPLAINT**

8 Runway responds to the numbered paragraphs of Plaintiffs’ Third Amended Complaint as
9 follows:

10 **I. AI IMAGE PRODUCTS ARE TRAINED ON VAST NUMBERS OF**
11 **COPYRIGHTED IMAGES WITHOUT CONSENT, CREDIT, OR**
12 **COMPENSATION AND VIOLATE THE RIGHTS OF MILLIONS OF ARTISTS**

13 1. Runway admits that AI image products are designed to create original images
14 using artificial-intelligence techniques in response to user prompts. Runway denies the remaining
15 allegations in Paragraph 1.

16 2. Runway admits that AI image products can incorporate machine-learning models
17 and that a version of the Stable Diffusion models at issue was trained on data that included over a
18 billion image-text pairs. Runway denies the remaining allegations in Paragraph 2.

19 3. Runway admits that AI image products can use text or images as prompts and that
20 prompts may be converted to numerical expressions known as CLIP embeddings. Runway denies
21 the remaining allegations in Paragraph 3.

22 4. Runway admits that Runway and Stability AI were involved with the development
23 of certain early versions of the Stable Diffusion model and that billions of image-text pairs were
24 used for training. Runway further admits that, for a period of time, the code and weights for
25 Stable Diffusion 1.5 were available for download on public websites. Runway lacks sufficient
26 basis to know whether Stability AI’s former CEO made the statements attributed to him and on
27 that basis it denies that he made them, and it further denies the truth of the purported statements.
28 Runway denies the remaining allegations in Paragraph 4.

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1 5. Runway is without knowledge or information sufficient to form a belief as to the
2 truth of the allegations of Paragraph 5, and on that basis denies them.

3 6. Runway is without knowledge or information sufficient to form a belief as to the
4 truth of the allegations of Paragraph 6, and on that basis denies them.

5 7. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of Paragraph 7, and on that basis denies them.

7 8. Runway denies the allegations in Paragraph 8.

8 9. Runway denies the allegations in Paragraph 9 insofar as they pertain to Runway.
9 To the extent the allegations concern other parties, Runway is without sufficient knowledge or
10 information to form an opinion as to their truth, and on that basis denies them.

11 10. Runway denies the allegations in Paragraph 10.

12 11. Runway denies the allegations in Paragraph 11.

13 **II. JURISDICTION AND VENUE**

14 12. The allegations in this paragraph state legal conclusions to which no response is
15 required. To the extent a response is required, Runway admits that the Third Amended
16 Complaint purports to assert claims for copyright infringement, but Runway denies that the Third
17 Amended Complaint alleges adequate factual or legal predicates for those claims and otherwise
18 denies the allegations in Paragraph 12.

19 13. Solely for the purpose of this action, Runway does not contest personal jurisdiction
20 in this District or that venue is proper in this District. Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph that
22 pertain to any other Defendant, and on that basis denies them. Runway denies any remaining
23 allegations in Paragraph 13.

24 14. Solely for the purpose of this action, Runway does not contest that assignment of
25 this case to the San Francisco Division is proper. Runway is without knowledge or information
26 sufficient to form a belief as to the truth of the allegations of this paragraph that pertain to any
27 other Defendant, and on that basis denies them. Runway denies any remaining allegations in
28 Paragraph 14.

1 **III. PLAINTIFFS**

2 15. Runway is without knowledge or information sufficient to form a belief as to the
3 truth of the allegations of Paragraph 15, and on that basis denies them.

4 16. Runway is without knowledge or information sufficient to form a belief as to the
5 truth of the allegations of Paragraph 16, and on that basis denies them.

6 17. Runway is without knowledge or information sufficient to form a belief as to the
7 truth of the allegations of Paragraph 17, and on that basis denies them.

8 18. Runway is without knowledge or information sufficient to form a belief as to the
9 truth of the allegations of Paragraph 18, and on that basis denies them.

10 19. Runway is without knowledge or information sufficient to form a belief as to the
11 truth of the allegations of Paragraph 19, and on that basis denies them.

12 20. Runway is without knowledge or information sufficient to form a belief as to the
13 truth of the allegations of Paragraph 20, and on that basis denies them.

14 21. Runway is without knowledge or information sufficient to form a belief as to the
15 truth of the allegations of Paragraph 21, and on that basis denies them.

16 22. Runway is without knowledge or information sufficient to form a belief as to the
17 truth of the allegations of Paragraph 22, and on that basis denies them.

18 23. Runway is without knowledge or information sufficient to form a belief as to the
19 truth of the allegations of Paragraph 23, and on that basis denies them.

20 24. Runway is without knowledge or information sufficient to form a belief as to the
21 truth of the allegations of Paragraph 24, and on that basis denies them.

22 25. Runway is without knowledge or information sufficient to form a belief as to the
23 truth of the allegations of Paragraph 25, and on that basis denies them.

24 26. Runway is without knowledge or information sufficient to form a belief as to the
25 truth of the allegations of Paragraph 26, and on that basis denies them.

26 27. Runway is without knowledge or information sufficient to form a belief as to the
27 truth of the allegations of Paragraph 27, and on that basis denies them.

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1 28. Runway is without knowledge or information sufficient to form a belief as to the
2 truth of the allegations of Paragraph 28, and on that basis denies them.

3 29. Runway is without knowledge or information sufficient to form a belief as to the
4 truth of the allegations of Paragraph 29, and on that basis denies them.

5 30. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of Paragraph 30, and on that basis denies them.

7 31. Runway is without knowledge or information sufficient to form a belief as to the
8 truth of the allegations of Paragraph 31, and on that basis denies them.

9 **IV. DEFENDANTS**

10 32. Runway is without knowledge or information sufficient to form a belief as to the
11 truth of the allegations of Paragraph 32, and on that basis denies them.

12 33. Runway is without knowledge or information sufficient to form a belief as to the
13 truth of the allegations of Paragraph 33, and on that basis denies them.

14 34. Runway is without knowledge or information sufficient to form a belief as to the
15 truth of the allegations of Paragraph 34 in Section IV, and on that basis denies them.

16 35. Runway is without knowledge or information sufficient to form a belief as to the
17 truth of the allegations of Paragraph 35 in Section IV, and on that basis denies them.

18 36. Runway admits that Runway is a Delaware corporation with its principal place of
19 business in New York. Runway admits that Runway was founded in 2018, in New York, by
20 Anastasis Germanidis, Alejandro Matamala-Ortiz and Cristóbal Valenzuela, and that Valenzuela
21 is the CEO of Runway. Runway admits that Patrick Esser was at one time a Runway employee,
22 and that he was involved in the development of Stable Diffusion. Mr. Esser is no longer a
23 Runway employee. Runway denies any remaining allegations in this paragraph.

24 **V. AGENTS AND CO-CONSPIRATORS**

25 37. Runway denies the allegations in Paragraph 37 in Section V.

26 38. Runway denies the allegations in Paragraph 38 in Section V.

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1 **VI. CLASS ALLEGATIONS**

2 **A. Class Definitions**

3 34. Runway denies that certification of any class is appropriate and denies the
4 remaining allegations in Paragraph 34 in Section VI.¹

5 35. Runway admits that Plaintiffs purport to bring this case as a class action, but
6 Runway denies that class treatment is appropriate and denies the remaining allegations of
7 Paragraph 35 in Section VI.

8 **B. Numerosity**

9 36. Runway denies that certification of any class is appropriate and denies the
10 remaining allegations of Paragraph 36 in Section VI.

11 **C. Typicality**

12 37. Runway denies that certification of any class is appropriate and denies the
13 remaining allegations of Paragraph 37 in Section VI.

14 **D. Commonality & Predominance**

15 38. Runway denies that certification of any class is appropriate and denies the
16 remaining allegations of Paragraph 38 in Section VI.

17 39. Runway denies that certification of any class is appropriate and denies the
18 remaining allegations of Paragraph 39.

19 40. Runway denies that certification of any class is appropriate and denies the
20 remaining allegations of Paragraph 40.

