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13
14 **UNITED STATES DISTRICT COURT**
15 **NORTHERN DISTRICT OF CALIFORNIA**
16 **SAN FRANCISCO DIVISION**
17

18 SARAH ANDERSEN, et al.,

19 Individual and Representative Plaintiffs,

20 v.

21 STABILITY AI LTD., et al.,

22 Defendants.
23
24
25
26
27
28

CASE NO. 3:23-cv-00201-WHO

**DEFENDANT DEVIANTART, INC.’S
ANSWER TO THIRD AMENDED
COMPLAINT**

1 Defendant DeviantArt, Inc. (“Defendant”), by and through its undersigned counsel, hereby
2 answers the Third Amended Complaint filed by Plaintiffs Sarah Andersen, Kelly McKernan, Karla
3 Ortiz, Hawke Southworth, Grzegorz Rutkowski, Gregory Manchess, Gerald Brom, Jingna Zhang,
4 Julia Kaye, and Adam Ellis (“Plaintiffs”). To the extent not specifically admitted herein, the
5 allegations of the Third Amended Complaint are denied.

6 **I. AI IMAGE PRODUCTS ARE TRAINED ON VAST NUMBERS OF**
7 **COPYRIGHTED IMAGES WITHOUT CONSENT, CREDIT, OR COMPENSATION**
8 **AND VIOLATE THE RIGHTS OF MILLIONS OF ARTISTS¹**

9 1. Defendant admits that the Third Amended Complaint refers to a software product
10 designed to output images through artificial intelligence techniques as an “AI image product.”
11 Defendant lacks knowledge or information sufficient to form a belief as to the manner in which
12 the “AI image products at issue in this complaint” were “built,” and on that basis denies all related
13 allegations. Defendant denies the remaining allegations in this paragraph.

14 2. Defendant admits that AI image products are often powered by one or more
15 “machine learning models,” also referred to as “models,” and that models may be “trained” using
16 a “dataset.” Defendant admits that in the Third Amended Complaint, each image caption pair is
17 called a “training image.” Defendant lacks knowledge or information sufficient to form a belief
18 as to the manner in which the “models at issue in this complaint were trained” and on that basis
19 denies all related allegations. Defendant denies any remaining allegations in this paragraph.

20 3. Defendant admits that users can elicit images from AI image products through
21 image and text-based “prompting.” Defendant admits that CLIP models can generate CLIP
22 embeddings, which are low-dimensional numerical representations that can be used to compare
23 images and text. Defendant lacks knowledge or information sufficient to form a belief as to the
24 truth of the remaining allegations in this paragraph, and on that basis denies them.

25 4. Defendant lacks knowledge or information sufficient to form a belief as to the truth
26

27 ¹ The various headings and subheadings of the Third Amended Complaint are not allegations and
28 thus do not require a response. Defendant reproduces them in this Answer solely for convenience.
To the extent a response is required, Defendant denies any allegations contained in the headings
and subheadings of the Third Amended Complaint.

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

2 5. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them.

4 6. Defendant admits that its subscription-based AI image product deployed Stable
5 Diffusion. To the extent the allegations in this paragraph contain legal conclusions, no response
6 is required. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the remaining allegations in this paragraph, and on that basis denies them.

8 7. To the extent the allegations in this paragraph contain legal conclusions, no
9 response is required. To the extent a response is required, Defendant denies that it “created various
10 infringing copies” of any works, and Defendant lacks knowledge or information sufficient to form
11 a belief as to the truth of the allegations regarding Plaintiff Jingna Zhang’s works, and on that basis
12 denies them.

13 8. Denied.

14 9. Defendant denies that it holds out its “AI image products as being able to create
15 substantially similar substitutes for the works they were trained on—either specific training
16 images, or images that imitate the trade dress of particular artists—including Plaintiffs.”
17 Defendant lacks knowledge or information sufficient to form a belief as to the truth of the
18 remaining allegations in this paragraph, and on that basis denies them.

19 10. Denied.

20 11. Denied.

21 **II. JURISDICTION AND VENUE**

22 12. For purposes of this action, Defendant does not contest subject matter jurisdiction.
23 This paragraph otherwise contains legal conclusions to which no response is required.

24 13. For purposes of this action, Defendant does not contest venue. Defendant lacks
25 knowledge or information sufficient to form a belief as to the truth of the allegations in this
26 paragraph about co-defendant(s), and on that basis denies them. The remaining allegations in this
27 paragraph contain legal conclusions to which no response is required.

28 14. For purposes of this action, Defendant does not contest the assignment. Defendant

1 lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this
2 paragraph about co-defendant(s), and on that basis denies them. The remaining allegations in this
3 paragraph contain legal conclusions to which no response is required.

4 **III. PLAINTIFFS**

5 15. Defendant lacks knowledge or information sufficient to form a belief as to the truth
6 of the allegations in this paragraph, and on that basis denies them.

7 16. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the allegations in this paragraph, and on that basis denies them.

9 17. Defendant lacks knowledge or information sufficient to form a belief as to the truth
10 of the allegations in this paragraph, and on that basis denies them.

11 18. Defendant lacks knowledge or information sufficient to form a belief as to the truth
12 of the allegations in this paragraph, and on that basis denies them.

13 19. Defendant lacks knowledge or information sufficient to form a belief as to the truth
14 of the allegations in this paragraph, and on that basis denies them.

15 20. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph, and on that basis denies them.

17 21. Defendant lacks knowledge or information sufficient to form a belief as to the truth
18 of the allegations in this paragraph, and on that basis denies them.

19 22. Defendant lacks knowledge or information sufficient to form a belief as to the truth
20 of the allegations in this paragraph, and on that basis denies them.

21 23. Defendant lacks knowledge or information sufficient to form a belief as to the truth
22 of the allegations in this paragraph, and on that basis denies them.

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

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

27 26. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph, and on that basis denies them.

1 38. The allegations in this paragraph contain legal conclusions to which no response is
2 required. To the extent a response is required, Defendant denies the allegations.

3 **VI. CLASS ALLEGATIONS**

4 **A. Class Definitions**

5 34. Denied.²

6 35. Defendant denies claims regarding class definitions. The allegations in this
7 paragraph also contain legal conclusions to which no response is required. To the extent a response
8 is required, Defendant denies the allegations. Defendant lacks knowledge or information sufficient
9 to form a belief as to the truth of the remaining allegations, and on that basis denies them.

10 **B. Numerosity**

11 36. The allegations in this paragraph contain legal conclusions to which no response is
12 required. To the extent a response is required, Defendant denies the allegations.

13 **C. Typicality**

14 37. The allegations in this paragraph contain legal conclusions to which no response is
15 required. To the extent a response is required, Defendant denies the allegations.

16 **D. Commonality & Predominance**

17 38. The allegations in this paragraph contain legal conclusions to which no response is
18 required. To the extent a response is required, Defendant denies the allegations.

19 39. The allegations in this paragraph contain legal conclusions to which no response is
20 required. To the extent a response is required, Defendant denies the allegations.

21 40. The allegations in this paragraph contain legal conclusions to which no response is
22 required. To the extent a response is required, Defendant denies the allegations.

23 41. The allegations in this paragraph contain legal conclusions to which no response is
24 required. To the extent a response is required, Defendant denies the allegations.

25 42. The allegations in this paragraph contain legal conclusions to which no response is
26 required. To the extent a response is required, Defendant denies the allegations.

27 _____
28 ² Plaintiffs' Third Amended Complaint repeats paragraph numbers 34-38. This Answer reflects Plaintiffs' numbering.

1 43. The allegations in this paragraph contain legal conclusions to which no response is
2 required. To the extent a response is required, Defendant denies the allegations.

3 44. The allegations in this paragraph contain legal conclusions to which no response is
4 required. To the extent a response is required, Defendant denies the allegations.

5 **E. Adequacy**

6 45. The allegations in this paragraph contain legal conclusions to which no response is
7 required. To the extent a response is required, Defendant denies the allegations.

8 **F. Other Class Considerations**

9 46. The allegations in this paragraph contain legal conclusions to which no response is
10 required. To the extent a response is required, Defendant denies the allegations.

11 47. The allegations in this paragraph contain legal conclusions to which no response is
12 required. To the extent a response is required, Defendant denies the allegations.

