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11  
12 **UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN FRANCISCO DIVISION**  
14

15  
16 SARAH ANDERSEN, et al.,

17 Plaintiffs,

18 v.

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

23 Defendants.  
24  
25  
26  
27  
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Case No. 3:23-CV-00201-WHO

**DEFENDANT MIDJOURNEY, INC'S ANSWER TO  
THIRD AMENDED COMPLAINT**

Before: Hon. William H. Orrick

1 Defendant Midjourney, Inc. (“Midjourney”), by and through counsel, hereby responds to the  
2 Third Amended Complaint (“TAC”) filed by Plaintiffs Sarah Andersen, Kelly McKernan, Karla Ortiz,  
3 Hawke Southworth, Grzegorz Rutkowski, Gregory Manchess, Gerald Brom, Jingna Zhang, Julia  
4 Kaye, and Adam Ellis, (together, “Plaintiffs”). Unless specifically admitted, Midjourney denies each  
5 of the allegations in the TAC.

6 **I. AI IMAGE PRODUCTS ARE TRAINED ON VAST NUMBERS OF COPYRIGHTED**  
7 **IMAGES WITHOUT CONSENT, CREDIT, OR COMPENSATION AND VIOLATE THE**  
8 **RIGHTS OF MILLIONS OF ARTISTS<sup>1</sup>**

9 **1.** Midjourney admits that generative artificial intelligence (“AI”) uses machine learning  
10 algorithms to identify patterns and statistical probabilities from its training data to enable a user to  
11 generate original content informed by user prompting and a variety of other user-selected parameters.  
12 Midjourney otherwise denies the allegations in paragraph 1 to the extent they are directed to  
13 Midjourney or its models, software, tools, or platform (the “Midjourney Tools”). As paragraph 1  
14 pertains generally to unspecified “AI image product[s]” and not to any particular model or product,  
15 Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the remaining  
16 allegations in paragraph 1, and on that basis denies them.

17 **2.** Midjourney admits that generative AI models may be pre-trained on datasets which  
18 may consist of images or images paired with text. Midjourney otherwise denies the allegations in  
19 paragraph 2 to the extent they are directed to Midjourney or the Midjourney Tools. As paragraph 2  
20 pertains generally to unspecified generative “AI image products” and not to any particular model or  
21 product, Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the  
22 remaining allegations in paragraph 2, and on that basis denies them.

23 **3.** Midjourney admits that users of the Midjourney Tools can generate original content  
24 informed by user prompting and a variety of other user-selected parameters. Midjourney otherwise  
25 denies the allegations in paragraph 3 to the extent they are directed to Midjourney or the Midjourney  
26

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27 <sup>1</sup> Midjourney includes the headings as listed in the TAC without any admission as to the accuracy  
28 or appropriateness of the headings. To the extent a response is required, Midjourney denies all  
allegations set out in this and the other headings in the TAC.

1 Tools. As paragraph 3 pertains generally to unspecified “AI image products” and not to any particular  
2 model or product, Midjourney lacks knowledge and information sufficient to form a belief as to the  
3 truth of the remaining allegations in paragraph 3, and on that basis denies them.

4 4. To the extent this paragraph purports to summarize or characterize the contents of the  
5 webpages cited in footnotes 1 and 2, Midjourney denies Plaintiffs’ characterization as the webpages  
6 speak for themselves. Midjourney lacks knowledge and information sufficient to form a belief as to  
7 the truth of the remaining allegations in paragraph 4, and on that basis denies them.

8 5. Midjourney admits that it has trained multiple generative AI models using publicly  
9 available images and that it makes the Midjourney Tools available to users in multiple ways, including  
10 through a subscription. Except as expressly admitted, Midjourney denies the allegations in paragraph  
11 5.

12 6. Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
13 of the allegations in paragraph 6, and on that basis denies them.

14 7. Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
15 of the allegations in paragraph 7, and on that basis denies them.

16 8. The allegations in this paragraph state legal conclusions to which no response is  
17 required. To the extent a response is deemed required, Midjourney denies the allegations in paragraph  
18 8.

19 9. Midjourney denies the allegations in paragraph 9 to the extent they are directed to  
20 Midjourney or the Midjourney Tools. Midjourney lacks knowledge and information sufficient to form  
21 a belief as to the truth of the remaining allegations in paragraph 9, and on that basis denies them.

22 10. Midjourney denies the allegations in paragraph 10.

23 11. The allegations in this paragraph state legal conclusions to which no response is  
24 required. To the extent a response is required, Midjourney denies the allegations in paragraph 11.

25 **II. JURISDICTION AND VENUE**

26 12. The allegations in this paragraph state legal conclusions to which no response is  
27 required. To the extent a response is required, Midjourney admits that this action purports to arise  
28 under the copyright laws of the United States, 17 U.S.C. § 101 *et seq.*, and that the Court has original

1 subject matter jurisdiction over this action pursuant to 28 U.S.C. §§ 1331, provided that standing and  
2 other requirements are met. Except as expressly admitted, Midjourney denies the allegations in the  
3 body of paragraph 12.

4 As to footnote 4, Midjourney admits that the quoted language from ECF 223 and the cited case  
5 appear in those documents, respectively, along with other text. To the extent this footnote purports to  
6 summarize or characterize the contents of ECF 223, Midjourney denies Plaintiffs' characterization as  
7 the documents speak for themselves. The allegations in this footnote otherwise state legal conclusions  
8 to which no response is required. Except as expressly admitted, Midjourney denies the allegations in  
9 footnote 4.

10 **13.** The allegations in this paragraph state legal conclusions to which no response is  
11 required. To the extent a response is required, Midjourney admits that it is headquartered in this  
12 District, that this Court has personal jurisdiction over it with respect to the instant action, and that  
13 venue is proper in this judicial district. Except as expressly admitted, Midjourney denies the  
14 allegations in paragraph 13.

15 **14.** The allegations in this paragraph state legal conclusions to which no response is  
16 required. To the extent a response is required, Midjourney admits that assignment of this case to the  
17 San Francisco Division is proper, and that Midjourney is headquartered in San Francisco. Except as  
18 expressly admitted, Midjourney denies the allegations in paragraph 14.

19 **III. PLAINTIFFS**

20 **15.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 15, and on that basis denies them.

22 **16.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
23 of the allegations in paragraph 16, and on that basis denies them.

24 **17.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
25 of the allegations in paragraph 17, and on that basis denies them.

26 **18.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
27 of the allegations in paragraph 18, and on that basis denies them.

28 **19.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth

1 of the allegations in paragraph 19, and on that basis denies them.

2       **20.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
3 of the allegations in paragraph 20, and on that basis denies them.

4       **21.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
5 of the allegations in paragraph 21, and on that basis denies them.

6       **22.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
7 of the allegations in paragraph 22, and on that basis denies them.

8       **23.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
9 of the allegations in paragraph 23, and on that basis denies them.

10       **24.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
11 of the allegations in paragraph 24, and on that basis denies them.

12       **25.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
13 of the allegations in paragraph 25, and on that basis denies them.

14       **26.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
15 of the first three sentences in paragraph 26 and as to any allegation that relates to a claim not made  
16 against Midjourney, and on that basis denies them. Midjourney admits that it downloaded and used  
17 data available at some of the URLs in the ██████████ dataset to train one or more versions of its  
18 generative AI models. Midjourney further admits that it has not produced its training data for the  
19 ██████████ dataset but denies the allegations to the extent that they imply that it had any obligation  
20 to do so. Except as expressly admitted, Midjourney denies the allegations in paragraph 26.

21       **27.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
22 of the first three sentences in paragraph 27 and as to any allegation that relates to a claim not made  
23 against Midjourney, and on that basis denies them. Midjourney admits that it downloaded and used  
24 data available at some of the URLs in a DataComp dataset to train one or more versions of its  
25 generative AI models. Midjourney further admits that it has not produced its training data for the  
26 DataComp dataset but denies the allegations to the extent that they imply that it had any obligation to  
27 do so. Except as expressly admitted, Midjourney denies the allegations in paragraph 27.

28       **28.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth

1 of the allegations in paragraph 28, and on that basis denies them.

2 **29.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
3 of the allegations in paragraph 29, which is unintelligible, and on that basis denies them.

4 **30.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
5 of the allegations in paragraph 30, and on that basis denies them.