21 41. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
22 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
23 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
24 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
25 required. Nonetheless, Runway denies the allegations of this paragraph.

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27 ¹ The Third Amended Complaint appears to contain a scrivener's error by inexplicably repeating
28 paragraphs 34–38 on pages 8 and 9. To avoid any ambiguity, Runway's Answer adopts
Plaintiffs' numbering but specifies the section in which the duplicated paragraph appears.

1 42. Runway denies that certification of any class is appropriate and denies the
2 remaining allegations of Paragraph 42.

3 43. Runway denies that certification of any class is appropriate and denies the
4 remaining allegations of Paragraph 43.

5 44. Paragraph 44 is a legal conclusion to which no response is required. To the extent
6 a response is required, Runway denies that there are sufficient factual or legal predicates in the
7 Third Amended Complaint for class certification.

8 **E. Adequacy**

9 45. Paragraph 45 is a legal conclusion to which no response is required. To the extent
10 a response is required, Runway denies that there are sufficient factual or legal predicates in the
11 Third Amended Complaint for class certification.

12 **F. Other Class Considerations**

13 46. Paragraph 46 is a legal conclusion to which no response is required. To the extent
14 a response is required, Runway denies that there are sufficient factual or legal predicates in the
15 Third Amended Complaint for class certification.

16 47. Paragraph 47 is a legal conclusion to which no response is required. To the extent
17 a response is required, Runway denies that there are sufficient factual or legal predicates in the
18 Third Amended Complaint for class certification.

19 48. Paragraph 48 is a legal conclusion to which no response is required. To the extent
20 a response is required, Runway denies that there are sufficient factual or legal predicates in the
21 Third Amended Complaint for class certification.

22 **VII. ARTISTS AND THEIR WORK**

23 49. Runway is without knowledge or information sufficient to form a belief as to the
24 truth of the allegations of Paragraph 49, and on that basis denies them.

25 50. Runway admits that pursuing a career in art requires, among other things,
26 dedication, energy, and creativity, and that artists can become known for a variety of reasons.
27 Runway is without knowledge or information sufficient to form a belief as to the truth of the
28 remaining allegations of Paragraph 50, and on that basis denies them.

1 51. Runway admits that U.S. copyright law includes certain rights and limitations and
2 that the U.S. Constitution includes a provision related to copyright law. Paragraph 51 is
3 otherwise a legal conclusion to which no response is required. To the extent a response is
4 required, Runway denies the allegations in Paragraph 51.

5 52. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of Paragraph 52, and on that basis denies them.

7 53. Runway is without knowledge or information sufficient to form a belief as to the
8 truth of the allegations of Paragraph 53, and on that basis denies them.

9 54. Runway admits that machine-learning models incorporated into AI image products
10 may be trained on data that includes publicly available images. Runway denies the remaining
11 allegations in Paragraph 54.

12 55. Runway admits that machine-learning models incorporated into AI image products
13 may be trained on data that includes publicly available images. Runway denies the remaining
14 allegations in Paragraph 55.

15 56. Runway lacks sufficient knowledge or information to form a belief as to the truth
16 of the allegations regarding "certain users" of AI image products, and on that basis denies those
17 allegations. Runway otherwise denies the allegations in Paragraph 56.

18 **VIII. THE SOURCE OF THE TRAINING DATASETS: LAION**

19 57. To the extent the allegations in this paragraph purport to quote from the LAION
20 website, that website speaks for itself. To the extent the allegations in this paragraph purport to
21 summarize or are inconsistent with the website, Runway denies those allegations. Runway denies
22 any remaining allegations in this paragraph.

23 58. Runway admits that LAION image datasets, or portions of them, have been used to
24 train machine-learning models incorporated into AI image products. Runway lacks sufficient
25 knowledge or information to form a belief as to the truth of the remaining allegations in
26 Paragraph 58, and on that basis denies them.

27 59. To the extent the allegations in this paragraph purport to quote from portions of a
28 publicly available research paper, the full text of the paper speaks for itself. To the extent the

1 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
2 those allegations. Runway denies any remaining allegations in this paragraph.

3 60. Runway admits that the LAION-400M dataset may include metadata for some or
4 all of the categories listed in Paragraph 60. Runway lacks knowledge or information sufficient to
5 form a belief as to the truth of the remaining allegations in this paragraph, and on that basis denies
6 them.

7 61. To the extent the allegations in this paragraph purport to characterize a publicly
8 available webpage, the webpage speaks for itself. Runway admits that LAION links to a tool
9 known as img2dataset that enabled users to download publicly available images from metadata
10 contained in the LAION-400M dataset. Runway otherwise denies the allegations in Paragraph
11 61.

12 62. Runway denies the allegations in Paragraph 62.

13 63. To the extent the allegations in this paragraph purport to quote from portions of a
14 publicly available research paper, the full text of the paper speaks for itself. To the extent the
15 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
16 those allegations. Runway denies any remaining allegations in this paragraph.

17 64. To the extent the allegations in this paragraph purport to characterize a publicly
18 available webpage, the webpage speaks for itself. Runway lacks sufficient knowledge or
19 information to form a belief as to the truth of the allegations in Paragraph 64, and on that basis
20 denies them.

21 65. To the extent the allegations in this paragraph purport to quote from or summarize
22 portions of a publicly available research paper, the full text of the paper speaks for itself. To the
23 extent the allegations in this paragraph purport to summarize or are inconsistent with it, Runway
24 denies those allegations. Runway denies any remaining allegations in this paragraph.

25 66. Runway admits that the LAION-5B dataset may include metadata for some or all
26 of the categories listed in this paragraph. Runway lacks knowledge or information sufficient to
27 form a belief as to the truth of the remaining allegations in Paragraph 66, and on that basis denies
28 them.

1 67. To the extent the allegations in this paragraph purport to characterize a publicly
2 available webpage, the webpage speaks for itself. Runway admits that LAION links to a tool
3 known as img2dataset that enabled users to download publicly available images from metadata
4 contained in the LAION-5B dataset. Runway otherwise denies the allegations in Paragraph 67.

5 68. Runway denies the allegations of Paragraph 68.

6 69. To the extent the allegations in this paragraph purport to quote from portions of a
7 publicly available research paper, the full text of the paper speaks for itself. To the extent the
8 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
9 those allegations. Runway denies any remaining allegations in this paragraph.

10 70. To the extent the allegations in this paragraph purport to quote from portions of a
11 publicly available research paper, the full text of the paper speaks for itself. To the extent the
12 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
13 those allegations. Runway denies any remaining allegations in this paragraph.

14 71. Runway lacks sufficient knowledge or information to form a belief as to the truth
15 of the allegations in this paragraph that pertain to other Defendants, and on that basis denies them.
16 Runway admits that it has used portions of the LAION-5B dataset to train machine-learning
17 models that have been incorporated into AI image products, but it denies that it did so in
18 contravention of the quoted "warning." Runway denies the remaining allegations of Paragraph
19 71.

20 72. To the extent the allegations in this paragraph purport to characterize a publicly
21 available webpage, the webpage speaks for itself. Runway lacks sufficient knowledge or
22 information to form a belief as to the truth of the allegations in Paragraph 72, and on that basis
23 denies them.

24 73. To the extent the allegations in this paragraph purport to characterize a publicly
25 available webpage, the webpage speaks for itself. Runway is without knowledge or information
26 sufficient to form a belief as to the truth of the allegations of this paragraph, and on that basis
27 denies them.

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1 74. Runway is without knowledge or information sufficient to form a belief as to the
2 truth of the allegations of this paragraph, and on that basis denies them.

3 75. Runway is without knowledge or information sufficient to form a belief as to the
4 truth of the allegations of this paragraph, and on that basis denies them.

5 76. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of this paragraph, and on that basis denies them.

7 77. Runway is without knowledge or information sufficient to form a belief as to the
8 truth of the allegations of this paragraph, and on that basis denies them.

9 78. Runway is without knowledge or information sufficient to form a belief as to the
10 truth of the allegations of this paragraph, and on that basis denies them.