13 48. The allegations in this paragraph contain legal conclusions to which no response is
14 required. To the extent a response is required, Defendant denies the allegations.

15 **VII. ARTISTS AND THEIR WORKS**

16 49. Defendant lacks knowledge or information sufficient to form a belief as to the truth
17 of the allegations in this paragraph, and on that basis denies them.

18 50. Defendant admits that creating artwork often requires dedication, energy, and
19 creativity. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
20 the allegations in this paragraph, and on that basis denies them. To the extent the allegations
21 require a legal conclusion, no response is required.

22 51. Defendant admits that the quoted language appears in the United States
23 Constitution. Defendant lacks knowledge or information sufficient to form a belief as to the truth
24 of the allegations in this paragraph regarding Plaintiffs' registration of their works, and on that
25 basis denies them. The remaining allegations in this paragraph contain legal conclusions to which
26 no response is required.

27 52. Defendant admits that some artists affix watermarks or other identifying marks to
28 their works. Defendant lacks knowledge or information sufficient to form a belief as to the truth

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

2 53. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them.

4 54. Defendant lacks knowledge or information sufficient to form a belief as to the truth
5 of the allegations in this paragraph, and on that basis denies them. To the extent a response is
6 required, Defendant denies the allegations.

7 55. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the remaining allegations in this paragraph, and on that basis denies them.

9 56. Denied.

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

11 57. Defendant lacks knowledge or information sufficient to form a belief as to the truth
12 of the allegations in this paragraph, and on that basis denies them.

13 58. Defendant lacks knowledge or information sufficient to form a belief as to the truth
14 of the allegations in this paragraph, and on that basis denies them.

15 59. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph, and on that basis denies them.

17 60. Defendant lacks knowledge or information sufficient to form a belief as to the truth
18 of the allegations in this paragraph, and on that basis denies them.

19 61. Defendant admits that a software tool called “img2dataset” allows a user to turn
20 image URLs into an image dataset. Defendant lacks knowledge or information sufficient to form
21 a belief as to the truth of the remaining allegations in this paragraph, and on that basis denies them.

22 62. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them.

24 63. Defendant lacks knowledge or information sufficient to form a belief as to the truth
25 of the allegations in this paragraph, and on that basis denies them.

26 64. Defendant lacks knowledge or information sufficient to form a belief as to the truth
27 of the allegations in this paragraph, and on that basis denies them.

28 65. Defendant lacks knowledge or information sufficient to form a belief as to the truth

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

2 66. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them.

4 67. Defendant lacks knowledge or information sufficient to form a belief as to the truth
5 of the allegations in this paragraph, and on that basis denies them.

6 68. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the allegations in this paragraph, and on that basis denies them.

8 69. Defendant lacks knowledge or information sufficient to form a belief as to the truth
9 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
10 this paragraph purport to summarize or characterize or are inconsistent with the full text
11 referenced, Defendant denies the allegations.

12 70. Defendant lacks knowledge or information sufficient to form a belief as to the truth
13 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
14 this paragraph purport to summarize or characterize or are inconsistent with the full text
15 referenced, Defendant denies the allegations.

16 71. To the extent the allegations in this paragraph purport to summarize or characterize
17 or are inconsistent with the full text, Defendant denies the allegations. Defendant admits that it
18 deployed Stable Diffusion. Defendant lacks knowledge or information sufficient to form a belief
19 as to the truth of the remaining allegations in this paragraph, and on that basis denies them.

20 72. Defendant lacks knowledge or information sufficient to form a belief as to the truth
21 of the allegations in this paragraph, and on that basis denies them.

22 73. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them.

24 74. Defendant lacks knowledge or information sufficient to form a belief as to the truth
25 of the allegations in this paragraph, and on that basis denies them.

26 75. Defendant lacks knowledge or information sufficient to form a belief as to the truth
27 of the allegations in this paragraph, and on that basis denies them.

28 76. Defendant lacks knowledge or information sufficient to form a belief as to the truth

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

2 77. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them.

4 78. To the extent the allegations in this paragraph contain legal conclusions, no
5 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
6 the truth of the remaining allegations in this paragraph, and on that basis denies them.

7 79. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the allegations in this paragraph, and on that basis denies them.

9 80. Defendant lacks knowledge or information sufficient to form a belief as to the truth
10 of the allegations in this paragraph, and on that basis denies them.

11 81. Defendant lacks knowledge or information sufficient to form a belief as to the truth
12 of the allegations in this paragraph, and on that basis denies them.

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

14 82. Defendant admits that this description is generally consistent with its understanding
15 of CLIP-guided diffusion, though these highly general allegations do not appear to be directed at
16 any particular product, and Defendant lacks knowledge or information sufficient to form a belief
17 with respect to whether this description is uniformly true.

18 83. Defendant admits that it deployed Stable Diffusion. Defendant lacks knowledge or
19 information sufficient to form a belief as to the truth of the remaining allegations in this paragraph,
20 and on that basis denies them.

21 84. Defendant lacks knowledge or information sufficient to form a belief as to the truth
22 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
23 this paragraph purport to summarize or characterize or are inconsistent with the full text
24 referenced, Defendant denies the allegations.

25 85. Defendant lacks knowledge or information sufficient to form a belief as to the truth
26 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
27 this paragraph purport to summarize or characterize or are inconsistent with the full text
28 referenced, Defendant denies the allegations.

1 86. Defendant lacks knowledge or information sufficient to form a belief as to the truth
2 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
3 this paragraph purport to summarize or characterize or are inconsistent with the full text
4 referenced, Defendant denies the allegations.

5 87. To the extent the allegations in this paragraph contain legal conclusions, no
6 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
7 the truth of the allegations in this paragraph, and on that basis denies them. To the extent the
8 allegations in this paragraph purport to summarize or characterize or are inconsistent with the full
9 text referenced, Defendant denies the allegations.

10 88. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
12 this paragraph purport to summarize or characterize or are inconsistent with the full text
13 referenced, Defendant denies the allegations.

14 89. Defendant lacks knowledge or information sufficient to form a belief as to the truth
15 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
16 this paragraph purport to summarize or characterize or are inconsistent with the full text
17 referenced, Defendant denies the allegations.

18 90. Defendant lacks knowledge or information sufficient to form a belief as to the truth
19 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
20 this paragraph purport to summarize or characterize or are inconsistent with the full text
21 referenced, Defendant denies the allegations.

22 91. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
24 this paragraph purport to summarize or characterize or are inconsistent with the full text
25 referenced, Defendant denies the allegations.

26 92. Defendant lacks knowledge or information sufficient to form a belief as to the truth
27 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
28 this paragraph purport to summarize or characterize or are inconsistent with the full text

1 referenced, Defendant denies the allegations.

2 93. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
4 this paragraph purport to summarize or characterize or are inconsistent with the full text
5 referenced, Defendant denies the allegations.

6 94. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
8 this paragraph purport to summarize or characterize or are inconsistent with the full text
9 referenced, Defendant denies the allegations.

10 95. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
12 this paragraph purport to summarize or characterize or are inconsistent with the full text
13 referenced, Defendant denies the allegations.

14 96. Defendant lacks knowledge or information sufficient to form a belief as to the truth
15 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
16 this paragraph purport to summarize or characterize or are inconsistent with the full text
17 referenced, Defendant denies the allegations.

18 97. Defendant lacks knowledge or information sufficient to form a belief as to the truth
19 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
20 this paragraph purport to summarize or characterize or are inconsistent with the full text
21 referenced, Defendant denies the allegations.

22 98. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
24 this paragraph purport to summarize or characterize or are inconsistent with the full text
25 referenced, Defendant denies the allegations.

26 99. Defendant lacks knowledge or information sufficient to form a belief as to the truth
27 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
28 this paragraph purport to summarize or characterize or are inconsistent with the full text

1 referenced, Defendant denies the allegations.

2 100. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
4 this paragraph purport to summarize or characterize or are inconsistent with the full text
5 referenced, Defendant denies the allegations.

6 101. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
8 this paragraph purport to summarize or characterize or are inconsistent with the full text
9 referenced, Defendant denies the allegations.

10 102. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
12 this paragraph purport to summarize or characterize or are inconsistent with the full text
13 referenced, Defendant denies the allegations.