6 **31.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
7 of the allegations in paragraph 31, and on that basis denies them.

8 **IV. DEFENDANTS**

9 **32.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
10 of the allegations in paragraph 32, and on that basis denies them.

11 **33.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
12 of the allegations in paragraph 33, and on that basis denies them.

13 **34.** Midjourney admits that Midjourney is a Delaware corporation with its principal place  
14 of business in San Francisco, that Midjourney was founded in 2021 by David Holz, and that David  
15 Holz serves as Midjourney’s CEO. Except as expressly admitted, Midjourney denies the allegations  
16 in paragraph 34.

17 **35.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
18 of the allegations in paragraph 35, and on that basis denies them.

19 **36.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
20 of the allegations in paragraph 36, and on that basis denies them.

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

22 **37.** Midjourney denies the allegations in paragraph 37 to the extent they are directed to  
23 Midjourney. Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the remaining allegations in paragraph 37, and on that basis denies them.

25 **38.** Midjourney denies the allegations in paragraph 38 to the extent they are directed to  
26 Midjourney. Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
27 of the remaining allegations in paragraph 38, and on that basis denies them.

28

**VI. CLASS ALLEGATIONS**

**A. Class Definitions<sup>2</sup>**

**34.** The allegations in paragraph 34 of Section VI of the TAC state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies the allegations in paragraph 34.

**35.** The allegations in paragraph 35 of Section VI of the TAC state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies that this action is suitable for class treatment under Rule 23 and denies all other allegations in paragraph 35.

**B. Numerosity**

**36.** The allegations in paragraph 36 of Section VI of the TAC state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies that it possesses information concerning the “exact number” of putative class members, and denies that this action is suitable for class treatment under Rule 23. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations in paragraph 36, and on that basis denies them.

**C. Typicality**

**37.** The allegations in paragraph 37 of Section VI of the TAC state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies that this action is suitable for class treatment under Rule 23 and otherwise denies the allegations in paragraph 37.

**D. Commonality & Predominance**

**38.** The allegations in paragraph 38 of Section VI of the TAC state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies that this action is suitable for class treatment under Rule 23 and otherwise denies the allegations in

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<sup>2</sup> Section VI of the TAC contains a numbering error, in which paragraph numbers 34–38 are repeated. To avoid ambiguity, Midjourney keeps the errant numbering, but specifies in its responses that they correspond to the numbered paragraphs of Section VI of the TAC.

1 paragraph 38.

2       **39.** The allegations in paragraph 39 state legal conclusions or arguments to which no  
3 response is required. To the extent a response is required, Midjourney denies that this action is suitable  
4 for class treatment under Rule 23 and otherwise denies the allegations in paragraph 39.

5       **40.** The allegations in paragraph 40 state legal conclusions or arguments to which no  
6 response is required. To the extent a response is required, Midjourney denies that this action is suitable  
7 for class treatment under Rule 23 and otherwise denies the allegations in paragraph 40.

8       **41.** The allegations in paragraph 41 relate to claims that have since been dismissed with  
9 prejudice and state legal conclusions or arguments to which no response is required. To the extent a  
10 response is required, Midjourney denies that this action is suitable for class treatment under Rule 23  
11 and otherwise denies the allegations in paragraph 41.

12       **42.** The allegations in paragraph 42 state legal conclusions or arguments to which no  
13 response is required. To the extent a response is required, Midjourney denies that this action is suitable  
14 for class treatment under Rule 23 and otherwise denies the allegations in paragraph 42.

15       **43.** The allegations in paragraph 43 state legal conclusions or arguments to which no  
16 response is required. To the extent a response is required, Midjourney admits that its conduct was  
17 appropriate, including under the doctrine of fair use. Except as expressly admitted, Midjourney denies  
18 that this action is suitable for class treatment under Rule 23 and otherwise denies the allegations in  
19 paragraph 43.

20       **44.** The allegations in paragraph 44 state legal conclusions or arguments to which no  
21 response is required. To the extent a response is required, Midjourney denies that this action is suitable  
22 for class treatment under Rule 23 and otherwise denies the allegations in paragraph 44.

23 **E. Adequacy**

24       **45.** The allegations in paragraph 45 state legal conclusions or arguments to which no  
25 response is required. To the extent a response is required, Midjourney denies that this action is suitable  
26 for class treatment under Rule 23 and otherwise denies the allegations in paragraph 45.

27 **F. Other Class Considerations**

28       **46.** The allegations in paragraph 46 state legal conclusions or arguments to which no

1 response is required. To the extent a response is required, Midjourney denies that this action is suitable  
2 for class treatment under Rule 23 and otherwise denies the allegations in paragraph 46.

3 **47.** The allegations in paragraph 47 state legal conclusions or arguments to which no  
4 response is required. To the extent a response is deemed required, Midjourney denies that this action  
5 is suitable for class treatment under Rule 23 and otherwise denies the allegations in paragraph 47.

6 **48.** The allegations in paragraph 48 state legal conclusions or arguments to which no  
7 response is required. To the extent a response is deemed required, Midjourney denies that this action  
8 is suitable for class treatment under Rule 23 and otherwise denies the allegations in paragraph 48.

9 **VII. ARTISTS AND THEIR WORKS**

10 **49.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
11 of the allegations in paragraph 49, and on that basis denies them.

12 **50.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
13 of the allegations in paragraph 50, and on that basis denies them.

14 **51.** The allegations in the first sentence of paragraph 51 state legal conclusions or  
15 arguments to which no response is required. To the extent a response is required, Midjourney denies  
16 the allegations in the first sentence of paragraph 51. Midjourney admits that the U.S. Constitution  
17 contains the quoted language in the second sentence of paragraph 51, along with other text. To the  
18 extent this paragraph purports to summarize or characterize the Constitution, Midjourney denies  
19 Plaintiffs' characterization. Midjourney lacks knowledge and information sufficient to form a belief  
20 as to the truth of the remaining allegations in paragraph 51, and on that basis denies them.

21 **52.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
22 of the allegations in paragraph 52, and on that basis denies them.

23 **53.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the allegations in paragraph 53, and on that basis denies them.

25 **54.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
26 of the allegations in paragraph 54, and on that basis denies them.

27 **55.** Midjourney denies the allegations in paragraph 55, to the extent they are directed to  
28 Midjourney or the Midjourney Tools. As paragraph 55 pertains generally to unspecified "machine-

1 learning models” and not any particular model of Midjourney, Midjourney lacks knowledge and  
2 information sufficient to form a belief as to the remaining allegations in paragraph 55, and on that  
3 basis denies them.

4 **56.** Midjourney denies the allegations in paragraph 56, to the extent they are directed to  
5 Midjourney or the Midjourney Tools. As paragraph 56 pertains to unspecified “AI image products”  
6 generally and not any particular Midjourney product, Midjourney lacks knowledge and information  
7 sufficient to form a belief as to the truth of those allegations, and on that basis denies them.

### 8 **VIII. THE SOURCE OF THE TRAINING DATASETS: LAION**

9 **57.** Midjourney admits that LAION is used as an acronym for “Large-Scale Artificial  
10 Intelligence Open Network.” Except as expressly admitted, Midjourney lacks knowledge and  
11 information sufficient to form a belief as to the truth of the remaining allegations in paragraph 57, and  
12 on that basis denies them.

13 **58.** Midjourney admits that LAION is well-known among researchers and developers of  
14 generative AI models for image datasets, and that LAION datasets have been used by AI researchers  
15 and developers to train machine-learning and generative AI models. Midjourney lacks knowledge and  
16 information sufficient to form a belief as to the truth of the remaining allegations in paragraph 58, and  
17 on that basis denies them.

18 **59.** To the extent the allegations in this paragraph purport to summarize or characterize the  
19 contents of the document allegedly accessible at the webpage cited in footnote 6, Midjourney denies  
20 Plaintiffs’ characterization as the document speaks for itself. Midjourney lacks knowledge and  
21 information sufficient to form a belief as to the truth of the remaining allegations in paragraph 59, and  
22 on that basis denies them.

23 **60.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the allegations in paragraph 60, and on that basis denies them.

25 **61.** To the extent the allegations in this paragraph purport to summarize or characterize the  
26 contents of the webpage cited in footnote 7, Midjourney denies Plaintiffs’ characterization as the  
27 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
28 to the truth of the remaining allegations in paragraph 61, and on that basis denies them.