11 79. Runway is without knowledge or information sufficient to form a belief as to the
12 truth of the allegations of this paragraph, and on that basis denies them.

13 80. Runway denies the Runway-specific allegations in Paragraph 80. As to the
14 remaining allegations in this paragraph, Runway is without knowledge or information sufficient
15 to form a belief as to the truth of the allegations, and on that basis denies them.

16 81. To the extent the allegations in this paragraph purport to quote from portions of a
17 publicly available Congressional testimony, the full text of the testimony speaks for itself. To the
18 extent the allegations in this paragraph purport to summarize or are inconsistent with the
19 testimony, Runway denies those allegations. Runway denies any remaining allegations in this
20 paragraph.

21 **IX. HOW AI IMAGE PRODUCTS WORK: CLIP-GUIDED DIFFUSION**

22 82. Runway admits that diffusion and CLIP models are used for some AI image
23 products. Runway denies the remaining allegations of Paragraph 82.

24 83. To the extent the allegations in this paragraph purport to characterize a publicly
25 available webpage, the webpage speaks for itself. Runway admits that versions of Stable
26 Diffusion use diffusion and CLIP models. Runway is without knowledge or information
27 sufficient to form a belief as to the truth of the allegations of this paragraph pertaining to other

28 ///

1 Defendants, and on that basis denies them. Runway denies the remaining allegations of this
2 paragraph.

3 84. To the extent the allegations in this paragraph purport to quote from portions of a
4 publicly available research paper, the full text of the paper speaks for itself. To the extent the
5 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
6 those allegations. Runway denies any remaining allegations in this paragraph.

7 85. Runway states that the diagram speaks for itself, and otherwise denies the
8 allegations of Paragraph 85.

9 86. Paragraph 86 does not purport to contain any allegations, and therefore no
10 response is required. To the extent a response is required, Runway is without knowledge or
11 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
12 that basis denies them.

13 87. Runway states that the diagram speaks for itself, and otherwise denies the
14 allegations of Paragraph 87.

15 88. Runway states that the diagram speaks for itself, and otherwise denies the
16 allegations of Paragraph 88.

17 89. Paragraph 89 does not purport to contain any allegations, and therefore no
18 response is required. To the extent a response is required, Runway is without knowledge or
19 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
20 that basis denies them.

21 90. To the extent the allegations in this paragraph purport to quote from portions of a
22 publicly available research paper, the full text of the paper speaks for itself. To the extent the
23 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
24 those allegations. Runway denies any remaining allegations in this paragraph.

25 91. To the extent the allegations in this paragraph purport to quote from portions of a
26 publicly available research paper, the full text of the paper speaks for itself. To the extent the
27 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
28 those allegations. Runway denies any remaining allegations in this paragraph.

1 92. To the extent the allegations in this paragraph purport to quote from portions of a
2 publicly available research paper, the full text of the paper speaks for itself. To the extent the
3 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
4 those allegations. Runway denies any remaining allegations in this paragraph.

5 93. To the extent the allegations in this paragraph purport to quote from portions of a
6 publicly available research paper, the full text of the paper speaks for itself. To the extent the
7 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
8 those allegations. Runway denies any remaining allegations in this paragraph.

9 94. To the extent the allegations in this paragraph purport to quote from portions of a
10 publicly available research paper, the full text of the paper speaks for itself. To the extent the
11 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
12 those allegations. Runway denies any remaining allegations in this paragraph.

13 95. To the extent the allegations in this paragraph purport to quote from portions of a
14 publicly available research paper, the full text of the paper speaks for itself. To the extent the
15 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
16 those allegations. Runway denies any remaining allegations in this paragraph.

17 96. To the extent the allegations in this paragraph purport to quote from portions of a
18 publicly available research paper, the full text of the paper speaks for itself. To the extent the
19 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
20 those allegations. Runway denies any remaining allegations in this paragraph.

21 97. To the extent the allegations in this paragraph purport to quote from portions of a
22 publicly available research paper, the full text of the paper speaks for itself. To the extent the
23 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
24 those allegations. Runway denies any remaining allegations in this paragraph.

25 98. To the extent the allegations in this paragraph purport to quote from portions of a
26 publicly available research paper, the full text of the paper speaks for itself. To the extent the
27 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
28 those allegations. Runway denies any remaining allegations in this paragraph.

1 99. To the extent the allegations in this paragraph purport to quote from portions of a
2 publicly available research paper, the full text of the paper speaks for itself. To the extent the
3 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
4 those allegations. Runway denies any remaining allegations in this paragraph.

5 100. To the extent the allegations in this paragraph purport to quote from portions of a
6 publicly available research paper, the full text of the paper speaks for itself. To the extent the
7 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
8 those allegations. Runway denies the remaining allegations in this paragraph.

9 101. To the extent the allegations in this paragraph purport to quote from portions of a
10 publicly available research paper, the full text of the paper speaks for itself. To the extent the
11 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
12 those allegations. Runway denies any remaining allegations in this paragraph.

13 102. To the extent the allegations in this paragraph purport to quote from portions of a
14 publicly available research paper, the full text of the paper speaks for itself. To the extent the
15 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
16 those allegations. Runway denies any remaining allegations in this paragraph.

17 103. Runway is without knowledge or information sufficient to form a belief as to the
18 truth of the allegations of this paragraph, and on that basis denies them.

19 104. To the extent the allegations in this paragraph purport to quote from portions of a
20 publicly available research paper, the full text of the paper speaks for itself. To the extent the
21 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
22 those allegations. Runway denies any remaining allegations in this paragraph.

23 105. To the extent the allegations in this paragraph purport to quote from portions of a
24 publicly available research paper, the full text of the paper speaks for itself. To the extent the
25 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
26 those allegations. Runway denies any remaining allegations in this paragraph.

27 106. To the extent the allegations in this paragraph purport to quote from portions of a
28 publicly available research paper, the full text of the paper speaks for itself. To the extent the

1 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
2 those allegations. Runway denies any remaining allegations in this paragraph.

3 107. To the extent the allegations in this paragraph purport to quote from portions of a
4 publicly available research paper, the full text of the paper speaks for itself. To the extent the
5 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
6 those allegations. Runway denies any remaining allegations in this paragraph.

7 108. To the extent the allegations in this paragraph purport to quote from portions of a
8 publicly available research paper, the full text of the paper speaks for itself. To the extent the
9 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
10 those allegations. Runway denies any remaining allegations in this paragraph.

11 109. This paragraph describes a hypothetical scenario with incomplete and insufficient
12 data. Accordingly, Runway denies the allegations in this paragraph.

13 110. To the extent the allegations in this paragraph purport to quote from portions of a
14 publicly available research paper, the full text of the paper speaks for itself. To the extent the
15 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
16 those allegations. Runway denies any remaining allegations in this paragraph.

17 111. This paragraph describes a hypothetical scenario with incomplete and insufficient
18 data. Accordingly, Runway denies the allegations in this paragraph.

19 112. Runway denies the allegations in this paragraph to the extent they pertain to
20 Runway, and is without knowledge or information sufficient to form a belief as to the truth of the
21 allegations as to other Defendants, and on that basis denies them.

22 113. Runway admits that diffusion and CLIP models are used for some AI image
23 products. Runway denies the remaining allegations of Paragraph 113.

24 114. Runway is without knowledge or information sufficient to form a belief as to the
25 truth of the allegations of this paragraph, and on that basis denies them.

26 115. Runway admits that diffusion and CLIP models are used for some AI image
27 products. Runway denies the remaining allegations of Paragraph 115.

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1 **X. PROTECTED EXPRESSION FROM TRAINING IMAGES IS COPIED,**
2 **COMPRESSED, STORED, AND INTERPOLATED BY DIFFUSION MODELS**

3 116. Runway denies the allegations of Paragraph 116.

4 117. To the extent the allegations in this paragraph purport to quote from portions of a
5 publicly available research paper, the full text of the paper speaks for itself. To the extent the
6 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
7 those allegations. Runway denies any remaining allegations in this paragraph.