14 103. Defendant admits that, to its understanding, some Stable Diffusion models employ
15 CLIP. Defendant lacks knowledge or information sufficient to form a belief as to the truth of the
16 remaining allegations in this paragraph, and on that basis denies them.

17 104. Defendant admits that a CLIP model may quantify a correlation between images
18 and captions. However, this general allegation does not appear to be directed at any particular
19 product, and Defendant lacks knowledge or information sufficient to form a belief with respect to
20 whether this description is uniformly true. Defendant lacks knowledge or information sufficient
21 to form a belief as to the truth of the remaining allegations in this paragraph, and on that basis
22 denies them.

23 105. Defendant admits that “CLIP” stands for “contrastive language–image
24 pretraining.” Defendant admits that a CLIP model can learn to correlate images and text by
25 training on such material. However, these general allegations do not appear to be directed at any
26 particular product, and Defendant lacks knowledge or information sufficient to form a belief with
27 respect to whether this description is uniformly true. To the extent the allegations in this paragraph
28 contain legal conclusions, no response is required. Defendant lacks knowledge or information

1 sufficient to form a belief as to the truth of the remaining highly general allegations in this
2 paragraph, which do not appear to be directed at any particular product, and on that basis denies
3 them.

4 106. Defendant lacks knowledge or information sufficient to form a belief as to the truth
5 of the allegations in this paragraph, and on that basis denies them.

6 107. Defendant admits that a CLIP model can learn to correlate images and text by
7 training on such material. However, this general allegation does not appear to be directed at any
8 particular product, and Defendant lacks knowledge or information sufficient to form a belief with
9 respect to whether this description is uniformly true. Defendant lacks knowledge or information
10 sufficient to form a belief as to the truth of the remaining highly general allegations in this
11 paragraph, which do not appear to be directed at any particular product, and on that basis denies
12 them.

13 108. Defendant admits that a CLIP model can learn to correlate images and text by
14 training on such material. However, this general allegation does not appear to be directed at any
15 particular product, and Defendant lacks knowledge or information sufficient to form a belief with
16 respect to whether this description is uniformly true. Defendant lacks knowledge or information
17 sufficient to form a belief as to the truth of the remaining highly general allegations in this
18 paragraph, which do not appear to be directed at any particular product, and on that basis denies
19 them.

20 109. Defendant lacks knowledge or information sufficient to form a belief as to the truth
21 of the highly general allegations in this paragraph, which do not appear to be directed at any
22 particular product, and on that basis denies them.

23 110. Defendant admits that CLIP models can generate CLIP embeddings, which are
24 numerical representations of an image or piece of text into a latent space. However, these general
25 allegations do not appear to be directed at any particular product, and Defendant lacks knowledge
26 or information sufficient to form a belief with respect to whether this description is uniformly true.
27 Defendant lacks knowledge or information sufficient to form a belief as to the truth of the
28 remaining highly general allegations in this paragraph, which do not appear to be directed at any

1 particular product, and on that basis denies them.

2 111. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the highly general allegations in this paragraph, which do not appear to be directed at any
4 particular product, and on that basis denies them.

5 112. Defendant lacks knowledge or information sufficient to form a belief as to the truth
6 of the highly general allegations in this paragraph, which do not appear to be directed at any
7 particular product, and on that basis denies them. To the extent a response is required, Defendant
8 denies the allegations.

9 113. Defendant admits that, to its understanding, Stable Diffusion employs CLIP.
10 Defendant lacks knowledge or information sufficient to form a belief as to the truth of the
11 remaining allegations in this paragraph, and on that basis denies them.

12 114. Defendant admits that CLIP embeddings can be generated from either text or an
13 image. However, this general allegation does not appear to be directed at any particular product,
14 and Defendant lacks knowledge or information sufficient to form a belief with respect to whether
15 this description is uniformly true. Defendant lacks knowledge or information sufficient to form a
16 belief as to the truth of the remaining highly general allegations in this paragraph, which do not
17 appear to be directed at any particular product, and on that basis denies them.

18 115. Defendant admits that a CLIP model can learn to correlate images and text by
19 training on such material. Defendant admits that CLIP models can generate CLIP embeddings,
20 which are numerical representations of an image or piece of text into a latent space. However,
21 these highly general allegations do not appear to be directed at any particular product, and
22 Defendant lacks knowledge or information sufficient to form a belief with respect to whether this
23 description is uniformly true. Defendant lacks knowledge or information sufficient to form a belief
24 as to the truth of the remaining allegations—including because many of the allegations are highly
25 general and do not appear to be directed at any particular product—and on that basis denies them.

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

28 116. Defendant denies that the “primary objective of a diffusion model is to reconstruct

1 copies of its training images with maximum accuracy and fidelity.” Defendant further denies that
2 “a diffusion model is...able to reconstruct copies of each training image.” Defendant lacks
3 knowledge or information sufficient to form a belief as to the truth of the remaining allegations in
4 this paragraph, and on that basis denies them.

5 117. Defendant denies that a generative machine-learning model is a database or is
6 analogous to a database. Defendant lacks knowledge or information sufficient to form a belief as
7 to the truth of the allegations in this paragraph, and on that basis denies them. To the extent the
8 allegations in this paragraph purport to summarize or characterize or are inconsistent with the full
9 text referenced, Defendant denies the allegations.

10 118. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
12 this paragraph purport to summarize or characterize or are inconsistent with the full text
13 referenced, Defendant denies the allegations.

14 119. Defendant denies that a generative machine-learning model is merely a way to
15 compress data. Defendant lacks knowledge or information sufficient to form a belief as to the
16 truth of the remaining allegations in this paragraph, and on that basis denies them. To the extent
17 the allegations in this paragraph purport to summarize or characterize or are inconsistent with the
18 full text referenced, Defendant denies the allegations.

19 120. Defendant lacks knowledge or information sufficient to form a belief as to the truth
20 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
21 this paragraph purport to summarize or characterize or are inconsistent with the full text
22 referenced, Defendant denies the allegations.

23 121. Defendant lacks knowledge or information sufficient to form a belief as to the truth
24 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
25 this paragraph purport to summarize or characterize or are inconsistent with the full text
26 referenced, Defendant denies the allegations.

27 122. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in

1 this paragraph purport to summarize or characterize or are inconsistent with the full text
2 referenced, Defendant denies the allegations.

3 123. Defendant lacks knowledge or information sufficient to form a belief as to the truth
4 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
5 this paragraph purport to summarize or characterize or are inconsistent with the full text
6 referenced, Defendant denies the allegations.

7 124. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
9 this paragraph purport to summarize or characterize or are inconsistent with the full text
10 referenced, Defendant denies the allegations.

11 125. Defendant lacks knowledge or information sufficient to form a belief as to the truth
12 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
13 this paragraph purport to summarize or characterize or are inconsistent with the full text
14 referenced, Defendant denies the allegations.

15 126. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
17 this paragraph purport to summarize or characterize or are inconsistent with the full text
18 referenced, Defendant denies the allegations.

19 127. Defendant lacks knowledge or information sufficient to form a belief as to the truth
20 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
21 this paragraph purport to summarize or characterize or are inconsistent with the full text
22 referenced, Defendant denies the allegations.

23 128. Defendant lacks knowledge or information sufficient to form a belief as to the truth
24 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
25 this paragraph purport to summarize or characterize or are inconsistent with the full text
26 referenced, Defendant denies the allegations.

27 129. Defendant denies that “diffusion models store copies of protected expression from
28 their training images.” Defendant lacks knowledge or information sufficient to form a belief as to

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

2 130. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
4 this paragraph purport to summarize or characterize or are inconsistent with the full text
5 referenced, Defendant denies the allegations.

6 131. Defendant denies that the selectively-quoted language accurately reflects Carlini's
7 conclusions. To the extent the allegations in this paragraph purport to summarize or characterize
8 or are inconsistent with the full text referenced, Defendant denies the allegations.

9 132. Defendant denies that the selectively-quoted language accurately reflects Carlini's
10 conclusions. To the extent the allegations in this paragraph purport to summarize or characterize
11 or are inconsistent with the full text referenced, Defendant denies the allegations.