1           **62.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
2 of the allegations in paragraph 62, and on that basis denies them.

3           **63.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
4 of the allegations in paragraph 63, and on that basis denies them.

5           **64.** To the extent the allegations in this paragraph purport to summarize or characterize the  
6 contents of the webpages cited in footnotes 8, 9 and 10, Midjourney denies Plaintiffs’ characterization  
7 as those webpages speak for themselves. Midjourney lacks knowledge and information sufficient to  
8 form a belief as to the truth of the remaining allegations in paragraph 64, and on that basis denies them.

9           **65.** To the extent the allegations in this paragraph purport to summarize or characterize the  
10 contents of the document located at the webpage cited in footnote 11 (the “LAION-5B Paper”),  
11 Midjourney denies Plaintiffs’ characterization as the document speaks for itself. Midjourney lacks  
12 knowledge and information sufficient to form a belief as to the truth of the remaining allegations in  
13 paragraph 65, and on that basis denies them.

14           **66.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
15 of the allegations in paragraph 66, and on that basis denies them.

16           **67.** To the extent the allegations in this paragraph purport to summarize or characterize the  
17 contents of the webpage cited in footnote 12, Midjourney denies Plaintiffs’ characterization as the  
18 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
19 to the truth of the remaining allegations in paragraph 67, and on that basis denies them.

20           **68.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 68, and on that basis denies them.

22           **69.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
23 of the allegations in paragraph 69, and on that basis denies them.

24           **70.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
25 of the allegations in paragraph 70, and on that basis denies them.

26           **71.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
27 of the remaining allegations in paragraph 71, and on that basis denies them.

28           **72.** To the extent the allegations in this paragraph purport to summarize or characterize the

1 contents of the webpage cited at footnote 13, Midjourney denies Plaintiffs' characterization as the  
2 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
3 to the truth of the remaining allegations in paragraph 72, and on that basis denies them.

4 **73.** To the extent the allegations in this paragraph purport to summarize or characterize the  
5 contents of the cited webpages, Midjourney denies Plaintiffs' characterization as the webpages speak  
6 for themselves. Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
7 of the remaining allegations in paragraph 73, and on that basis denies them.

8 **74.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
9 of the allegations in paragraph 74, and on that basis denies them.

10 **75.** To the extent the allegations in this paragraph purport to summarize or characterize the  
11 contents of the cited webpage, Midjourney denies Plaintiffs' characterization as the webpage speaks  
12 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
13 the remaining allegations in paragraph 75, and on that basis denies them.

14 **76.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
15 of the allegations in paragraph 76, and on that basis denies them.

16 **77.** To the extent the allegations in this paragraph purport to summarize or characterize the  
17 contents of the cited webpage, Midjourney denies Plaintiffs' characterization as the webpage speaks  
18 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
19 the remaining allegations in paragraph 77, and on that basis denies them.

20 **78.** To the extent the allegations in this paragraph purport to summarize or characterize the  
21 contents of the cited webpage, Midjourney denies Plaintiffs' characterization as the webpage speaks  
22 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
23 the remaining allegations in paragraph 78, and on that basis denies them.

24 **79.** The allegations in paragraph 79 state legal conclusions or arguments to which no  
25 response is required. To the extent a response is required, Midjourney denies Plaintiffs'  
26 characterization of the uncited screenshot and otherwise denies the allegations in paragraph 79.

27 **80.** To the extent the allegations in this paragraph purport to summarize or characterize the  
28 contents of the webpage cited in footnote 14, Midjourney denies Plaintiffs' characterization as the

1 webpage speaks for itself. Midjourney denies all other allegations in paragraph 80.

2 **81.** To the extent the allegations in this paragraph purport to summarize or characterize the  
3 contents of the video located at the webpage cited in footnote 15, Midjourney denies Plaintiffs'  
4 characterization as the video speaks for itself. Midjourney lacks knowledge and information sufficient  
5 to form a belief as to the truth of the remaining allegations in paragraph 81, and on that basis denies  
6 them.

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

8 **82.** As paragraph 82 purports to describe generally how unspecified "CLIP-guided  
9 diffusion" models work, Midjourney lacks knowledge and information sufficient to form a belief as  
10 to the truth of the allegations in paragraph 82, and on that basis denies them.

11 **83.** To the extent the allegations in this paragraph purport to summarize or characterize the  
12 contents of the webpage cited in footnote 16, Midjourney denies Plaintiffs' characterization as the  
13 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
14 to the truth of the remaining allegations in paragraph 83, and on that basis denies them.

15 **84.** To the extent the allegations in this paragraph purport to summarize or characterize the  
16 contents of the document located at the webpage cited in footnote 17, Midjourney denies Plaintiffs'  
17 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
18 sufficient to form a belief as to the truth of the remaining allegations in paragraph 84, and on that basis  
19 denies them.

20 **85.** To the extent the allegations in this paragraph purport to summarize or characterize the  
21 contents of the webpage cited in footnote 18, Midjourney denies Plaintiffs' characterization as the  
22 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
23 to the truth of the remaining allegations in paragraph 85, and on that basis denies them.

24 **86.** Paragraph 86 does not purport to contain any allegations, therefore no response is  
25 required. To the extent a response is required, Midjourney lacks knowledge and information sufficient  
26 to form a belief as to the truth of the allegations in paragraph 86, and on that basis denies them.

27 **87.** To the extent the allegations in this paragraph purport to summarize or characterize the  
28 contents of the document cited in footnote 18, Midjourney denies Plaintiffs' characterization as the

1 document speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief  
2 as to the truth of the allegations in paragraph 87, and on that basis denies them.

3 **88.** To the extent the allegations in this paragraph purport to summarize or characterize the  
4 contents of the document cited in footnote 18, Midjourney denies Plaintiffs' characterization as the  
5 document speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief  
6 as to the truth of the allegations in paragraph 88, and on that basis denies them.

7 **89.** Paragraph 89 does not purport to contain any allegations, therefore no response is  
8 required. To the extent a response is required, Midjourney lacks knowledge and information sufficient  
9 to form a belief as to the truth of the allegations in paragraph 89, and on that basis denies them.

10 **90.** To the extent the allegations in this paragraph purport to summarize or characterize the  
11 contents of the document located at the webpage cited in footnote 19, Midjourney denies Plaintiffs'  
12 characterization as the document speaks for itself and denies all other allegations in paragraph 90.

13 **91.** To the extent the allegations in this paragraph purport to summarize or characterize the  
14 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
15 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
16 sufficient to form a belief as to the truth of the remaining allegations in paragraph 91, and on that basis  
17 denies them.

18 **92.** To the extent the allegations in this paragraph purport to summarize or characterize the  
19 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
20 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
21 sufficient to form a belief as to the truth of the allegations in paragraph 92, and on that basis denies  
22 them.

23 **93.** To the extent the allegations in this paragraph purport to summarize or characterize the  
24 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
25 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
26 sufficient to form a belief as to the truth of the allegations in paragraph 93, and on that basis denies  
27 them.

28 **94.** Paragraph 94 does not purport to contain any allegations, therefore no response is

1 required. To the extent a response is required, Midjourney lacks knowledge and information sufficient  
2 to form a belief as to the truth of the allegations in paragraph 94, and on that basis denies them.

3 **95.** To the extent the allegations in this paragraph purport to summarize or characterize the  
4 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
5 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
6 sufficient to form a belief as to the truth of the allegations in paragraph 95, and on that basis denies  
7 them.

8 **96.** To the extent the allegations in this paragraph purport to summarize or characterize the  
9 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
10 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
11 sufficient to form a belief as to the truth of the allegations in paragraph 96, and on that basis denies  
12 them.

13 **97.** To the extent the allegations in this paragraph purport to summarize or characterize the  
14 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
15 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
16 sufficient to form a belief as to the truth of the allegations in paragraph 97, and on that basis denies  
17 them.

18 **98.** To the extent the allegations in this paragraph purport to summarize or characterize the  
19 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
20 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
21 sufficient to form a belief as to the truth of the allegations in paragraph 98, and on that basis denies  
22 them.

23 **99.** Paragraph 99 does not purport to contain any allegations, therefore no response is  
24 required. To the extent a response is required, Midjourney lacks knowledge and information sufficient  
25 to form a belief as to the truth of the allegations in paragraph 99, and on that basis denies them.