8 118. To the extent the allegations in this paragraph purport to quote from portions of a
9 publicly available research paper, the full text of the paper speaks for itself. To the extent the
10 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
11 those allegations. Runway denies any remaining allegations in this paragraph.

12 119. To the extent the allegations in this paragraph purport to quote from portions of a
13 publicly available research paper, the full text of the paper speaks for itself. To the extent the
14 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
15 those allegations. Runway denies any remaining allegations in this paragraph.

16 120. Runway lacks sufficient knowledge or information to form a belief as to the truth
17 of the allegations in Paragraph 120, and on that basis denies them.

18 121. Runway lacks sufficient knowledge or information to form a belief as to the truth
19 of the allegations in Paragraph 121, and on that basis denies them.

20 122. Runway lacks sufficient knowledge or information to form a belief as to the truth
21 of the allegations in Paragraph 122, and on that basis denies them.

22 123. Runway lacks sufficient knowledge or information to form a belief as to the truth
23 of the allegations in Paragraph 123, and on that basis denies them.

24 124. Runway lacks sufficient knowledge or information to form a belief as to the truth
25 of the allegations in Paragraph 124, and on that basis denies them.

26 125. Runway lacks sufficient knowledge or information to form a belief as to the truth
27 of the allegations in Paragraph 125, and on that basis denies them.

28 ///

1 126. Runway lacks sufficient knowledge or information to form a belief as to the truth
2 of the allegations in Paragraph 126, and on that basis denies them.

3 127. Runway lacks sufficient knowledge or information to form a belief as to the truth
4 of the allegations in Paragraph 127, and on that basis denies them.

5 128. Runway lacks sufficient knowledge or information to form a belief as to the truth
6 of the allegations in Paragraph 128, and on that basis denies them.

7 129. Runway denies the allegations of Paragraph 129.

8 130. To the extent the allegations in this paragraph purport to quote from portions of a
9 publicly available research paper, the full text of the paper speaks for itself. To the extent the
10 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
11 those allegations. Runway denies any remaining allegations in this paragraph.

12 131. To the extent the allegations in this paragraph purport to quote from portions of a
13 publicly available research paper, the full text of the paper speaks for itself. To the extent the
14 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
15 those allegations. Runway denies any remaining allegations in this paragraph.

16 132. To the extent the allegations in this paragraph purport to quote from portions of a
17 publicly available research paper, the full text of the paper speaks for itself. To the extent the
18 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
19 those allegations. Runway denies any remaining allegations in this paragraph.

20 133. Paragraph 133 does not purport to contain any allegations, and therefore no
21 response is required. To the extent a response is required, Runway is without knowledge or
22 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
23 that basis denies them.

24 134. To the extent the allegations in this paragraph purport to quote from portions of a
25 publicly available research paper, the full text of the paper speaks for itself. To the extent the
26 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
27 those allegations. Runway denies any remaining allegations in this paragraph.

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1 135. To the extent the allegations in this paragraph purport to quote from portions of a
2 publicly available research paper, the full text of the paper speaks for itself. To the extent the
3 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
4 those allegations. Runway denies any remaining allegations in this paragraph.

5 136. To the extent the allegations in this paragraph purport to quote from portions of a
6 publicly available research paper, the full text of the paper speaks for itself. To the extent the
7 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
8 those allegations. Runway denies any remaining allegations in this paragraph.

9 137. Runway is without knowledge or information sufficient to form a belief as to the
10 truth of the allegations of this paragraph, and on that basis denies them.

11 138. To the extent the allegations in this paragraph purport to quote from portions of a
12 publicly available research paper, the full text of the paper speaks for itself. To the extent the
13 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
14 those allegations. Runway denies any remaining allegations in this paragraph.

15 139. To the extent the allegations in this paragraph purport to quote from portions of a
16 publicly available research paper, the full text of the paper speaks for itself. To the extent the
17 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
18 those allegations. Runway denies any remaining allegations in this paragraph.

19 140. To the extent the allegations in this paragraph purport to quote from portions of a
20 publicly available research paper, the full text of the paper speaks for itself. To the extent the
21 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
22 those allegations. Runway denies any remaining allegations in this paragraph.

23 141. To the extent the allegations in this paragraph purport to quote from portions of a
24 publicly available research paper, the full text of the paper speaks for itself. To the extent the
25 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
26 those allegations. Runway denies any remaining allegations in this paragraph.

27 142. To the extent the allegations in this paragraph purport to quote from portions of a
28 publicly available research paper, the full text of the paper speaks for itself. To the extent the

1 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
2 those allegations. Runway denies any remaining allegations in this paragraph.

3 143. To the extent the allegations in this paragraph purport to quote from portions of a
4 publicly available research paper, the full text of the paper speaks for itself. To the extent the
5 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
6 those allegations. Runway denies any remaining allegations in this paragraph.

7 144. Runway denies the allegations of Paragraph 144.

8 145. Runway denies the allegations of Paragraph 145.

9 146. Runway denies the allegations of Paragraph 146.

10 147. Runway denies the allegations of Paragraph 147.

11 148. To the extent the allegations in this paragraph purport to quote from portions of a
12 publicly available webpage, the webpage speaks for itself. To the extent the allegations in this
13 paragraph purport to summarize or are inconsistent with it, Runway denies those allegations.
14 Runway denies the remaining allegations of Paragraph 148.

15 149. Runway is without knowledge or information sufficient to form a belief as to the
16 truth of the allegations of this paragraph, and on that basis denies them.

17 150. To the extent the allegations in this paragraph purport to quote from portions of a
18 publicly available research paper, the full text of the paper speaks for itself. To the extent the
19 allegations in this paragraph purport to summarize or are inconsistent with it, Runway denies
20 those allegations. Runway denies any remaining allegations in this paragraph.

21 **XI. EXAMPLES OF TEXT PROMPTS USING PLAINTIFF NAMES IN AI IMAGE**
22 **PRODUCTS OFFERED BY STABILITY, RUNWAY, AND MIDJOURNEY**

23 151. Runway is without knowledge or information sufficient to form a belief as to the
24 truth of the allegations of this paragraph, and on that basis denies them.

25 152. Runway is without knowledge or information sufficient to form a belief as to the
26 truth of the allegations of this paragraph, and on that basis denies them.

27 153. Runway admits that some AI image products can restrict the use of certain
28 keywords in prompts. Runway denies the remaining allegations of Paragraph 153.

1 154. Runway is without knowledge or information sufficient to form a belief as to the
2 truth of the allegations of this paragraph, and on that basis denies them.

3 155. Runway is without knowledge or information sufficient to form a belief as to the
4 truth of the allegations of this paragraph, and on that basis denies them.

5 156. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of this paragraph, and on that basis denies them.

7 157. Runway is without knowledge or information sufficient to form a belief as to the
8 truth of the allegations of this paragraph, and on that basis denies them.

9 158. Runway is without knowledge or information sufficient to form a belief as to the
10 truth of the allegations of this paragraph, and on that basis denies them.

11 159. Runway is without knowledge or information sufficient to form a belief as to the
12 truth of the allegations of this paragraph, and on that basis denies them.

13 160. Runway is without knowledge or information sufficient to form a belief as to the
14 truth of the allegations of this paragraph, and on that basis denies them.

15 161. Runway is without knowledge or information sufficient to form a belief as to the
16 truth of the allegations of this paragraph, and on that basis denies them.

17 162. Runway is without knowledge or information sufficient to form a belief as to the
18 truth of the allegations of this paragraph, and on that basis denies them.

19 163. Runway admits that it makes available a text-to-image generator. Runway is
20 without knowledge or information sufficient to form a belief as to whether Plaintiffs used that
21 tool to create the referenced images, and on that basis denies that they did. Runway denies the
22 remaining allegations of Paragraph 163.

23 164. Runway is without knowledge or information sufficient to form a belief as to the
24 truth of the allegations of this paragraph, and on that basis denies them.

25 165. Runway is without knowledge or information sufficient to form a belief as to the
26 truth of the allegations of this paragraph, and on that basis denies them.