12 133. Defendant denies that the selectively-quoted language in the preceding paragraph
13 accurately reflects Carlini's conclusions. To the extent the allegations in this paragraph purport to
14 summarize or characterize or are inconsistent with the full text referenced, Defendant denies the
15 allegations.

16 134. Defendant denies that the selectively-quoted language accurately reflects Carlini's
17 conclusions. To the extent the allegations in this paragraph purport to summarize or characterize
18 or are inconsistent with the full text referenced, Defendant denies the allegations.

19 135. Defendant denies that the selectively-quoted language accurately reflects Carlini's
20 conclusions. To the extent the allegations in this paragraph purport to summarize or characterize
21 or are inconsistent with the full text referenced, Defendant denies the allegations. Defendant lacks
22 knowledge or information sufficient to form a belief as to the truth of the remaining allegations in
23 this paragraph, and on that basis denies them.

24 136. Defendant denies that the selectively-quoted language accurately reflects Carlini's
25 conclusions. To the extent the allegations in this paragraph purport to summarize or characterize
26 or are inconsistent with the full text referenced, Defendant denies the allegations.

27 137. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph, and on that basis denies them.

1 138. Defendant lacks knowledge or information sufficient to form a belief as to the truth
2 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
3 this paragraph purport to summarize or characterize or are inconsistent with the full text
4 referenced, Defendant denies the allegations.

5 139. Defendant denies that these allegations accurately reflect Carlini’s conclusions. To
6 the extent the allegations in this paragraph purport to summarize or characterize or are inconsistent
7 with the full text referenced, Defendant denies the allegations. Defendant lacks knowledge or
8 information sufficient to form a belief as to the truth of the remaining allegations in this paragraph,
9 and on that basis denies them.

10 140. Defendant denies that these allegations accurately reflect Carlini’s conclusions. To
11 the extent the allegations in this paragraph purport to summarize or characterize or are inconsistent
12 with the full text referenced, Defendant denies the allegations. Defendant lacks knowledge or
13 information sufficient to form a belief as to the truth of the remaining allegations in this paragraph,
14 and on that basis denies them.

15 141. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
17 this paragraph purport to summarize or characterize or are inconsistent with the full text
18 referenced, Defendant denies the allegations.

19 142. Defendant lacks knowledge or information sufficient to form a belief as to the truth
20 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
21 this paragraph purport to summarize or characterize or are inconsistent with the full text
22 referenced, Defendant denies the allegations.

23 143. Defendant lacks knowledge or information sufficient to form a belief as to the truth
24 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
25 this paragraph purport to summarize or characterize or are inconsistent with the full text
26 referenced, Defendant denies the allegations.

27 144. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph, and on that basis denies them. To the extent a response is

1 required, Defendant denies these allegations.

2 145. Defendant denies that Carlini’s paper shows that diffusion models—and Stable
3 Diffusion in particular—has the ability to store copies of protected expression from training images
4 and later regenerate it. To the extent the allegations in this paragraph purport to summarize or
5 characterize or are inconsistent with the full text referenced, Defendant denies the allegations.

6 146. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
8 this paragraph purport to summarize or characterize or are inconsistent with the full text
9 referenced, Defendant denies the allegations.

10 147. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
12 this paragraph purport to summarize or characterize or are inconsistent with the full text
13 referenced, Defendant denies the allegations.

14 148. Defendant lacks knowledge or information sufficient to form a belief as to the truth
15 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
16 this paragraph contain legal conclusions, no response is required.

17 149. Defendant lacks knowledge or information sufficient to form a belief as to the truth
18 of the allegations in this paragraph, and on that basis denies them.

19 150. Defendant lacks knowledge or information sufficient to form a belief as to the truth
20 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
21 this paragraph purport to summarize or characterize or are inconsistent with the full text
22 referenced, Defendant denies the allegations.

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

25 151. Defendant lacks knowledge or information sufficient to form a belief as to the truth
26 of the allegations in this paragraph, and on that basis denies them.

27 152. Defendant denies that it has taken any actions “to frustrate Plaintiffs’ investigation
28 of the claims in this complaint.” Defendant lacks knowledge or information sufficient to form a

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

2 153. Defendant admits that it can prohibit the use of certain words in prompts in
3 DreamUp. To the extent the allegations in this paragraph contain legal conclusions, no response
4 is required. Defendant lacks knowledge or information sufficient to form a belief as to the truth
5 of the remaining allegations in this paragraph, and on that basis denies them.

6 154. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the allegations in this paragraph, and on that basis denies them.

8 155. Defendant lacks knowledge or information sufficient to form a belief as to the truth
9 of the allegations in this paragraph, and on that basis denies them.

10 156. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them.

12 157. Defendant lacks knowledge or information sufficient to form a belief as to the truth
13 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
14 this paragraph purport to summarize or characterize or are inconsistent with the full text
15 referenced, Defendant denies the allegations.

16 158. Defendant lacks knowledge or information sufficient to form a belief as to the truth
17 of the allegations in this paragraph, and on that basis denies them.

18 159. Defendant lacks knowledge or information sufficient to form a belief as to the truth
19 of the allegations in this paragraph, and on that basis denies them.

20 160. Defendant lacks knowledge or information sufficient to form a belief as to the truth
21 of the allegations in this paragraph, and on that basis denies them.

22 161. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them.

24 162. Defendant lacks knowledge or information sufficient to form a belief as to the truth
25 of the allegations in this paragraph, and on that basis denies them.

26 163. Defendant lacks knowledge or information sufficient to form a belief as to the truth
27 of the allegations in this paragraph, and on that basis denies them.

28 164. Defendant lacks knowledge or information sufficient to form a belief as to the truth

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

2 165. Defendant lacks knowledge or information sufficient to form a belief as to the truth
3 of the allegations in this paragraph, and on that basis denies them.

4 166. Defendant lacks knowledge or information sufficient to form a belief as to the truth
5 of the allegations in this paragraph, and on that basis denies them.

6 167. Defendant lacks knowledge or information sufficient to form a belief as to the truth
7 of the allegations in this paragraph, and on that basis denies them.

8 168. Defendant lacks knowledge or information sufficient to form a belief as to the truth
9 of the allegations in this paragraph, and on that basis denies them.

10 169. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them.

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

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

16 172. Defendant lacks knowledge or information sufficient to form a belief as to the truth
17 of the allegations in this paragraph, and on that basis denies them.

18 173. Defendant lacks knowledge or information sufficient to form a belief as to the truth
19 of the allegations in this paragraph, and on that basis denies them.

20 174. Defendant lacks knowledge or information sufficient to form a belief as to the truth
21 of the allegations in this paragraph, and on that basis denies them.

22 175. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them.

24 176. Defendant lacks knowledge or information sufficient to form a belief as to the truth
25 of the allegations in this paragraph, and on that basis denies them.

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

28 177. Defendant lacks knowledge or information sufficient to form a belief as to the truth

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

2 178. Defendant admits that, to its understanding, some Stable Diffusion models employ
3 CLIP. Defendant lacks knowledge or information sufficient to form a belief as to the truth of the
4 remaining allegations in this paragraph, and on that basis denies them.

5 179. Defendant admits that a CLIP model can produce a CLIP embedding from an
6 image. However, this general allegation does not appear to be directed at any particular product,
7 and Defendant lacks knowledge or information sufficient to form a belief with respect to whether
8 this description is uniformly true. Defendant lacks knowledge or information sufficient to form a
9 belief as to the truth of the remaining allegations in this paragraph, and on that basis denies them.

10 180. Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
12 this paragraph purport to summarize or characterize or are inconsistent with the full text
13 referenced, Defendant denies the allegations.

14 181. Defendant lacks knowledge or information sufficient to form a belief as to the truth
15 of the allegations in this paragraph, and on that basis denies them. To the extent the allegations in
16 this paragraph purport to summarize or characterize or are inconsistent with the full text
17 referenced, Defendant denies the allegations.

18 182. Defendant denies that these allegations accurately reflect Carlini's conclusions. To
19 the extent the allegations in this paragraph purport to summarize or characterize or are inconsistent
20 with the full text referenced, Defendant denies the allegations.

21 183. Defendant lacks knowledge or information sufficient to form a belief as to the truth
22 of the allegations in this paragraph, and on that basis denies them.