26 **100.** To the extent the allegations in this paragraph purport to summarize or characterize the  
27 contents of the document located at the webpage cited in footnote 20, Midjourney denies Plaintiffs'  
28 characterization and denies the remaining allegations in paragraph 100.

1           **101.** To the extent the allegations in this paragraph purport to summarize or characterize the  
2 contents of the document located at the webpage cited in footnote 21, Midjourney denies Plaintiffs'  
3 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
4 sufficient to form a belief as to the truth of the remaining allegations in paragraph 101, and on that  
5 basis denies them.

6           **102.** To the extent the allegations in this paragraph purport to summarize or characterize the  
7 contents of the document located at the webpage cited in footnote 21, Midjourney denies Plaintiffs'  
8 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
9 sufficient to form a belief as to the truth of the allegations in paragraph 102, and on that basis denies  
10 them.

11           **103.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
12 of the allegations in paragraph 103, and on that basis denies them.

13           **104.** To the extent the allegations in this paragraph purport to summarize or characterize the  
14 contents of the document located at the webpage cited in footnote 22, Midjourney denies Plaintiffs'  
15 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
16 sufficient to form a belief as to the truth of the remaining allegations in paragraph 104, and on that  
17 basis denies them.

18           **105.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
19 of the allegations in paragraph 105, and on that basis denies them.

20           **106.** Midjourney lacks knowledge and information sufficient to form a belief as to  
21 provenance of the images appearing in Exhibits A or B to the TAC or the truth of the allegations in  
22 paragraph 106, and on that basis denies them.

23           **107.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the allegations in paragraph 107, and on that basis denies them.

25           **108.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
26 of the allegations in paragraph 108, and on that basis denies them.

27           **109.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
28 of the allegations in paragraph 109, and on that basis denies them.



1 contents of the paper located at the webpage cited in footnote 24, Midjourney denies Plaintiffs'  
2 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
3 sufficient to form a belief as to the truth of the remaining allegations in paragraph 119, and on that  
4 basis denies them.

5 **120.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
6 of the allegations in paragraph 120, and on that basis denies them.

7 **121.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
8 of the allegations in paragraph 121, and on that basis denies them.

9 **122.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
10 of the allegations in paragraph 122, and on that basis denies them.

11 **123.** To the extent the allegations in this paragraph purport to summarize or characterize the  
12 contents of the webpage cited in footnote 25, Midjourney denies Plaintiffs' characterization as the  
13 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
14 to the truth of the remaining allegations in paragraph 123, and on that basis denies them.

15 **124.** To the extent the allegations in this paragraph purport to summarize or characterize the  
16 contents of the webpage cited in footnote 26, Midjourney denies Plaintiffs' characterization as the  
17 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
18 to the truth of the remaining allegations in paragraph 124, and on that basis denies them.

19 **125.** To the extent the allegations in this paragraph purport to summarize or characterize the  
20 contents of the video located at the webpage cited in footnote 27, Midjourney denies Plaintiffs'  
21 characterization as the webpage speaks for itself. Midjourney lacks knowledge and information  
22 sufficient to form a belief as to the truth of the remaining allegations in paragraph 125, and on that  
23 basis denies them.

24 **126.** To the extent the allegations in this paragraph purport to summarize or characterize the  
25 contents of the webpage cited in footnote 28, Midjourney denies Plaintiffs' characterization as the  
26 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
27 to the truth of the remaining allegations in paragraph 126, and on that basis denies them.

28 **127.** To the extent the allegations in this paragraph purport to summarize or characterize the

1 contents of the webpage cited in footnote 29, Midjourney denies Plaintiffs’ characterization as the  
2 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
3 to the truth of the remaining allegations in paragraph 127, and on that basis denies them.

4 **128.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
5 of the allegations in paragraph 128, and on that basis denies them.

6 **129.** Midjourney denies the allegations in paragraph 129.

7 **130.** To the extent the allegations in this paragraph purport to summarize or characterize the  
8 contents of the document located at the website cited in footnote 30 (the “Carlini Paper”), Midjourney  
9 denies Plaintiffs’ characterization as the document speaks for itself. Midjourney lacks knowledge and  
10 information sufficient to form a belief as to the truth of the remaining allegations in paragraph 130,  
11 and on that basis denies them.

12 **131.** To the extent the allegations in this paragraph purport to summarize or characterize the  
13 contents of the Carlini Paper, Midjourney denies Plaintiffs’ characterization as the document speaks  
14 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
15 the allegations in paragraph 131, and on that basis denies them.

16 **132.** To the extent the allegations in this paragraph purport to summarize or characterize the  
17 contents of the Carlini Paper, Midjourney denies Plaintiffs’ characterization as the document speaks  
18 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
19 the allegations in paragraph 132, and on that basis denies them.

20 **133.** Paragraph 133 does not purport to contain any allegations, therefore no response is  
21 required. To the extent a response is required, Midjourney lacks knowledge and information sufficient  
22 to form a belief as to the truth of the allegations in paragraph 133, and on that basis denies them.

23 **134.** To the extent the allegations in this paragraph purport to summarize or characterize the  
24 contents of the Carlini Paper, Midjourney denies Plaintiffs’ characterization as the document speaks  
25 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
26 the allegations in paragraph 134, and on that basis denies them.

27 **135.** To the extent the allegations in this paragraph purport to summarize or characterize the  
28 contents of the webpage cited in footnote 31, Midjourney denies Plaintiffs’ characterization as the

1 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
2 to the truth of the remaining allegations in paragraph 135, and on that basis denies them.

3 **136.** To the extent the allegations in this paragraph purport to summarize or characterize the  
4 contents of the Carlini Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
5 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
6 the allegations in paragraph 136, and on that basis denies them.

7 **137.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
8 of the allegations in paragraph 137, and on that basis denies them.

9 **138.** To the extent the allegations in this paragraph purport to summarize or characterize the  
10 contents of the document located at the webpage cited in footnote 32, Midjourney denies Plaintiffs'  
11 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
12 sufficient to form a belief as to the truth of the remaining allegations in paragraph 138, and on that  
13 basis denies them.

14 **139.** To the extent the allegations in this paragraph purport to summarize or characterize the  
15 contents of the Carlini Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
16 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
17 the allegations in paragraph 139, and on that basis denies them.

18 **140.** To the extent the allegations in this paragraph purport to summarize or characterize the  
19 contents of the Carlini Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
20 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
21 the allegations in paragraph 140, and on that basis denies them.

22 **141.** To the extent the allegations in this paragraph purport to summarize or characterize the  
23 contents of the document located at the webpage cited in footnote 33 (the "Casper Paper"), Midjourney  
24 denies Plaintiffs' characterization as the document speaks for itself. Midjourney lacks knowledge and  
25 information sufficient to form a belief as to the truth of the remaining allegations in paragraph 141,  
26 and on that basis denies them.

27 **142.** To the extent the allegations in this paragraph purport to summarize or characterize the  
28 contents of the Casper Paper, Midjourney denies Plaintiffs' characterization as the document speaks

1 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
2 the allegations in paragraph 142, and on that basis denies them.

3 **143.** To the extent the allegations in this paragraph purport to summarize or characterize the  
4 contents of the Casper Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
5 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
6 the allegations in paragraph 143, and on that basis denies them.

7 **144.** Midjourney denies the allegations in paragraph 144 to the extent they are directed to  
8 Midjourney or the Midjourney Tools. Midjourney lacks knowledge and information sufficient to form  
9 a belief as to the truth of the remaining allegations in paragraph 144, and on that basis denies them.

10 **145.** To the extent the allegations in this paragraph purport to summarize or characterize the  
11 contents of the Carlini Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
12 for itself. Midjourney denies the allegations in paragraph 145 to the extent they are directed to  
13 Midjourney or the Midjourney Tools. Midjourney lacks knowledge and information sufficient to form  
14 a belief as to the truth of the remaining allegations in paragraph 145, and on that basis denies them.

15 **146.** To the extent the allegations in this paragraph purport to summarize or characterize the  
16 contents of the Casper Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
17 for itself. Midjourney denies the allegations in paragraph 146 to the extent they are directed to  
18 Midjourney or the Midjourney Tools. Midjourney lacks knowledge and information sufficient to form  
19 a belief as to the truth of the remaining allegations in paragraph 146, and on that basis denies them.