27 166. Runway is without knowledge or information sufficient to form a belief as to the
28 truth of the allegations of this paragraph, and on that basis denies them.

1 167. Runway is without knowledge or information sufficient to form a belief as to the
2 truth of the allegations of this paragraph, and on that basis denies them.

3 168. Runway is without knowledge or information sufficient to form a belief as to the
4 truth of the allegations of this paragraph, and on that basis denies them.

5 169. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of this paragraph, and on that basis denies them.

7 170. Runway is without knowledge or information sufficient to form a belief as to the
8 truth of the allegations of this paragraph, and on that basis denies them.

9 171. Runway is without knowledge or information sufficient to form a belief as to the
10 truth of the allegations of this paragraph, and on that basis denies them.

11 172. Runway is without knowledge or information sufficient to form a belief as to the
12 truth of the allegations of this paragraph, and on that basis denies them.

13 173. Runway is without knowledge or information sufficient to form a belief as to the
14 truth of the allegations of this paragraph, and on that basis denies them.

15 174. Runway is without knowledge or information sufficient to form a belief as to the
16 truth of the allegations of this paragraph, and on that basis denies them.

17 175. Runway is without knowledge or information sufficient to form a belief as to the
18 truth of the allegations of this paragraph, and on that basis denies them.

19 176. Runway denies the allegations in Paragraph 176.

20 177. Runway is without knowledge or information sufficient to form a belief as to the
21 truth of the allegations of this paragraph, and on that basis denies them.

22 **XII. EXAMPLES OF IMAGE PROMPTS USING PLAINTIFF IMAGES IN AI IMAGE**
23 **PRODUCTS OFFERED BY STABILITY, RUNWAY, AND MIDJOURNEY**

24 178. Runway admits that some AI image products accept text and images as prompts.
25 Runway denies the remaining allegations of Paragraph 178.

26 179. Runway admits that this paragraph describes at a high-level certain CLIP
27 techniques. Runway denies the remaining allegations of this paragraph.

28 ///

1 180. Runway is without knowledge or information sufficient to form a belief as to the
2 truth of the allegations of this paragraph, and on that basis denies them.

3 181. Runway is without knowledge or information sufficient to form a belief as to the
4 truth of the allegations of this paragraph, and on that basis denies them.

5 182. Runway denies the allegations of Paragraph 182.

6 183. Runway is without knowledge or information sufficient to form a belief as to the
7 truth of the allegations of this paragraph, and on that basis denies them.

8 184. Runway is without knowledge or information sufficient to form a belief as to the
9 truth of the allegations of this paragraph, and on that basis denies them.

10 185. Runway is without knowledge or information sufficient to form a belief as to how
11 the referenced images were created, and on that basis denies those allegations. Runway admits
12 that one aspect of a CLIP model involves embeddings, and that CLIP and diffusion models are
13 used for the Image Variation tool. Runway denies the remaining allegations of Paragraph 185.

14 186. Runway is without knowledge or information sufficient to form a belief as to the
15 truth of the allegations of this paragraph, and on that basis denies them.

16 187. Runway is without knowledge or information sufficient to form a belief as to how
17 the referenced images were created, and on that basis denies those allegations. Runway denies
18 the remaining allegations of Paragraph 187.

19 188. Runway is without knowledge or information sufficient to form a belief as to the
20 truth of the allegations of this paragraph, and on that basis denies them.

21 189. Runway is without knowledge or information sufficient to form a belief as to the
22 truth of the allegations of this paragraph, and on that basis denies them.

23 190. Runway is without knowledge or information sufficient to form a belief as to the
24 truth of the allegations of this paragraph, and on that basis denies them.

25 191. Runway denies the allegations of this paragraph.

26 192. Runway denies the allegations of this paragraph.

27 193. Runway denies the allegations of this paragraph.

28 ///

1 194. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
2 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
3 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
4 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
5 required. Nonetheless, Runway denies the allegations of this paragraph.

6 195. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
7 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
8 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
9 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
10 required. Nonetheless, Runway denies the allegations of this paragraph.

11 196. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
12 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
13 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
14 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
15 required. Nonetheless, Runway denies the allegations of this paragraph.

16 197. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
17 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
18 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
19 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
20 required. Nonetheless, Runway denies the allegations of this paragraph.

21 198. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
22 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
23 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
24 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
25 required. Nonetheless, Runway denies the allegations of this paragraph.

26 199. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
27 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
28 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,

1 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
2 required. Nonetheless, Runway denies the allegations of this paragraph.

3 200. The Court dismissed Plaintiffs' DMCA claims, with prejudice, on August 12,
4 2024. *See* ECF No. 223. Plaintiffs repleaded their DMCA claims in the Second Amended
5 Complaint, filed on October 31, 2024, *see* ECF No. 238, but then voluntarily dismissed Counts 3,
6 6, and 11 with prejudice on November 21, 2022, *see* ECF No. 241. Accordingly, no response is
7 required. Nonetheless, Runway denies the allegations of this paragraph.

8 **XIII. USER AND LICENSEE ACTIVITY**

9 201. Runway is without knowledge or information sufficient to form a belief as to the
10 truth of the allegations of this paragraph as they pertain other Defendants and third parties, and on
11 that basis denies them. Runway denies the allegations of this paragraph that pertain to Runway.

12 202. Runway is without knowledge or information sufficient to form a belief as to the
13 truth of the allegations of this paragraph, and on that basis denies them.

14 203. Runway is without knowledge or information sufficient to form a belief as to the
15 truth of the allegations of this paragraph, and on that basis denies them.

16 204. Runway is without knowledge or information sufficient to form a belief as to the
17 truth of the allegations of this paragraph, and on that basis denies them.

18 205. Runway is without knowledge or information sufficient to form a belief as to the
19 truth of the allegations of this paragraph, and on that basis denies them.

20 206. Runway denies the allegations of Paragraph 206.

21 207. Runway is without knowledge or information sufficient to form a belief as to the
22 truth of the allegations of this paragraph as they pertain other Defendants and third parties, and on
23 that basis denies them. Runway denies the allegations of this paragraph that pertain to Runway.

24 208. Runway is without knowledge or information sufficient to form a belief as to the
25 truth of the allegations of this paragraph as they pertain other Defendants and third parties, and on
26 that basis denies them. Runway denies the allegations of this paragraph that pertain to Runway.

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1 **XIV. DEFINITIONS FOR THE CAUSES OF ACTION**

2 209. Runway admits that Plaintiffs purport to define the capitalized term as described,
3 and otherwise denies the allegations of this paragraph.

4 210. Runway admits that Plaintiffs purport to define the capitalized term as described,
5 and otherwise denies the allegations of this paragraph.

6 211. Runway admits that Plaintiffs purport to define the capitalized term as described,
7 and otherwise denies the allegations of this paragraph.

8 212. Runway admits that Plaintiffs purport to define the capitalized term as described,
9 and otherwise denies the allegations of this paragraph.

10 213. Runway admits that Plaintiffs purport to define the capitalized term as described,
11 and otherwise denies the allegations of this paragraph.

12 214. Runway admits that Plaintiffs purport to define the capitalized term as described,
13 and otherwise denies the allegations of this paragraph.

14 215. Runway admits that Plaintiffs purport to define the capitalized term as described,
15 and otherwise denies the allegations of this paragraph.

16 216. Runway admits that Plaintiffs purport to define the capitalized term as described,
17 and otherwise denies the allegations of this paragraph.

18 217. Runway admits that Plaintiffs purport to define the capitalized term as described,
19 and otherwise denies the allegations of this paragraph.

20 218. Runway admits that Plaintiffs purport to define the capitalized term as described,
21 and otherwise denies the allegations of this paragraph.

22 219. Runway admits that Plaintiffs purport to define the capitalized term as described,
23 and otherwise denies the allegations of this paragraph.

24 **XV. CAUSES OF ACTION AGAINST STABILITY**

25 220. This paragraph relates to a claim not made against Runway and thus no response
26 by Runway is required. To the extent a response is required, Runway is without knowledge or
27 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
28 that basis denies them.