23 184. Defendant lacks knowledge or information sufficient to form a belief as to the truth
24 of the allegations in this paragraph, and on that basis denies them.

25 185. Defendant lacks knowledge or information sufficient to form a belief as to the truth
26 of the allegations in this paragraph, and on that basis denies them.

27 186. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph, and on that basis denies them.

1 187. Defendant lacks knowledge or information sufficient to form a belief as to the truth
2 of the allegations in this paragraph, and on that basis denies them.

3 188. Defendant lacks knowledge or information sufficient to form a belief as to the truth
4 of the allegations in this paragraph, and on that basis denies them.

5 189. Defendant lacks knowledge or information sufficient to form a belief as to the truth
6 of the allegations in this paragraph, and on that basis denies them.

7 190. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the allegations in this paragraph, and on that basis denies them.

9 191. Defendant lacks knowledge or information sufficient to form a belief as to the truth
10 of the allegations in this paragraph, and on that basis denies them.

11 192. To the extent the allegations in this paragraph contain legal conclusions, no
12 response is required. To the extent a response is required, Defendant denies the allegations.

13 193. To the extent the allegations in this paragraph contain legal conclusions, no
14 response is required. To the extent a response is required, Defendant denies the allegations.

15 194. To the extent the allegations in this paragraph contain legal conclusions, no
16 response is required. To the extent a response is required, Defendant denies the allegations.

17 195. To the extent the allegations in this paragraph contain legal conclusions, no
18 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
19 the truth of the allegations in this paragraph, and on that basis denies them.

20 196. To the extent the allegations in this paragraph contain legal conclusions, no
21 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
22 the truth of the allegations in this paragraph, and on that basis denies them.

23 197. To the extent the allegations in this paragraph contain legal conclusions, no
24 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
25 the truth of the allegations in this paragraph, and on that basis denies them.

26 198. To the extent the allegations in this paragraph contain legal conclusions, no
27 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
28 the truth of the allegations in this paragraph, and on that basis denies them.

1 199. To the extent the allegations in this paragraph contain legal conclusions, no
2 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
3 the truth of the allegations in this paragraph, and on that basis denies them.

4 200. To the extent the allegations in this paragraph contain legal conclusions, no
5 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
6 the truth of the allegations in this paragraph, and on that basis denies them.

7 **XIII. USER AND LICENSEE ACTIVITY**

8 201. Defendant denies that it provides any “assistance” to “users and licensees” to “track
9 and update the specific artists (including Plaintiffs) which the AI image products are able to mimic
10 or imitate.” Defendant lacks knowledge or information sufficient to form a belief as to the truth
11 of the remaining allegations in this paragraph, and on that basis denies them.

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

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

16 204. Defendant lacks knowledge or information sufficient to form a belief as to the truth
17 of the allegations in this paragraph, and on that basis denies them.

18 205. Defendant lacks knowledge or information sufficient to form a belief as to the truth
19 of the allegations in this paragraph, and on that basis denies them.

20 206. Defendant lacks knowledge or information sufficient to form a belief as to the truth
21 of the allegations in this paragraph, and on that basis denies them.

22 207. Defendant lacks knowledge or information sufficient to form a belief as to the truth
23 of the allegations in this paragraph, and on that basis denies them.

24 208. Defendant denies that it distributes DreamUp. Defendant denies that it
25 “encourage[s] the use of specific artist names—including Plaintiffs—as text prompts in order to
26 adduce artwork indistinguishable from Plaintiffs from the AI Image Products.” To the extent the
27 allegations in this paragraph contain legal conclusions, no response is required. Defendant lacks
28 knowledge or information sufficient to form a belief as to the truth of the remaining allegations in

1 this paragraph, and on that basis denies them.

2 **XIV. DEFINITIONS FOR THE CAUSES OF ACTIONS**

3 209. The allegations in this paragraph contain legal conclusions to which no response is
4 required.

5 210. The allegations in this paragraph contain legal conclusions to which no response is
6 required.

7 211. The allegations in this paragraph contain legal conclusions to which no response is
8 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
9 the remaining allegations in this paragraph concerning copyright ownership.

10 212. The allegations in this paragraph contain legal conclusions to which no response is
11 required.

12 213. The allegations in this paragraph contain legal conclusions to which no response is
13 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
14 the remaining allegations in this paragraph concerning copyright ownership.

15 214. The allegations in this paragraph contain legal conclusions to which no response is
16 required.

17 215. The allegations in this paragraph contain legal conclusions to which no response is
18 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
19 the remaining allegations in this paragraph concerning copyright ownership.

20 216. The allegations in this paragraph contain legal conclusions to which no response is
21 required.

22 217. The allegations in this paragraph contain legal conclusions to which no response is
23 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
24 the remaining allegations in this paragraph concerning copyright ownership.

25 218. The allegations in this paragraph contain legal conclusions to which no response is
26 required.

27 219. The allegations in this paragraph contain legal conclusions to which no response is
28 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of

1 the remaining allegations in this paragraph concerning copyright ownership.

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

3 220. Defendant lacks knowledge or information sufficient to form a belief as to the truth
4 of the allegations in this paragraph, and on that basis denies them.

5 221. Defendant lacks knowledge or information sufficient to form a belief as to the truth
6 of the allegations in this paragraph, and on that basis denies them.

7 222. The allegations in this paragraph contain legal conclusions to which no response is
8 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
9 the remaining allegations in this paragraph.

10 223. The allegations in this paragraph contain legal conclusions to which no response is
11 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
12 the remaining allegations in this paragraph.

13 224. Defendant lacks knowledge or information sufficient to form a belief as to the truth
14 of the allegations in this paragraph and on that basis denies them.

15 225. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph and on that basis denies them.

17 **COUNT ONE**

18 **Direct copyright infringement of the LAION-5B Registered Works by training the**
19 **Stability Models, including Stable Diffusion 2.0 and Stable Diffusion XL 1.0 against**
20 **Stability on behalf of the LAION-5B Registered Plaintiffs and Damages Subclass**

21 226. This paragraph relates to a claim not made against Defendant and thus no response
22 by Defendant is required. To the extent a response is required, Defendant incorporates by
23 reference its responses to all allegations set forth in paragraphs 1–225 as if fully set forth herein.

24 227. This paragraph relates to a claim not made against Defendant and thus no response
25 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
26 to which no response is required. Defendant lacks knowledge or information sufficient to form a
27 belief as to the truth of the remaining allegations in this paragraph.

28 228. This paragraph relates to a claim not made against Defendant and thus no response
by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions

1 to which no response is required. Defendant lacks knowledge or information sufficient to form a
2 belief as to the truth of the remaining allegations in this paragraph.

3 229. This paragraph relates to a claim not made against Defendant and thus no response
4 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
5 to which no response is required. Defendant lacks knowledge or information sufficient to form a
6 belief as to the truth of the remaining allegations in this paragraph.

7 230. This paragraph relates to a claim not made against Defendant and thus no response
8 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
9 to which no response is required. Defendant lacks knowledge or information sufficient to form a
10 belief as to the truth of the remaining allegations in this paragraph.

11 231. This paragraph relates to a claim not made against Defendant and thus no response
12 by Defendant is required. To the extent a response is required, Defendant lacks knowledge or
13 information sufficient to form a belief as to the truth of the allegations in this paragraph.

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

18 233. This paragraph relates to a claim not made against Defendant and thus no response
19 by Defendant is required. To the extent a response is required, Defendant lacks knowledge or
20 information sufficient to form a belief as to the truth of the allegations in this paragraph.

21 234. This paragraph relates to a claim not made against Defendant and thus no response
22 by Defendant is required. To the extent a response is required, Defendant lacks knowledge or
23 information sufficient to form a belief as to the truth of the allegations in this paragraph.

24 235. This paragraph relates to a claim not made against Defendant and thus no response
25 by Defendant is required. To the extent a response is required, Defendant lacks knowledge or
26 information sufficient to form a belief as to the truth of the allegations in this paragraph.

27 236. This paragraph relates to a claim not made against Defendant and thus no response
28 by Defendant is required. To the extent a response is required, Defendant lacks knowledge or

1 to which no response is required. Defendant lacks knowledge or information sufficient to form a
2 belief as to the truth of the remaining allegations in this paragraph.