20 **147.** To the extent the allegations in this paragraph purport to summarize or characterize the  
21 contents of the document located at the webpage cited in footnote 34, Midjourney denies Plaintiffs'  
22 characterization as the document speaks for itself. Midjourney lacks knowledge and information  
23 sufficient to form a belief as to the truth of the remaining allegations in paragraph 147, and on that  
24 basis denies them.

25 **148.** To the extent the allegations in this paragraph purport to summarize or characterize the  
26 contents of the webpage cited in the body of paragraph 148 or in footnote 35, Midjourney denies  
27 Plaintiffs' characterization as the webpages speak for themselves. Midjourney lacks knowledge and  
28 information sufficient to form a belief as to the truth of the remaining allegations in paragraph 148,

1 and on that basis denies them.

2 **149.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
3 of the allegations in paragraph 149, and on that basis denies them.

4 **150.** To the extent the allegations in this paragraph purport to summarize or characterize the  
5 contents of the Casper Paper or the Carlini Paper, Midjourney denies Plaintiffs' characterization as the  
6 documents speak for themselves. Midjourney denies the allegations in paragraph 150 to the extent  
7 they are directed to Midjourney or the Midjourney Tools. To the extent allegations in paragraph 150  
8 are directed to the models of other Defendants, Midjourney lacks knowledge and information  
9 sufficient to form a belief as to the truth of those allegations, and on that basis denies them.

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

12 **151.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
13 of the allegations in paragraph 151, and on that basis denies them.

14 **152.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
15 of the allegations in paragraph 152, and on that basis denies them.

16 **153.** Midjourney denies the allegations in paragraph 153 to the extent they are directed to  
17 Midjourney or the Midjourney Tools. To the extent allegations in paragraph 153 are directed to the  
18 models of other Defendants, Midjourney lacks knowledge and information sufficient to form a belief  
19 as to the truth of those allegations, and on that basis denies them.

20 **154.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 154, and on that basis denies them.

22 **155.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
23 of the allegations in paragraph 155, and on that basis denies them.

24 **156.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
25 of the allegations in paragraph 156, and on that basis denies them.

26 **157.** To the extent the allegations in this paragraph purport to summarize or characterize the  
27 contents of the webpage cited in footnote 36, Midjourney denies Plaintiffs' characterization as the  
28 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as

1 to the truth of the remaining allegations in paragraph 157, and on that basis denies them.

2 **158.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
3 of the allegations in paragraph 158, and on that basis denies them.

4 **159.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
5 of the allegations in paragraph 159, and on that basis denies them.

6 **160.** Midjourney denies the allegations in paragraph 160.

7 **161.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
8 of the allegations in paragraph 161, which is unintelligible, and on that basis denies them.

9 **162.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
10 of the allegations in paragraph 162, which is unintelligible, and on that basis denies them.

11 **163.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
12 of the remaining allegations in paragraph 163, and on that basis denies them.

13 **164.** Midjourney denies the allegations in paragraph 164.

14 **165.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
15 of the allegations in paragraph 165, which is unintelligible, and on that basis denies them.

16 **166.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
17 of the allegations in paragraph 166, and on that basis denies them.

18 **167.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
19 of the allegations in paragraph 167, which is unintelligible, and on that basis denies them.

20 **168.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 168, which is unintelligible, and on that basis denies them.

22 **169.** Midjourney admits that the current version of the Midjourney Tools, among other  
23 versions, is available through Discord (<http://discord.gg/midjourney>) and that some users may refer to  
24 its platform as “Midjourney.” Midjourney denies that any version of the Midjourney Tools  
25 “incorporate[d] both Stable Diffusion as an underlying model as well as a custom model trained by  
26 Midjourney.” Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
27 of the remaining allegations in paragraph 169, and on that basis denies them.

28 **170.** Midjourney denies the allegations in the first three sentences of paragraph 170.

1 Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the remaining  
2 allegations in paragraph 170, and on that basis denies them.

3 **171.** Midjourney denies the allegations in paragraph 171.

4 **172.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
5 of the allegations in paragraph 172, which is unintelligible, and on that basis denies them.

6 **173.** Midjourney lacks knowledge and information sufficient to form a belief as to the  
7 allegations in paragraph 173 regarding the cited “examples,” and on that basis denies them.  
8 Midjourney denies the remaining allegations in paragraph 173.

9 **174.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
10 of the allegations in paragraph 174, which is unintelligible, and on that basis denies them.

11 **175.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
12 of the allegations in paragraph 175, which is unintelligible, and on that basis denies them.

13 **176.** Midjourney denies the allegations in paragraph 176.

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

16 **177.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
17 of the allegations in paragraph 177, and on that basis denies them.

18 **178.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
19 of the allegations in paragraph 178, and on that basis denies them.

20 **179.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the remaining allegations in paragraph 179, and on that basis denies them.

22 **180.** To the extent the allegations in this paragraph purport to summarize or characterize the  
23 contents of the webpage cited in footnote 37, Midjourney denies Plaintiffs’ characterization as the  
24 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
25 to the truth of the remaining allegations in paragraph 180, and on that basis denies them.

26 **181.** To the extent the allegations in this paragraph purport to summarize or characterize the  
27 contents of the webpage cited in footnote 37, Midjourney denies Plaintiffs’ characterization as the  
28 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as

1 to the truth of the allegations in paragraph 181, and on that basis denies them.

2 **182.** To the extent the allegations in this paragraph purport to summarize or characterize the  
3 contents of the Carlini Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
4 for itself. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of  
5 the allegations in paragraph 182, and on that basis denies them.

6 **183.** Midjourney denies the allegations in paragraph 183.

7 **184.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
8 of the allegations in paragraph 184, which is unintelligible, and on that basis denies them.

9 **185.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
10 of the allegations in paragraph 185, and on that basis denies them.

11 **186.** Midjourney denies the allegations in paragraph 186.

12 **187.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
13 of the allegations in paragraph 187, which is unintelligible, and on that basis denies them.

14 **188.** Midjourney admits that it announced a feature referred to as the “/blend command” on  
15 or about January 14, 2023. To the extent the allegations in this paragraph purport to summarize or  
16 characterize the contents of the webpages cited in footnotes 38 and 39, Midjourney denies the  
17 characterizations as the webpages speak for themselves. Midjourney lacks knowledge and information  
18 sufficient to form a belief as to the truth of the remaining allegations in paragraph 188, and on that  
19 basis denies them.

20 **189.** Midjourney denies the allegations in paragraph 189.

21 **190.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
22 of the allegations in paragraph 190, which is unintelligible, and on that basis denies them.

23 **191.** To the extent the allegations in this paragraph purport to summarize or characterize the  
24 contents of the Carlini Paper, Midjourney denies Plaintiffs' characterization as the document speaks  
25 for itself. Midjourney denies the remaining allegations in paragraph 191.

26 **192.** Midjourney denies the allegations in paragraph 192.

27 **193.** Midjourney denies the allegations in paragraph 193.

28 **194.** The allegations in paragraph 194 relate to claims that have since been dismissed with

1 prejudice, therefore no response is required. To the extent a response is required, Midjourney denies  
2 the allegations in paragraph 194.

3 **195.** The allegations in paragraph 195 relate to claims that have since been dismissed with  
4 prejudice, therefore no response is required. To the extent a response is required, Midjourney lacks  
5 knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph  
6 195, which is unintelligible, and on that basis denies them.

7 **196.** The allegations in paragraph 196 relate to claims that have since been dismissed with  
8 prejudice, therefore no response is required. To the extent a response is required, Midjourney lacks  
9 knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph  
10 196, which is unintelligible, and on that basis denies them.

11 **197.** The allegations in paragraph 197 relate to claims that have since been dismissed with  
12 prejudice, therefore no response is required. To the extent a response is required, Midjourney lacks  
13 knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph  
14 197, which is unintelligible, and on that basis denies them.

15 **198.** The allegations in paragraph 198 relate to claims that have since been dismissed with  
16 prejudice, therefore no response is required. To the extent a response is required, Midjourney lacks  
17 knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph  
18 198, which is unintelligible, and on that basis denies them.

19 **199.** The allegations in paragraph 199 relate to claims that have since been dismissed with  
20 prejudice, therefore no response is required. To the extent a response is required, Midjourney lacks  
21 knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph  
22 199, which is unintelligible, and on that basis denies them.