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 228. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway admits that LAION linked
5 to a tool known as img2dataset that enabled users to download publicly available images from
6 URLs contained in the LAION-5B dataset. Runway is without knowledge or information
7 sufficient to form a belief as to the truth of the allegations of this paragraph as they pertain to
8 Stability AI, and on that basis denies them. Runway otherwise denies the allegations of
9 Paragraph 228.

10 229. This paragraph relates to a claim not made against Runway and thus no response
11 by Runway is required. To the extent a response is required, Runway is without knowledge or
12 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
13 that basis denies them.

14 230. This paragraph relates to a claim not made against Runway and thus no response
15 by Runway is required. To the extent a response is required, Runway is without knowledge or
16 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
17 that basis denies them.

18 231. This paragraph relates to a claim not made against Runway and thus no response
19 by Runway is required. To the extent a response is required, Runway is without knowledge or
20 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
21 that basis denies them.

22 232. This paragraph relates to a claim not made against Runway and thus no response
23 by Runway is required. To the extent a response is required, Runway is without knowledge or
24 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
25 that basis denies them.

26 233. This paragraph relates to a claim not made against Runway and thus no response
27 by Runway is required. To the extent a response is required, Runway is without knowledge or

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1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 234. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 235. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 236. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 237. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 238. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 **COUNT TWO**

24 **Inducement of copyright infringement by distributing Stable Diffusion 2.0 and Stable**
25 **Diffusion XL 1.0 for free against Stability on behalf of the LAION-5B Registered Plaintiffs**
26 **and Damages Subclass**

27 239. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway incorporates its previous
responses to each incorporated allegation.

1 247. This paragraph relates to a claim not made against Runway and thus no response
2 by Runway is required. To the extent a response is required, Runway is without knowledge or
3 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
4 that basis denies them.

5 248. This paragraph relates to a claim not made against Runway and thus no response
6 by Runway is required. To the extent a response is required, Runway is without knowledge or
7 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
8 that basis denies them.

9 249. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway is without knowledge or
11 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
12 that basis denies them.

13 **XVI. CAUSES OF ACTION AGAINST MIDJOURNEY**

14 250. This paragraph relates to a claim not made against Runway and thus no response
15 by Runway is required. To the extent a response is required, Runway is without knowledge or
16 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
17 that basis denies them.

18 251. This paragraph relates to a claim not made against Runway and thus no response
19 by Runway is required. To the extent a response is required, Runway is without knowledge or
20 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
21 that basis denies them.

22 252. This paragraph relates to a claim not made against Runway and thus no response
23 by Runway is required. To the extent a response is required, Runway is without knowledge or
24 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
25 that basis denies them.

26 253. This paragraph relates to a claim not made against Runway and thus no response
27 by Runway is required. To the extent a response is required, Runway is without knowledge or

28 ///

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 254. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 255. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 256. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 257. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 258. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway admits that Plaintiffs
21 purport to define the capitalized term as described, and otherwise denies the allegations of this
22 paragraph.

23 259. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway admits that Plaintiffs
25 purport to define the capitalized term as described, and otherwise denies the allegations of this
26 paragraph.

27 260. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway admits that Plaintiffs

1 purport to define the capitalized term as described, and otherwise denies the allegations of this
2 paragraph.

3 261. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway admits that Plaintiffs
5 purport to define the capitalized term as described, and otherwise denies the allegations of this
6 paragraph.

7 262. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 263. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway admits that Plaintiffs
13 purport to define the capitalized term as described, and otherwise denies the allegations of this
14 paragraph.

15 264. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 265. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 266. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway is without knowledge or
25 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
26 that basis denies them.

27 267. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway is without knowledge or

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 268. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 269. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 270. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 **COUNT FOUR**

16 **Direct copyright infringement of the LAION-400M Registered Works by training the**
17 **Midjourney 400M Models, including Midjourney Model version 1 against Midjourney on**
18 **behalf of the LAION-400M Registered Plaintiffs and Damages Subclass**

19 271. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway incorporates its previous
21 responses to each incorporated allegation.

22 272. This paragraph relates to a claim not made against Runway and thus no response
23 by Runway is required. To the extent a response is required, Runway is without knowledge or
24 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
25 that basis denies them.

26 273. This paragraph relates to a claim not made against Runway and thus no response
27 by Runway is required. To the extent a response is required, Runway admits that LAION linked
28 to a tool known as img2dataset that enabled users to download publicly available images from
URLs contained in the LAION-400M dataset. Runway is without knowledge or information

1 sufficient to form a belief as to the truth of the allegations of this paragraph as they pertain to
2 Midjourney, and on that basis denies them. Runway otherwise denies the allegations of Paragraph
3 273.

4 274. This paragraph relates to a claim not made against Runway and thus no response
5 by Runway is required. To the extent a response is required, Runway is without knowledge or
6 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
7 that basis denies them.

8 275. This paragraph relates to a claim not made against Runway and thus no response
9 by Runway is required. To the extent a response is required, Runway is without knowledge or
10 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
11 that basis denies them.

12 **COUNT FIVE**

13 **Direct copyright infringement of the LAION-5B Registered Works by training the**
14 **Midjourney 5B Models, including Midjourney Model version 5.2 against Midjourney on**
15 **behalf of the LAION-5B Registered Plaintiffs and Damages Subclass**

16 276. This paragraph relates to a claim not made against Runway and thus no response
17 by Runway is required. To the extent a response is required, Runway incorporates its previous
18 responses to each incorporated allegation.

19 277. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 278. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway admits that LAION linked
25 to a tool known as img2dataset that enabled users to download publicly available images from
26 URLs contained in the LAION-5B dataset. Runway is without knowledge or information
27 sufficient to form a belief as to the truth of the allegations of this paragraph as they pertain to
28 Midjourney, and on that basis denies them. Runway otherwise denies the allegations of
Paragraph 278.

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 286. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 287. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 **COUNT SEVEN**

12 **Direct copyright infringement of the DataComp xLarge Registered Works against**
13 **Midjourney on behalf of the DataComp xLarge Registered Plaintiffs and the Damages**
14 **Subclass**

15 288. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway incorporates its previous
17 responses to each incorporated allegation.

18 289. This paragraph relates to a claim not made against Runway and thus no response
19 by Runway is required. To the extent a response is required, Runway is without knowledge or
20 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
21 that basis denies them.

22 290. This paragraph relates to a claim not made against Runway and thus no response
23 by Runway is required. To the extent a response is required, Runway is without knowledge or
24 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
25 that basis denies them.

26 291. This paragraph relates to a claim not made against Runway and thus no response
27 by Runway is required. To the extent a response is required, Runway is without knowledge or
28 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
that basis denies them.

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 299. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 300. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 301. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 302. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 303. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 304. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway is without knowledge or
25 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
26 that basis denies them.

27 305. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway is without knowledge or

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 306. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 307. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 308. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 309. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 **COUNT NINE**

20 **Lanham Act — vicarious trade-dress violation by profiting from imitations of protectable**
21 **trade dress against Midjourney on behalf of the Midjourney Named Plaintiffs and Class**

22 310. This paragraph relates to a claim not made against Runway and thus no response
23 by Runway is required. To the extent a response is required, Runway incorporates its previous
24 responses to each incorporated allegation.

25 311. This paragraph relates to a claim not made against Runway and thus no response
26 by Runway is required. To the extent a response is required, Runway is without knowledge or
27 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
28 that basis denies them.

1 312. This paragraph relates to a claim not made against Runway and thus no response
2 by Runway is required. To the extent a response is required, Runway is without knowledge or
3 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
4 that basis denies them.

5 313. This paragraph relates to a claim not made against Runway and thus no response
6 by Runway is required. To the extent a response is required, Runway is without knowledge or
7 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
8 that basis denies them.

9 314. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway is without knowledge or
11 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
12 that basis denies them.