3 244. This paragraph relates to a claim not made against Defendant and thus no response
4 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
5 to which no response is required. Defendant lacks knowledge or information sufficient to form a
6 belief as to the truth of the remaining allegations in this paragraph.

7 **COUNT THREE**

8 245. This paragraph relates to a claim not made against Defendant and thus no response
9 by Defendant is required. To the extent a response is required, Defendant incorporates by
10 reference its responses to all allegations set forth in paragraphs 1–244 as if fully set forth herein.

11 246. This paragraph relates to a claim not made against Defendant and thus no response
12 by Defendant is required. To the extent a response is required, Defendant lacks knowledge or
13 information sufficient to form a belief as to the truth of the allegations in this paragraph.

14 247. This paragraph relates to a claim not made against Defendant and thus no response
15 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
16 to which no response is required. Defendant lacks knowledge or information sufficient to form a
17 belief as to the truth of the remaining allegations in this paragraph.

18 248. This paragraph relates to a claim not made against Defendant and thus no response
19 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
20 to which no response is required. Defendant lacks knowledge or information sufficient to form a
21 belief as to the truth of the remaining allegations in this paragraph.

22 249. This paragraph relates to a claim not made against Defendant and thus no response
23 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
24 to which no response is required. Defendant lacks knowledge or information sufficient to form a
25 belief as to the truth of the remaining allegations in this paragraph.

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

27 250. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph and on that basis denies them.

1 251. Defendant lacks knowledge or information sufficient to form a belief as to the truth
2 of the allegations in this paragraph and on that basis denies them.

3 252. Defendant lacks knowledge or information sufficient to form a belief as to the truth
4 of the allegations in this paragraph and on that basis denies them.

5 253. Defendant lacks knowledge or information sufficient to form a belief as to the truth
6 of the allegations in this paragraph and on that basis denies them.

7 254. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the allegations in this paragraph and on that basis denies them.

9 255. Defendant lacks knowledge or information sufficient to form a belief as to the truth
10 of the allegations in this paragraph and on that basis denies them.

11 256. Defendant lacks knowledge or information sufficient to form a belief as to the truth
12 of the allegations in this paragraph and on that basis denies them.

13 257. Defendant lacks knowledge or information sufficient to form a belief as to the truth
14 of the allegations in this paragraph and on that basis denies them.

15 258. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph and on that basis denies them.

17 259. The allegations in this paragraph contain legal conclusions to which no response is
18 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
19 the remaining allegations in this paragraph.

20 260. The allegations in this paragraph contain legal conclusions to which no response is
21 required.

22 261. The allegations in this paragraph contain legal conclusions to which no response is
23 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
24 the remaining allegations in this paragraph.

25 262. The allegations in this paragraph contain legal conclusions to which no response is
26 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
27 the remaining allegations in this paragraph.

28 263. The allegations in this paragraph contain legal conclusions to which no response is

1 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
2 the remaining allegations in this paragraph.

3 264. Defendant lacks knowledge or information sufficient to form a belief as to the truth
4 of the allegations in this paragraph and on that basis denies them.

5 265. Defendant lacks knowledge or information sufficient to form a belief as to the truth
6 of the allegations in this paragraph and on that basis denies them.

7 266. Defendant lacks knowledge or information sufficient to form a belief as to the truth
8 of the allegations in this paragraph and on that basis denies them.

9 267. The allegations in this paragraph contain legal conclusions to which no response is
10 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
11 the remaining allegations in this paragraph.

12 268. The allegations in this paragraph contain legal conclusions to which no response is
13 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
14 the remaining allegations in this paragraph.

15 269. Defendant lacks knowledge or information sufficient to form a belief as to the truth
16 of the allegations in this paragraph and on that basis denies them.

17 270. Defendant lacks knowledge or information sufficient to form a belief as to the truth
18 of the allegations in this paragraph and on that basis denies them.

19 **COUNT FOUR**

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

23 271. This paragraph relates to a claim not made against Defendant and thus no response
24 by Defendant is required, Defendant incorporates by reference its responses to all allegations set
25 forth in paragraphs 1–270 as if fully set forth herein.

26 272. This paragraph relates to a claim not made against Defendant and thus no response
27 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
28 to which no response is required. Defendant lacks knowledge or information sufficient to form a
belief as to the truth of the remaining allegations in this paragraph.

1 to which no response is required. Defendant lacks knowledge or information sufficient to form a
2 belief as to the truth of the remaining allegations in this paragraph.

3 280. This paragraph relates to a claim not made against Defendant and thus no response
4 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
5 to which no response is required. Defendant lacks knowledge or information sufficient to form a
6 belief as to the truth of the remaining allegations in this paragraph.

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

11 282. This paragraph relates to a claim not made against Defendant and thus no response
12 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
13 to which no response is required. Defendant lacks knowledge or information sufficient to form a
14 belief as to the truth of the remaining allegations in this paragraph.

15 **COUNT FIVE³**

16 283. This paragraph relates to a claim not made against Defendant and thus no response
17 by Defendant is required. To the extent a response is required, Defendant incorporates by
18 reference its responses to all allegations set forth in paragraphs 1–282 as if fully set forth herein.

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

23 285. This paragraph relates to a claim not made against Defendant and thus no response
24 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
25 to which no response is required. Defendant lacks knowledge or information sufficient to form a
26 belief as to the truth of the remaining allegations in this paragraph.

27 _____
28 ³ Plaintiffs’ Third Amended Complaint repeats Count Five and skips Count Six. This Answer
reflects Plaintiffs’ numbering.

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

3 293. This paragraph relates to a claim not made against Defendant and thus no response
4 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
5 to which no response is required. Defendant lacks knowledge or information sufficient to form a
6 belief as to the truth of the remaining allegations in this paragraph.

7 294. This paragraph relates to a claim not made against Defendant and thus no response
8 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
9 to which no response is required. Defendant lacks knowledge or information sufficient to form a
10 belief as to the truth of the remaining allegations in this paragraph.

11 295. This paragraph relates to a claim not made against Defendant and thus no response
12 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
13 to which no response is required. Defendant lacks knowledge or information sufficient to form a
14 belief as to the truth of the remaining allegations in this paragraph.

15 **COUNT EIGHT**

16 **Lanham Act — false endorsement by unauthorized commercial use of artists’ names**
17 **against Midjourney on behalf of the Midjourney Named Plaintiffs and Class**

18 296. This paragraph relates to a claim not made against Defendant and thus no response
19 by Defendant is required. To the extent a response is required, Defendant incorporates by
20 reference its responses to all allegations set forth in paragraphs 1–295 as if fully set forth herein.

21 297. This paragraph relates to a claim not made against Defendant and thus no response
22 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
23 to which no response is required. Defendant lacks knowledge or information sufficient to form a
24 belief as to the truth of the remaining allegations in this paragraph.

25 298. This paragraph relates to a claim not made against Defendant and thus no response
26 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
27 to which no response is required. Defendant lacks knowledge or information sufficient to form a
28 belief as to the truth of the remaining allegations in this paragraph.

1 299. This paragraph relates to a claim not made against Defendant and thus no response
2 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
3 to which no response is required. Defendant lacks knowledge or information sufficient to form a
4 belief as to the truth of the remaining allegations in this paragraph.

5 300. This paragraph relates to a claim not made against Defendant and thus no response
6 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
7 to which no response is required. Defendant lacks knowledge or information sufficient to form a
8 belief as to the truth of the remaining allegations in this paragraph.

9 301. This paragraph relates to a claim not made against Defendant and thus no response
10 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
11 to which no response is required. Defendant lacks knowledge or information sufficient to form a
12 belief as to the truth of the remaining allegations in this paragraph.

13 302. This paragraph relates to a claim not made against Defendant and thus no response
14 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
15 to which no response is required. Defendant lacks knowledge or information sufficient to form a
16 belief as to the truth of the remaining allegations in this paragraph and on that basis denies them.

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

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

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

1 belief as to the truth of the remaining allegations in this paragraph.

2 313. This paragraph relates to a claim not made against Defendant and thus no response
3 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
4 to which no response is required. Defendant lacks knowledge or information sufficient to form a
5 belief as to the truth of the remaining allegations in this paragraph.