23 **200.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the allegations in paragraph 200, and on that basis denies them.

### 25 **XIII. USER AND LICENSEE ACTIVITY**

26 **201.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
27 of the allegations in paragraph 201, and on that basis denies them.

28 **202.** Midjourney admits that, on or about February 12, 2022, David Holz posted to Discord

1 a hyperlink to a Google Doc, one tab of which consisted of a list of thousands of names, including  
2 those of Grzegorz Rutkowski, Sarah Andersen, Karla Ortiz, Gerald Brom, and Julia Kaye. Except as  
3 expressly admitted, Midjourney denies the remaining allegations in paragraph 202 as to its own alleged  
4 conduct. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the  
5 remaining allegations as to conduct by third parties, and on that basis denies them.

6 **203.** To the extent the allegations in this paragraph purport to summarize or characterize the  
7 contents of the webpage cited in footnote 40, Midjourney denies Plaintiffs' characterization as the  
8 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
9 to the truth of the remaining allegations in paragraph 203, and on that basis denies them.

10 **204.** To the extent the allegations in this paragraph purport to summarize or characterize the  
11 contents of the webpage cited in footnote 41, Midjourney denies Plaintiffs' characterization as the  
12 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
13 to the truth of the remaining allegations in paragraph 204, and on that basis denies them.

14 **205.** To the extent the allegations in this paragraph purport to summarize or characterize the  
15 contents of the webpage cited in footnote 42, Midjourney denies Plaintiffs' characterization as the  
16 webpage speaks for itself. Midjourney lacks knowledge and information sufficient to form a belief as  
17 to the truth of the remaining allegations in paragraph 205, and on that basis denies them.

18 **206.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
19 of the allegations in paragraph 206, and on that basis denies them.

20 **207.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 207, and on that basis denies them.

22 **208.** Midjourney denies the allegations in paragraph 208, to the extent they are directed to  
23 Midjourney. Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the remaining allegations in paragraph 208, and on that basis denies them.

#### 25 **XIV. DEFINITIONS FOR THE CAUSES OF ACTION**

26 **209.** The allegations in paragraph 209 state legal conclusions or arguments to which no  
27 response is required. To the extent a response is required, Midjourney denies the allegations in  
28 paragraph 209.

1           **210.** The allegations in paragraph 210 state legal conclusions or arguments to which no  
2 response is required. To the extent a response is required, Midjourney denies the allegations in  
3 paragraph 210.

4           **211.** The allegations in paragraph 211 state legal conclusions or arguments to which no  
5 response is required. To the extent a response is required, Midjourney lacks knowledge and  
6 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
7 them.

8           **212.** The allegations in paragraph 212 state legal conclusions or arguments to which no  
9 response is required. To the extent a response is required, Midjourney lacks knowledge and  
10 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
11 them.

12           **213.** The allegations in paragraph 213 state legal conclusions or arguments to which no  
13 response is required. To the extent a response is required, Midjourney lacks knowledge and  
14 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
15 them.

16           **214.** The allegations in paragraph 214 state legal conclusions or arguments to which no  
17 response is required. To the extent a response is required, Midjourney lacks knowledge and  
18 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
19 them.

20           **215.** The allegations in paragraph 215 state legal conclusions or arguments to which no  
21 response is required. To the extent a response is required, Midjourney lacks knowledge and  
22 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
23 them.

24           **216.** The allegations in paragraph 216 state legal conclusions or arguments to which no  
25 response is required. To the extent a response is required, Midjourney lacks knowledge and  
26 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
27 them.

28           **217.** The allegations in paragraph 217 state legal conclusions or arguments to which no

1 response is required. To the extent a response is required, Midjourney lacks knowledge and  
2 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
3 them.

4 **218.** The allegations in paragraph 218 state legal conclusions or arguments to which no  
5 response is required. To the extent a response is required, Midjourney lacks knowledge and  
6 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
7 them.

8 **219.** The allegations in paragraph 219 state legal conclusions or arguments to which no  
9 response is required. To the extent a response is required, Midjourney lacks knowledge and  
10 information sufficient to form a belief as to the truth of those allegations, and on that basis denies  
11 them.

#### 12 **XV. CAUSES OF ACTION AGAINST STABILITY**

13 **220.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
14 of the allegations in paragraph 220, and on that basis denies them.

15 **221.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
16 of the allegations in paragraph 221, and on that basis denies them.

17 **222.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
18 of the allegations in paragraph 222, and on that basis denies them.

19 **223.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
20 of the allegations in paragraph 223, and on that basis denies them.

21 **224.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
22 of the allegations in paragraph 224, and on that basis denies them.

23 **225.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
24 of the allegations in paragraph 225, and on that basis denies them.

#### 25 **COUNT ONE**

26 **226.** Paragraph 226 relates to a claim not made against Midjourney and thus no response by  
27 Midjourney is required. To the extent this paragraph calls for a response, Midjourney incorporates its  
28 responses to all preceding paragraphs.

1           **227.** This paragraph relates to a claim not made against Midjourney and thus no response  
2 by Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks  
3 knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph  
4 227, and on that basis denies them.

5           **228.** This paragraph relates to a claim not made against Midjourney and thus no response by  
6 Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge  
7 and information sufficient to form a belief as to the truth of the allegations in paragraph 228, and on  
8 that basis denies them.

9           **229.** This paragraph relates to a claim not made against Midjourney and thus no response by  
10 Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge  
11 and information sufficient to form a belief as to the truth of the allegations in paragraph 229, and on  
12 that basis denies them.

13           **230.** This paragraph relates to a claim not made against Midjourney and thus no response by  
14 Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge  
15 and information sufficient to form a belief as to the truth of the allegations in paragraph 230, and on  
16 that basis denies them.

17           **231.** This paragraph relates to a claim not made against Midjourney and thus no response by  
18 Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge  
19 and information sufficient to form a belief as to the truth of the allegations in paragraph 231, and on  
20 that basis denies them.

21           **232.** This paragraph relates to a claim not made against Midjourney and thus no response by  
22 Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge  
23 and information sufficient to form a belief as to the truth of the allegations in paragraph 232, and on  
24 that basis denies them.

25           **233.** This paragraph relates to a claim not made against Midjourney and thus no response by  
26 Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge  
27 and information sufficient to form a belief as to the truth of the allegations in paragraph 233, and on  
28 that basis denies them.







1 removed the cited Discord post. Except as expressly admitted, Midjourney denies the allegations in  
2 paragraph 253.

3 **254.** Midjourney admits that the TAC refers to the Google Doc at one time available at the  
4 webpage cited in footnote 47 as the “Midjourney Name List.” Midjourney denies the remaining  
5 allegations in paragraph 254.

6 **255.** Midjourney admits that the names Grzegorz Rutkowski, Sarah Andersen, Karla Ortiz,  
7 Gerald Brom, and Julia Kaye, among thousands of other names, appear in the Google Doc at one time  
8 available at the webpage cited in footnote 47 and that Plaintiffs refer to these five individuals as the  
9 “Midjourney Named Plaintiffs.” Except as expressly admitted, Midjourney denies the allegations in  
10 paragraph 255.

11 **256.** Midjourney denies the allegations in paragraph 256.

12 **257.** Midjourney admits that it trained version 1 of its generative AI model in the months  
13 preceding February 2022, and that this training included data available at some URLs included in the  
14 LAION 400M dataset. Midjourney denies that footnote 49 contains the quoted language alleged in  
15 paragraph 257 and otherwise denies Plaintiffs’ characterization of that language. To the extent the  
16 allegations in this paragraph purport to summarize or characterize the contents of the Discord posts  
17 cited in footnotes 48 and 50, Midjourney admits that the quoted language appears in the cited posts  
18 among other language, but denies Plaintiffs’ characterization of the posts and denies the remaining  
19 allegations in paragraph 257.

20 **258.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 258, and on that basis denies them.

22 **259.** The allegations in paragraph 259 state legal conclusions or arguments to which no  
23 response is required. To the extent a response is required, Midjourney lacks knowledge and  
24 information sufficient to form a belief as to the truth of the allegations in paragraph 259, and on that  
25 basis denies them.

26 **260.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
27 of the allegations in paragraph 260, and on that basis denies them.

28 **261.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth

1 of the allegations in paragraph 261, and on that basis denies them.