13 315. This paragraph relates to a claim not made against Runway and thus no response
14 by Runway is required. To the extent a response is required, Runway is without knowledge or
15 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
16 that basis denies them.

17 316. This paragraph relates to a claim not made against Runway and thus no response
18 by Runway is required. To the extent a response is required, Runway is without knowledge or
19 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
20 that basis denies them.

21 317. This paragraph relates to a claim not made against Runway and thus no response
22 by Runway is required. To the extent a response is required, Runway is without knowledge or
23 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
24 that basis denies them.

25 318. This paragraph relates to a claim not made against Runway and thus no response
26 by Runway is required. To the extent a response is required, Runway is without knowledge or
27 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
28 that basis denies them.

1 319. This paragraph relates to a claim not made against Runway and thus no response
2 by Runway is required. To the extent a response is required, Runway is without knowledge or
3 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
4 that basis denies them.

5 320. This paragraph relates to a claim not made against Runway and thus no response
6 by Runway is required. To the extent a response is required, Runway is without knowledge or
7 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
8 that basis denies them.

9 321. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway is without knowledge or
11 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
12 that basis denies them.

13 322. This paragraph relates to a claim not made against Runway and thus no response
14 by Runway is required. To the extent a response is required, Runway is without knowledge or
15 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
16 that basis denies them.

17 323. This paragraph relates to a claim not made against Runway and thus no response
18 by Runway is required. To the extent a response is required, Runway is without knowledge or
19 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
20 that basis denies them.

21 324. This paragraph relates to a claim not made against Runway and thus no response
22 by Runway is required. To the extent a response is required, Runway is without knowledge or
23 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
24 that basis denies them.

25 325. This paragraph relates to a claim not made against Runway and thus no response
26 by Runway is required. To the extent a response is required, Runway is without knowledge or
27 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
28 that basis denies them.

1 **XVII. CAUSES OF ACTION AGAINST RUNWAY**

2 326. Runway admits that it was involved with training an image model that was
3 released as Stable Diffusion 1.5 and that such training involved subsets of the LAION-5B dataset,
4 and denies the remaining allegations in this paragraph.

5 327. Runway is without knowledge or information sufficient to form a belief as to the
6 truth of the allegations of this paragraph, and on that basis denies them.

7 328. Runway denies the allegations in Paragraph 328.

8 329. Runway denies the allegations in Paragraph 329.

9 **COUNT TEN**

10 **Direct copyright infringement of the LAION-5B Registered Works by training the Runway**
11 **Models, including Stable Diffusion 1.5 against Runway on behalf of the LAION-5B**
12 **Registered Plaintiffs, LAION-5B Subclass, and Karla Ortiz Individually**

12 330. Runway incorporates its previous responses to each incorporated allegation.

13 331. Runway is without knowledge or information sufficient to form a belief as to the
14 truth of the allegations in the first sentence of this paragraph, and on that basis denies them.
15 Runway denies the remaining allegations in Paragraph 331.

16 332. Runway admits that a tool known as img2dataset enables users to download
17 publicly available images from metadata contained in certain datasets. Runway otherwise denies
18 the allegations in Paragraph 332.

19 333. Runway denies the allegations in Paragraph 333.

20 334. Runway denies the allegations in Paragraph 334.

21 335. Runway denies the allegations in Paragraph 335.

22 336. Runway admits that Runway and Stability AI were involved with the development
23 of certain early versions of the Stable Diffusion model and that billions of image-text pairs were
24 used for training. Runway further admits that, for a period of time, the code and weights for
25 Stable Diffusion 1.5 were available for download on public websites. Runway is without
26 knowledge or information sufficient to form a belief as to the truth of the remaining allegations of
27 this paragraph, and on that basis denies them.

28 337. Runway denies the allegations in Paragraph 337.

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COUNT ELEVEN

Inducement of copyright infringement by distributing Stable Diffusion 1.5 for free against Runway on behalf of the LAION-5B Registered Plaintiffs and Subclass

338. Runway incorporates its previous responses to each incorporated allegation.

339. Runway admits that Runway and Stability AI were involved with the development of certain early versions of the Stable Diffusion model and that billions of image-text pairs were used for training. Runway further admits that, for a period of time, the code and weights for Stable Diffusion 1.5 were available for download on public websites. Runway is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of this paragraph, and on that basis denies them.

340. Runway admits that Runway and Stability AI were involved with the development of certain early versions of the Stable Diffusion model and that billions of image-text pairs were used for training. Runway further admits that, for a period of time, the code and weights for Stable Diffusion 1.5 were available for download on public websites. Runway is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of this paragraph, and on that basis denies them. Runway denies the allegations in Paragraph 340.

341. Runway denies the allegations in Paragraph 341.

342. Runway denies the allegations in Paragraph 342.

343. Runway denies the allegations in Paragraph 343.

XVIII. CAUSES OF ACTION AGAINST DEVIANTART

344. This paragraph relates to a claim not made against Runway and thus no response by Runway is required. To the extent a response is required, Runway is without knowledge or information sufficient to form a belief as to the truth of the allegations of this paragraph, and on that basis denies them.

345. This paragraph relates to a claim not made against Runway and thus no response by Runway is required. To the extent a response is required, Runway is without knowledge or information sufficient to form a belief as to the truth of the allegations of this paragraph, and on that basis denies them.

1 346. This paragraph relates to a claim not made against Runway and thus no response
2 by Runway is required. To the extent a response is required, Runway is without knowledge or
3 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
4 that basis denies them.

5 347. This paragraph relates to a claim not made against Runway and thus no response
6 by Runway is required. To the extent a response is required, Runway is without knowledge or
7 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
8 that basis denies them.

9 348. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway is without knowledge or
11 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
12 that basis denies them.

13 349. This paragraph relates to a claim not made against Runway and thus no response
14 by Runway is required. To the extent a response is required, Runway is without knowledge or
15 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
16 that basis denies them.

17 350. This paragraph relates to a claim not made against Runway and thus no response
18 by Runway is required. To the extent a response is required, Runway is without knowledge or
19 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
20 that basis denies them.

21 351. This paragraph relates to a claim not made against Runway and thus no response
22 by Runway is required. To the extent a response is required, Runway is without knowledge or
23 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
24 that basis denies them.

25 352. This paragraph relates to a claim not made against Runway and thus no response
26 by Runway is required. To the extent a response is required, Runway is without knowledge or
27 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
28 that basis denies them.

1 353. This paragraph relates to a claim not made against Runway and thus no response
2 by Runway is required. To the extent a response is required, Runway is without knowledge or
3 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
4 that basis denies them.

5 354. This paragraph relates to a claim not made against Runway and thus no response
6 by Runway is required. To the extent a response is required, Runway is without knowledge or
7 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
8 that basis denies them.

9 355. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway admits that a tool known as
11 img2dataset enables users to download publicly available images from metadata contained in
12 certain datasets. Runway otherwise denies the allegations in Paragraph 367.

13 356. This paragraph relates to a claim not made against Runway and thus no response
14 by Runway is required. To the extent a response is required, Runway is without knowledge or
15 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
16 that basis denies them.

17 357. This paragraph relates to a claim not made against Runway and thus no response
18 by Runway is required. To the extent a response is required, Runway denies the allegations in
19 this paragraph.

20 358. This paragraph relates to a claim not made against Runway and thus no response
21 by Runway is required. To the extent a response is required, Runway denies the allegations in
22 this paragraph.

23 359. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway is without knowledge or
25 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
26 that basis denies them.

27 360. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway is without knowledge or

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 361. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 362. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 363. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 364. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 365. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 366. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway is without knowledge or
25 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
26 that basis denies them.

27 367. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway is without knowledge or

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 368. This paragraph relates to a claim not made against Runway and thus no response
4 by Runway is required. To the extent a response is required, Runway is without knowledge or
5 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
6 that basis denies them.

7 369. This paragraph relates to a claim not made against Runway and thus no response
8 by Runway is required. To the extent a response is required, Runway is without knowledge or
9 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
10 that basis denies them.