6 314. This paragraph relates to a claim not made against Defendant and thus no response
7 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
8 to which no response is required. Defendant lacks knowledge or information sufficient to form a
9 belief as to the truth of the remaining allegations in this paragraph.

10 315. This paragraph relates to a claim not made against Defendant and thus no response
11 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
12 to which no response is required. Defendant lacks knowledge or information sufficient to form a
13 belief as to the truth of the remaining allegations in this paragraph.

14 316. This paragraph relates to a claim not made against Defendant and thus no response
15 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
16 to which no response is required. Defendant lacks knowledge or information sufficient to form a
17 belief as to the truth of the remaining allegations in this paragraph.

18 317. This paragraph relates to a claim not made against Defendant and thus no response
19 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
20 to which no response is required. Defendant lacks knowledge or information sufficient to form a
21 belief as to the truth of the remaining allegations in this paragraph.

22 318. This paragraph relates to a claim not made against Defendant and thus no response
23 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
24 to which no response is required. Defendant lacks knowledge or information sufficient to form a
25 belief as to the truth of the remaining allegations in this paragraph.

26 319. This paragraph relates to a claim not made against Defendant and thus no response
27 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
28 to which no response is required. Defendant lacks knowledge or information sufficient to form a

1 belief as to the truth of the remaining allegations in this paragraph.

2 320. This paragraph relates to a claim not made against Defendant and thus no response
3 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
4 to which no response is required. Defendant lacks knowledge or information sufficient to form a
5 belief as to the truth of the remaining allegations in this paragraph.

6 321. This paragraph relates to a claim not made against Defendant and thus no response
7 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
8 to which no response is required. Defendant lacks knowledge or information sufficient to form a
9 belief as to the truth of the remaining allegations in this paragraph.

10 322. This paragraph relates to a claim not made against Defendant and thus no response
11 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
12 to which no response is required. Defendant lacks knowledge or information sufficient to form a
13 belief as to the truth of the remaining allegations in this paragraph.

14 323. This paragraph relates to a claim not made against Defendant and thus no response
15 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
16 to which no response is required. Defendant lacks knowledge or information sufficient to form a
17 belief as to the truth of the remaining allegations in this paragraph.

18 324. This paragraph relates to a claim not made against Defendant and thus no response
19 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
20 to which no response is required. Defendant lacks knowledge or information sufficient to form a
21 belief as to the truth of the remaining allegations in this paragraph.

22 325. This paragraph relates to a claim not made against Defendant and thus no response
23 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
24 to which no response is required. Defendant lacks knowledge or information sufficient to form a
25 belief as to the truth of the remaining allegations in this paragraph.

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

27 326. Defendant lacks knowledge or information sufficient to form a belief as to the truth
28 of the allegations in this paragraph and on that basis denies them.

1 327. Defendant lacks knowledge or information sufficient to form a belief as to the truth
2 of the allegations in this paragraph and on that basis denies them.

3 328. The allegations in this paragraph contain legal conclusions to which no response is
4 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
5 the remaining allegations in this paragraph.

6 329. The allegations in this paragraph contain legal conclusions to which no response is
7 required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of
8 the remaining allegations in this paragraph.

9 **COUNT TEN**

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

13 330. This paragraph relates to a claim not made against Defendant and thus no response
14 by Defendant is required. To the extent a response is required, Defendant incorporates by
15 reference its responses to all allegations set forth in paragraphs 1–329 as if fully set forth herein.

16 331. This paragraph relates to a claim not made against Defendant and thus no response
17 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
18 to which no response is required. Defendant lacks knowledge or information sufficient to form a
19 belief as to the truth of the remaining allegations in this paragraph.

20 332. This paragraph relates to a claim not made against Defendant and thus no response
21 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
22 to which no response is required. Defendant lacks knowledge or information sufficient to form a
23 belief as to the truth of the remaining allegations in this paragraph.

24 333. This paragraph relates to a claim not made against Defendant and thus no response
25 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
26 to which no response is required. Defendant lacks knowledge or information sufficient to form a
27 belief as to the truth of the remaining allegations in this paragraph.

28 334. This paragraph relates to a claim not made against Defendant and thus no response

1 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
2 to which no response is required. Defendant lacks knowledge or information sufficient to form a
3 belief as to the truth of the remaining allegations in this paragraph.

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

8 336. This paragraph relates to a claim not made against Defendant and thus no response
9 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
10 to which no response is required. Defendant lacks knowledge or information sufficient to form a
11 belief as to the truth of the remaining allegations in this paragraph.

12 337. This paragraph relates to a claim not made against Defendant and thus no response
13 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
14 to which no response is required. Defendant lacks knowledge or information sufficient to form a
15 belief as to the truth of the remaining allegations in this paragraph.

16 **COUNT ELEVEN**

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

19 338. This paragraph relates to a claim not made against Defendant and thus no response
20 by Defendant is required. To the extent a response is required, Defendant incorporates by
21 reference its responses to all allegations set forth in paragraphs 1–337 as if fully set forth herein.

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

26 340. This paragraph relates to a claim not made against Defendant and thus no response
27 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
28 to which no response is required. Defendant lacks knowledge or information sufficient to form a

1 belief as to the truth of the remaining allegations in this paragraph.

2 341. This paragraph relates to a claim not made against Defendant and thus no response
3 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
4 to which no response is required. Defendant lacks knowledge or information sufficient to form a
5 belief as to the truth of the remaining allegations in this paragraph.

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

10 343. This paragraph relates to a claim not made against Defendant and thus no response
11 by Defendant is required. Additionally, the allegations in this paragraph contain legal conclusions
12 to which no response is required. Defendant lacks knowledge or information sufficient to form a
13 belief as to the truth of the remaining allegations in this paragraph.

14 **XVIII. CAUSES OF ACTION AGAINST DEVIANTART**

15 344. Admit.

16 345. Admit.

17 346. Defendant denies that (i) it released DreamUp on November 9, 2022; (ii) DreamUp
18 is only available to paying customers of Defendant; (iii) a member must subscribe to a Core Plan
19 to use DreamUp; (iv) Custom Core Plans typically range in price from \$3.95 to \$14.95 per month;
20 and (v) DreamUp’s “Pro” level costs \$9.95 per month and permits 200 DreamUp Text Prompts
21 per month. Defendant admits the remaining allegations in this paragraph.

22 347. Defendant admits that it holds itself out as, and is, an art community and that it
23 chooses to provide many features that creators may prefer. Defendant lacks knowledge or
24 information sufficient to form a belief as to the truth of the remaining statement since it is not
25 comprehensible, and on that basis denies it.

26 348. Defendant lacks knowledge or information sufficient to form a belief as to the truth
27 of the allegations in this paragraph, and on that basis denies them.

28 349. Defendant denies that, at the time LAION-5B was created, Defendant was aware

1 that LAION-5B contained images from DeviantArt. Defendant denies that it was aware that
2 Stability allegedly “downloaded these million images from the DeviantArt website as a necessary
3 and preliminary step in the training of the Stability Models.” Defendant lacks knowledge or
4 information sufficient to form a belief as to the truth of the remaining allegations in this paragraph,
5 and on that basis denies them.

6 350. Defendant admits that “the ‘wixmp.com’ domain... is used by DeviantArt to store
7 member images” and that Wix Inc. is the parent company of Defendant. Defendant lacks
8 knowledge or information sufficient to form a belief as to the truth of the remaining allegations in
9 this paragraph, and on that basis denies them.

10 351. Defendant admits that DreamUp deployed a version of Stable Diffusion. Defendant
11 admits that its terms of service do not disclose the version of Stable Diffusion used. The remaining
12 allegations in this paragraph contain legal conclusions to which no response is required.

13 352. Defendant admits that (i) “the DreamUp terms require users to also accept the terms
14 of the CreativeML Open RAIL M License linked at <https://huggingface.co/spaces/CompVis/stable>
15 diffusion license”; (ii) the URL refers to CompVis; and (iii) the license is dated August 22, 2022.
16 Defendant denies the remaining inferences in the paragraph.

17 353. Defendant lacks knowledge or information sufficient to form a belief as to the truth
18 of the allegations in this paragraph, and on that basis denies them.