2 **262.** Midjourney admits that LAION-400M is an openly accessible dataset used by AI  
3 researchers and developers. Except as expressly admitted, Midjourney denies the allegations in  
4 paragraph 262.

5 **263.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
6 of the allegations in paragraph 263, and on that basis denies them.

7 **264.** To the extent the allegations in this paragraph purport to summarize or characterize the  
8 contents of the Discord posts cited in footnote 51, 52, and 53, Midjourney admits that the quoted  
9 language appears in the cited posts among other language, but denies Plaintiffs' characterization of  
10 the post and denies the remaining allegations in paragraph 264.

11 **265.** To the extent the allegations in this paragraph purport to summarize or characterize  
12 uncited documents, Midjourney denies Plaintiffs' characterizations. Midjourney admits it created a  
13 spreadsheet which lists [REDACTED] and "datacomp" along with other datasets, as well as details about those  
14 datasets. Except as expressly admitted, Midjourney denies the allegations in paragraph 265.

15 **266.** Midjourney admits that version 5 of its generative AI model was released in March of  
16 2023. Except as expressly admitted, Midjourney denies the allegations in paragraph 266.

17 **267.** Midjourney admits that LAION-5B is an openly accessible dataset used by AI  
18 researchers and developers. Except as expressly admitted, Midjourney denies the allegations in  
19 paragraph 267.

20 **268.** Midjourney lacks knowledge and information sufficient to form a belief as to the truth  
21 of the allegations in paragraph 268, and on that basis denies them.

22 **269.** Midjourney admits that it publishes the Midjourney Magazine, which is available for  
23 purchase either through a monthly subscription or á-la-carte and which features a selection of images  
24 generated by users using Midjourney Tools. Except as expressly admitted, Midjourney denies the  
25 allegations in paragraph 269.

26 **270.** To the extent the allegations in this paragraph purport to summarize or characterize  
27 uncited documents, Midjourney denies Plaintiffs' characterizations. Midjourney denies the  
28 allegations in paragraph 270.

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**COUNT FOUR**

271. Midjourney incorporates its responses to all preceding paragraphs.

272. The allegations in paragraph 272 state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies the allegations in paragraph 272.

273. Midjourney admits that the LAION-400M dataset contains URLs and that Midjourney downloaded and used data available at some of those URLs to train one or more versions of its generative AI models. The allegations in paragraph 273 otherwise state legal conclusions or arguments to which no response is required. To the extent a response is required, and except as expressly admitted, Midjourney denies all allegations in paragraph 273.

274. The allegations in paragraph 274 state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies the allegations in paragraph 274.

275. Midjourney denies the allegations in paragraph 275.

**COUNT FIVE**

276. Midjourney incorporates its responses to all preceding paragraphs.

277. This paragraph relates to a claim not made against Midjourney and thus no response by Midjourney is required. To the extent this paragraph calls for a response, Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the allegations in paragraph 277, and on that basis denies them.

278. Midjourney admits that the LAION-5B dataset contains URLs and that Midjourney downloaded and used data available at some of those URLs to train one or more versions of its generative AI models. The allegations in paragraph 278 otherwise state legal conclusions or arguments to which no response is required. To the extent a response is required, and except as expressly admitted, Midjourney denies all allegations in paragraph 278.

279. The allegations in paragraph 279 state legal conclusions or arguments to which no response is required. To the extent a response is required, Midjourney denies the allegations in paragraph 279.









1           **330.** This paragraph relates to a claim not made against Midjourney and thus no response by  
2 Midjourney is required. To the extent a response is required, Midjourney incorporates its responses to  
3 all preceding paragraphs.

4           **331.** This paragraph relates to a claim not made against Midjourney and thus no response by  
5 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
6 information sufficient to form a belief as to the truth of the allegations in paragraph 331, and on that  
7 basis denies them.

8           **332.** This paragraph relates to a claim not made against Midjourney and thus no response by  
9 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
10 information sufficient to form a belief as to the truth of the allegations in paragraph 332, and on that  
11 basis denies them.

12           **333.** This paragraph relates to a claim not made against Midjourney and thus no response by  
13 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
14 information sufficient to form a belief as to the truth of the allegations in paragraph 333, and on that  
15 basis denies them.

16           **334.** This paragraph relates to a claim not made against Midjourney and thus no response by  
17 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
18 information sufficient to form a belief as to the truth of the allegations in paragraph 334, and on that  
19 basis denies them.

20           **335.** This paragraph relates to a claim not made against Midjourney and thus no response by  
21 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
22 information sufficient to form a belief as to the truth of the allegations in paragraph 335, and on that  
23 basis denies them.

24           **336.** This paragraph relates to a claim not made against Midjourney and thus no response by  
25 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
26 information sufficient to form a belief as to the truth of the allegations in paragraph 336, and on that  
27 basis denies them.

28           **337.** This paragraph relates to a claim not made against Midjourney and thus no response by

1 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
2 information sufficient to form a belief as to the truth of the allegations in paragraph 337, and on that  
3 basis denies them.

4 **COUNT ELEVEN**

5 **338.** Paragraph 338 relates to a claim not made against Midjourney and thus no response by  
6 Midjourney is required. To the extent a response is required, Midjourney incorporates its responses  
7 to all preceding paragraphs.

8 **339.** This paragraph relates to a claim not made against Midjourney and thus no response by  
9 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
10 information sufficient to form a belief as to the truth of the allegations in paragraph 339, and on that  
11 basis denies them.

12 **340.** This paragraph relates to a claim not made against Midjourney and thus no response by  
13 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
14 information sufficient to form a belief as to the truth of the allegations in paragraph 340, and on that  
15 basis denies them.

16 **341.** This paragraph relates to a claim not made against Midjourney and thus no response by  
17 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
18 information sufficient to form a belief as to the truth of the allegations in paragraph 341, and on that  
19 basis denies them.

20 **342.** This paragraph relates to a claim not made against Midjourney and thus no response by  
21 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
22 information sufficient to form a belief as to the truth of the allegations in paragraph 342, and on that  
23 basis denies them.

24 **343.** This paragraph relates to a claim not made against Midjourney and thus no response by  
25 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
26 information sufficient to form a belief as to the truth of the allegations in paragraph 343, and on that  
27 basis denies them.  
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**XVIII. CAUSES OF ACTION AGAINST DEVIANTART**

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2           **344.** Paragraph 344 relates to a claim not made against Midjourney and thus no response by  
3 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
4 information sufficient to form a belief as to the truth of the allegations in paragraph 344, and on that  
5 basis denies them.

6           **345.** This paragraph relates to a claim not made against Midjourney and thus no response by  
7 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
8 information sufficient to form a belief as to the truth of the allegations in paragraph 345, and on that  
9 basis denies them.

10           **346.** This paragraph relates to a claim not made against Midjourney and thus no response by  
11 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
12 information sufficient to form a belief as to the truth of the allegations in paragraph 346, and on that  
13 basis denies them.

14           **347.** This paragraph relates to a claim not made against Midjourney and thus no response by  
15 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
16 information sufficient to form a belief as to the truth of the allegations in paragraph 347, and on that  
17 basis denies them.

18           **348.** This paragraph relates to a claim not made against Midjourney and thus no response by  
19 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
20 information sufficient to form a belief as to the truth of the allegations in paragraph 348, and on that  
21 basis denies them.

22           **349.** This paragraph relates to a claim not made against Midjourney and thus no response by  
23 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
24 information sufficient to form a belief as to the truth of the allegations in paragraph 349, and on that  
25 basis denies them.

26           **350.** This paragraph relates to a claim not made against Midjourney and thus no response by  
27 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
28 information sufficient to form a belief as to the truth of the allegations in paragraph 350, and on that

1 basis denies them.

2           **351.** This paragraph relates to a claim not made against Midjourney and thus no response by  
3 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
4 information sufficient to form a belief as to the truth of the allegations in paragraph 351, and on that  
5 basis denies them.

6           **352.** This paragraph relates to a claim not made against Midjourney and thus no response by  
7 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
8 information sufficient to form a belief as to the truth of the allegations in paragraph 352, and on that  
9 basis denies them.

10           **353.** This paragraph relates to a claim not made against Midjourney and thus no response by  
11 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
12 information sufficient to form a belief as to the truth of the allegations in paragraph 353, and on that  
13 basis denies them.