11 370. This paragraph relates to a claim not made against Runway and thus no response
12 by Runway is required. To the extent a response is required, Runway is without knowledge or
13 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
14 that basis denies them.

15 371. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 372. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 373. This paragraph relates to a claim not made against Runway and thus no response
24 by Runway is required. To the extent a response is required, Runway is without knowledge or
25 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
26 that basis denies them.

27 374. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway is without knowledge or

1 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
2 that basis denies them.

3 **COUNT TWELVE**

4 **Direct copyright infringement by copying the DreamUp–CompVis Model and incorporating**
5 **it into DreamUp against DeviantArt on behalf of the LAION-5B Registered Plaintiffs**

6 375. This paragraph relates to a claim not made against Runway and thus no response
7 by Runway is required. To the extent a response is required, Runway incorporates its previous
8 responses to each incorporated allegation.

9 376. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway denies the allegations in
11 this paragraph.

12 377. This paragraph relates to a claim not made against Runway and thus no response
13 by Runway is required. To the extent a response is required, Runway denies the allegations in
14 this paragraph.

15 378. This paragraph relates to a claim not made against Runway and thus no response
16 by Runway is required. To the extent a response is required, Runway is without knowledge or
17 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
18 that basis denies them.

19 379. This paragraph relates to a claim not made against Runway and thus no response
20 by Runway is required. To the extent a response is required, Runway is without knowledge or
21 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
22 that basis denies them.

23 **COUNT THIRTEEN**

24 **Direct copyright infringement of the DeviantArt DreamUp Registered Works by training**
25 **the DeviantArt Clip Model against DeviantArt on behalf of Jingna Zhang, individually, the**
26 **DreamUp Registered Plaintiffs, and the DeviantArt DreamUp Damages Subclass**

27 380. This paragraph relates to a claim not made against Runway and thus no response
28 by Runway is required. To the extent a response is required, Runway incorporates its previous
responses to each incorporated allegation.

1 381. This paragraph relates to a claim not made against Runway and thus no response
2 by Runway is required. To the extent a response is required, Runway is without knowledge or
3 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
4 that basis denies them.

5 382. This paragraph relates to a claim not made against Runway and thus no response
6 by Runway is required. To the extent a response is required, Runway is without knowledge or
7 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
8 that basis denies them.

9 383. This paragraph relates to a claim not made against Runway and thus no response
10 by Runway is required. To the extent a response is required, Runway is without knowledge or
11 information sufficient to form a belief as to the truth of the allegations of this paragraph, and on
12 that basis denies them.

13 **XIX. JURY TRIAL DEMANDED**

14 With respect to the jury demand contained in Plaintiffs’ Third Amended Complaint, no
15 response is required. To the extent a response is required, Runway denies that Plaintiffs’ claims
16 are properly triable to a jury.

17 **RUNWAY’S AFFIRMATIVE DEFENSES**

18 Runway asserts the following affirmative defenses. Runway does not concede that it has
19 the burden of proof on the defenses listed below.

20 **FIRST AFFIRMATIVE DEFENSE**
21 **(Fair Use)**

22 To the extent there is copying of copyrightable expression, that copying constitutes fair
23 use.

24 **SECOND AFFIRMATIVE DEFENSE**
25 **(Express or Implied License)**

26 Plaintiffs’ claims fail, in whole or in part, because the complained-of use was validly
27 licensed by express or implied license.

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**THIRD AFFIRMATIVE DEFENSE
(Waiver, Abandonment, or Forfeiture)**

Plaintiffs’ claims are barred, in whole or in part, by the doctrines of waiver, abandonment, and/or forfeiture.

**FOURTH AFFIRMATIVE DEFENSE
(Laches)**

Plaintiffs’ claims are barred, in whole or in part, by the doctrine of laches.

**FIFTH AFFIRMATIVE DEFENSE
(Estoppel)**

Plaintiffs’ claims are barred, in whole or in part, by the doctrine of estoppel.

**SIXTH AFFIRMATIVE DEFENSE
(Statute of Limitations)**

Plaintiffs’ remedies are barred at least in part by the applicable statute of limitations.

**SEVENTH AFFIRMATIVE DEFENSE
(Failure to Mitigate)**

Plaintiffs are barred from recovery of damages because of and to the extent of their failure to mitigate their alleged damages (to which, in any event, they are not entitled).

**EIGHTH AFFIRMATIVE DEFENSE
(Lack of Exclusive Rights)**

Plaintiffs do not own the copyright, electronic rights, or one or more of the exclusive rights afforded under 17 U.S.C. 106, to some or all of the works at issue, including but not limited to because some or all of the material at issue is in the public domain.

**NINTH AFFIRMATIVE DEFENSE
(Merger Doctrine)**

Plaintiffs’ claims of copyright infringement are barred or limited by the doctrine of merger.

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**TENTH AFFIRMATIVE DEFENSE
(Idea/Expression Dichotomy)**

Plaintiffs’ claims of copyright infringement are barred or limited by the idea/expression dichotomy.

**ELEVENTH AFFIRMATIVE DEFENSE
(Scenes a faire)**

Plaintiffs’ claims of copyright infringement are barred or limited because the material in which Plaintiffs claim copyright constitutes scenes a faire.

**TWELFTH AFFIRMATIVE DEFENSE
(De minimis Copying)**

To the extent there is copying of copyrightable expression, that copying is de minimis.

**THIRTEENTH AFFIRMATIVE DEFENSE
(Failure to Register Copyright)**

Plaintiffs lack valid copyright registrations for some or all of the works at issue and therefore lack standing to assert copyright claims based on those works under 17 U.S.C. § 411(a).

**FOURTEENTH AFFIRMATIVE DEFENSE
(Unconstitutional Damages)**

Plaintiffs seek improper damages in violation of the United States Constitution and other applicable law. Any award of statutory or enhanced damages would constitute an unconstitutional penalty under the circumstances of this case and would violate the due process and equal protection guarantees, and other substantive and procedural safeguards, afforded by the United States Constitution.

**FIFTEENTH AFFIRMATIVE DEFENSE
(Lack of Injury)**

Plaintiffs' claims fail in whole or in part because they have not suffered injury as a result of the conduct alleged in the Complaint.

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**SIXTEENTH AFFIRMATIVE DEFENSE
(Substantial Noninfringing Uses)**

Plaintiffs' claims fail in whole or in part because the accused models, and Runway's products, services, or actions in connection with those models, have commercially significant noninfringing uses.

**SEVENTEENTH AFFIRMATIVE DEFENSE
(Lack of Causation)**

Plaintiffs' claims fail in whole or in part to the extent reproduction, distribution, or display of infringing material were caused by the acts or omissions of persons or entities, including Plaintiffs themselves, for whose conduct Runway is not legally responsible.

**EIGHTEENTH AFFIRMATIVE DEFENSE
(First Amendment)**

Runway's alleged use of Plaintiffs' names was protected under the First Amendment.

**NINETEENTH AFFIRMATIVE DEFENSE
(Injunctive Relief)**

Plaintiffs are barred from obtaining any preliminary or permanent injunctive relief because, among other things, Plaintiffs (1) are not likely to prevail on the merits of their claims; (2) have not and will not suffer irreparable harm as a result of Runway's conduct; (3) have an adequate remedy at law if they were to prevail in this action; and (4) cannot satisfy their burden of showing that the public interest would be served by entry of an injunction against Runway.

RESERVATION OF ADDITIONAL AFFIRMATIVE DEFENSES

Runway's investigation of the claims and its defenses is continuing. Runway has not knowingly or intentionally waived any applicable defenses and reserves the right to assert and rely on other applicable defenses as may become available or apparent during discovery in this matter. Runway reserves the right to amend this Answer and/or its affirmative defenses.

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Dated: March 13, 2026

KEKER, VAN NEST & PETERS LLP

By: s/ David Silbert
DAVID SILBERT
PAVEN MALHOTRA
BAILEY W. HEAPS
JULIA L. GREENBERG
PAUL H. VON AUTENRIED

Attorneys for Defendant
RUNWAY AI, INC.