14           **354.** This paragraph relates to a claim not made against Midjourney and thus no response by  
15 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
16 information sufficient to form a belief as to the truth of the allegations in paragraph 354, and on that  
17 basis denies them.

18           **355.** This paragraph relates to a claim not made against Midjourney and thus no response by  
19 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
20 information sufficient to form a belief as to the truth of the allegations in paragraph 355, and on that  
21 basis denies them.

22           **356.** This paragraph relates to a claim not made against Midjourney and thus no response by  
23 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
24 information sufficient to form a belief as to the truth of the allegations in paragraph 356, and on that  
25 basis denies them.

26           **357.** This paragraph relates to a claim not made against Midjourney and thus no response by  
27 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
28 information sufficient to form a belief as to the truth of the allegations in paragraph 357, and on that

1 basis denies them.

2 **358.** This paragraph relates to a claim not made against Midjourney and thus no response by  
3 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
4 information sufficient to form a belief as to the truth of the allegations in paragraph 358, and on that  
5 basis denies them.

6 **359.** This paragraph relates to a claim not made against Midjourney and thus no response by  
7 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
8 information sufficient to form a belief as to the truth of the allegations in paragraph 359, and on that  
9 basis denies them.

10 **360.** This paragraph relates to a claim not made against Midjourney and thus no response by  
11 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
12 information sufficient to form a belief as to the truth of the allegations in paragraph 360, and on that  
13 basis denies them.

14 **361.** This paragraph relates to a claim not made against Midjourney and thus no response by  
15 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
16 information sufficient to form a belief as to the truth of the allegations in paragraph 361, and on that  
17 basis denies them.

18 **362.** This paragraph relates to a claim not made against Midjourney and thus no response by  
19 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
20 information sufficient to form a belief as to the truth of the allegations in paragraph 362, and on that  
21 basis denies them.

22 **363.** This paragraph relates to a claim not made against Midjourney and thus no response by  
23 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
24 information sufficient to form a belief as to the truth of the allegations in paragraph 363, and on that  
25 basis denies them.

26 **364.** This paragraph relates to a claim not made against Midjourney and thus no response by  
27 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
28 information sufficient to form a belief as to the truth of the allegations in paragraph 364, and on that

1 basis denies them.

2           **365.** This paragraph relates to a claim not made against Midjourney and thus no response by  
3 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
4 information sufficient to form a belief as to the truth of the allegations in paragraph 365, and on that  
5 basis denies them.

6           **366.** This paragraph relates to a claim not made against Midjourney and thus no response by  
7 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
8 information sufficient to form a belief as to the truth of the allegations in paragraph 366, and on that  
9 basis denies them.

10           **367.** This paragraph relates to a claim not made against Midjourney and thus no response by  
11 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
12 information sufficient to form a belief as to the truth of the allegations in paragraph 367, and on that  
13 basis denies them.

14           **368.** This paragraph relates to a claim not made against Midjourney and thus no response by  
15 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
16 information sufficient to form a belief as to the truth of the allegations in paragraph 368, and on that  
17 basis denies them.

18           **369.** This paragraph relates to a claim not made against Midjourney and thus no response by  
19 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
20 information sufficient to form a belief as to the truth of the allegations in paragraph 369, and on that  
21 basis denies them.

22           **370.** This paragraph relates to a claim not made against Midjourney and thus no response by  
23 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
24 information sufficient to form a belief as to the truth of the allegations in paragraph 370, and on that  
25 basis denies them.

26           **371.** This paragraph relates to a claim not made against Midjourney and thus no response by  
27 Midjourney is required. To the extent a response is required, Midjourney lacks knowledge and  
28 information sufficient to form a belief as to the truth of the allegations in paragraph 371, and on that





1 **FIRST AFFIRMATIVE DEFENSE**

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

4 **SECOND AFFIRMATIVE DEFENSE**

5 To the extent that Midjourney made use or copies of all or any portion of Plaintiffs' copyrighted  
6 works or any alleged protected expression therein to train its generative AI models, such conduct  
7 constituted fair use under 17 U.S.C. § 107.

8 **THIRD AFFIRMATIVE DEFENSE**

9 Midjourney's alleged conduct amounted to use of information that is excluded from U.S.  
10 copyright protection under 17 U.S.C. § 102(b).

11 **FOURTH AFFIRMATIVE DEFENSE**

12 To the extent that Midjourney made use or copies of all or any portion of Plaintiffs' copyrighted  
13 works or any alleged protected expression therein to train its generative AI models, that copying was  
14 de minimis.

15 **FIFTH AFFIRMATIVE DEFENSE**

16 To the extent that Midjourney made use or copies of all or any portion Plaintiffs' copyrighted  
17 works or any alleged protected expression therein to train its generative AI models, such conduct was  
18 authorized by express or implied license.

19 **SIXTH AFFIRMATIVE DEFENSE**

20 Plaintiffs allege infringement with respect to millions or billions of images allegedly included  
21 in the LAION-400M and LAION-5B datasets. To the extent those datasets include works in the public  
22 domain; unregistered works; works to which copyright protection has been abandoned; works that  
23 lack requisite originality to qualify for copyright protection; works that are not subject to copyright  
24 protection under the doctrines of merger, scènes à faire; works that are not protectible under 17 U.S.C.  
25 § 102(b) or that are otherwise unprotectable under the law; works that were not properly registered or  
26 renewed with the U.S. Copyright Office, provided improper notice, and/or did not comply with  
27 registration requirements and/or with other necessary formalities, Midjourney reserves its right to  
28 defend against Plaintiffs' claims on any or all of these grounds.

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**SEVENTH AFFIRMATIVE DEFENSE**

Plaintiffs lack standing to enforce any alleged copyright interests because they do not own the copyright (or one or more of the exclusive rights afforded under 17 U.S.C. § 106) to some or all of the at-issue works.

**EIGHTH AFFIRMATIVE DEFENSE**

Plaintiffs cannot show that their names serve as a designation of source of their works or that Midjourney’s alleged use of their names caused a “likelihood of confusion” under the Lanham Act.

**NINTH AFFIRMATIVE DEFENSE**

Midjourney’s alleged use of Plaintiffs’ names was protected under the First Amendment.

**TENTH AFFIRMATIVE DEFENSE**

Midjourney’s alleged use of Plaintiffs’ names constituted nominative fair use.

**ELEVENTH AFFIRMATIVE DEFENSE**

Plaintiffs do not own any enforceable rights with respect to their asserted trade dress.

**TWELFTH AFFIRMATIVE DEFENSE**

Plaintiffs’ asserted trade dress elements are functional and lack “secondary meaning” under the Lanham Act.

**THIRTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs’ Lanham Act claims are barred by the equitable doctrines of laches, estoppel and unclean hands.

**FOURTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs have not sustained any harm, losses, damages, injury, or detriment, of any kind as a result of Midjourney’s purported violations of the Copyright Act or the Lanham Act.

**FIFTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs are not entitled to recover treble damages, punitive damages or attorney’s fees under the Lanham Act, or any other law that authorizes such relief.

**SIXTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs are barred from obtaining any preliminary or permanent injunctive relief because, among other things, Plaintiffs (1) have no protectable trade dress; (2) are not likely to prevail on the

1 merits of their claims, (3) have not (and will not) suffer any irreparable harm as a result of  
2 Midjourney’s conduct, (4) have an adequate remedy at law if they were to prevail in this action, and  
3 (5) cannot satisfy their burden of showing that the public interest would be served by entry of an  
4 injunction against Midjourney.

5 **SEVENTEENTH AFFIRMATIVE DEFENSE**

6 Plaintiffs are not entitled to any relief because they failed to mitigate their alleged harm and  
7 damages.

8 **EIGHTEENTH AFFIRMATIVE DEFENSE**

9 Plaintiffs are not entitled to any relief for alleged infringement of their asserted trade dress  
10 because art styles are not protected under the Lanham Act.

11 **NINETEENTH AFFIRMATIVE DEFENSE**

12 Plaintiffs’ claims fail, in whole or in part, because Plaintiffs have failed to state a claim upon  
13 which relief may be granted.

14 **TWENTIETH AFFIRMATIVE DEFENSE**

15 Plaintiffs’ claims fail, in whole or in part, because Midjourney has not infringed Plaintiffs’  
16 alleged copyrighted works.

17  
18 Dated: March 13, 2026

Respectfully Submitted,

20 /s/ Angela L. Dunning

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