19 354. Defendant lacks knowledge or information sufficient to form a belief as to the truth
20 of the allegations in this paragraph, and on that basis denies them.

21 355. To the extent the allegations in this paragraph contain legal conclusions, no
22 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
23 the truth of the remaining allegations in this paragraph, and on that basis denies them.

24 356. To the extent the allegations in this paragraph contain legal conclusions, no
25 response is required. Defendant lacks knowledge or information sufficient to form a belief as to
26 the truth of the remaining allegations in this paragraph, and on that basis denies them.

27 357. To the extent the allegations in this paragraph contain legal conclusions, no
28 response is required. Defendant denies that the paragraph accurately reflects Carlini’s conclusions.

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

3 358. The allegations in this paragraph contain legal conclusions to which no response is
4 required.

5 359. Defendant denies that it “continues to obfuscate,” or has ever obfuscated, “the
6 source of DreamUp’s training data.” Defendant admits that the quoted text appears on its website.
7 To the extent the allegations in this paragraph purport to summarize or characterize or are
8 inconsistent with the full text of the webpage, Defendant denies those allegations.

9 360. Defendant denies that (i) its answer is misleading; (ii) it misled its community; and
10 (iii) if images from DeviantArt were used to train Stable Diffusion, such images are therefore “in”
11 Stable Diffusion, or “in” DreamUp. Defendant lacks knowledge or information sufficient to form
12 a belief as to the truth of the remaining allegations in this paragraph, and on that basis denies them.

13 361. To the extent the allegations in this paragraph purport to quote from portions of a
14 publicly available comment, the full text of the comment speaks for itself. To the extent the
15 allegations in this paragraph purport to summarize or characterize or are inconsistent with the full
16 text of the comment, Defendant denies those allegations. Defendant admits that it “did not do any
17 fine tuning of the weights included in the Stable Diffusion Model DreamUp was based on.”
18 Defendant denies any remaining allegations in this paragraph.

19 362. Defendant admits that the quoted text appears on its website. To the extent the
20 allegations in this paragraph purport to summarize or characterize or are inconsistent with the full
21 text of the webpage, Defendant denies those allegations. To the extent the allegations in this
22 paragraph contain legal conclusions, no response is required. Defendant denies any remaining
23 allegations in this paragraph.

24 363. To the extent the allegations in this paragraph contain legal conclusions, no
25 response is required. Defendant admits that users are permitted to resubmit their generated outputs
26 to use as image prompts with other text in order to generate more images. Defendant denies the
27 remaining allegations in this paragraph.

28 364. Denied.

1 365. Defendant admits that it held a group audio session on November 11, 2022 from
2 approximately 1:00-2:30 PM PT. Defendant denies remaining allegations in this paragraph.

3 366. Defendant admits that Mr. Levy stated that: “You need to listen to what artists want.
4 What creators want The reason why we’re using Stable Diffusion is because it’s the only
5 option for us to take an open source and modify it so we can put the checks and balances inside.
6 The other platforms, the other companies do not allow it; they are centralized companies with
7 closed models We cannot modify it. So we’re taking a version—and by the way, that was
8 my decision. That’s our decision by me as the CEO. That’s my decision to take Stable Diffusion—
9 because it’s the only option that we can take and modify and put those checks and balances.”
10 Defendant states that Plaintiffs’ selective quotation is misleading; the full audio recording speaks
11 for itself. To the extent the allegations in this paragraph purport to summarize or characterize or
12 are inconsistent with the full text of the comment, Defendant denies those allegations. Defendant
13 denies any remaining allegations in this paragraph.

14 367. To the extent the allegations in this paragraph purport to quote from portions of a
15 publicly available comment, the full text of the comment speaks for itself. To the extent the
16 allegations in this paragraph purport to summarize or characterize or are inconsistent with the full
17 text of the comment, Defendant denies those allegations. Defendant denies any remaining
18 allegations in this paragraph.

19 368. Defendant admits that it updated its terms of service on November 11, 2022 to
20 include a Data Scraping & Machine Learning Activities section. To the extent the allegations in
21 this paragraph purport to paraphrase the terms of service, the full text of the terms of service speaks
22 for itself. To the extent the allegations in this paragraph purport to summarize or characterize or
23 are inconsistent with the full text of the terms of service, Defendant denies those allegations.
24 Defendant denies any remaining allegations in this paragraph.

25 369. Defendant admits it is interested in using, and uses, its terms of service to protect
26 creators. To the extent the allegations in this paragraph purport to paraphrase the terms of service,
27 the full text of the terms of service speaks for itself. To the extent the allegations in this paragraph
28 purport to summarize or characterize or are inconsistent with the full text of the terms of service,

1 Defendant denies those allegations. Defendant admits that it “spearhead[ed] a system for artists
2 to opt-out of having their works trained upon.” Defendant denies any remaining allegations in this
3 paragraph.

4 370. Defendant admits that it utilizes a system of HTML tags that allows users to
5 associate the “noai” and “noimageai” HTML tags with their art. Defendant denies the remaining
6 allegations in this paragraph.

7 371. Denied.

8 372. Admit.

9 373. To the extent the allegations in this paragraph purport to quote the terms of service,
10 the full text of the terms of service speaks for itself. To the extent the allegations in this paragraph
11 purport to summarize or characterize or are inconsistent with the full text of the terms of service,
12 Defendant denies those allegations. Defendant denies any remaining allegations in this paragraph.

13 **COUNT TWELVE**

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

17 374. Defendant incorporates by reference its responses to all allegations set forth in
18 paragraphs 1–373 as if fully set forth herein.

19 375. The allegations in this paragraph contain legal conclusions to which no response is
20 required. To the extent a response is required, Defendant denies the allegations.

21 376. The allegations in this paragraph contain legal conclusions to which no response is
22 required. To the extent a response is required, Defendant denies the allegations.

23 377. The allegations in this paragraph contain legal conclusions to which no response is
24 required. To the extent a response is required, Defendant denies the allegations.

25 378. The allegations in this paragraph contain legal conclusions to which no response is
26 required. To the extent a response is required, Defendant denies the allegations.

27 379. The allegations in this paragraph contain legal conclusions to which no response is
28 required. To the extent a response is required, Defendant denies the allegations.

COUNT THIRTEEN

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

380. Defendant incorporates by reference its responses to all allegations set forth in paragraphs 1–379 as if fully set forth herein.

381. Defendant admits that Defendant used a set of millions of images DeviantArt users uploaded to the DeviantArt website in developing a model to add a DeviantArt-specific CLIP token in connection with Defendant’s DreamUp product. That model is not an image-generative AI model; it does not create images. To the extent the allegations in this paragraph contain legal conclusions, no response is required. Defendant lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in this paragraph, and on that basis denies them.

382. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is required, Defendant denies the allegations.

383. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is required, Defendant denies the allegations.

JURY DEMAND

With respect to the jury demand contained in Plaintiffs’ Third Amended Complaint, Defendant states that no response is required. To the extent a response is deemed required, Defendant denies that all of Plaintiffs’ claims are properly triable to a jury.

AFFIRMATIVE DEFENSES

In further answer to the allegations made by Plaintiffs in the Third Amended Complaint, Defendant asserts the following affirmative defenses, incorporating by reference all of the preceding material. Defendant does not concede that it has the burden of proof on the defenses listed below.

FIRST AFFIRMATIVE DEFENSE

To the extent there is copying of copyrightable expression, that copying constitutes fair use pursuant to 17 U.S.C. § 107.

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SECOND AFFIRMATIVE DEFENSE

Plaintiffs’ claims are barred, in whole or in part, by one or more equitable doctrines, such as estoppel and laches.

THIRD AFFIRMATIVE DEFENSE

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

FOURTH AFFIRMATIVE DEFENSE

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

FIFTH AFFIRMATIVE DEFENSE

Plaintiffs’ claims are barred, in whole or in part, because Plaintiffs do not own or hold exclusive rights under 17 U.S.C. § 106 or any copyright law over each work that was allegedly infringed, including without limitation because some or all of the materials over which Plaintiffs claim copyright are in the public domain.

SIXTH AFFIRMATIVE DEFENSE

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

SEVENTH AFFIRMATIVE DEFENSE

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

EIGHTH AFFIRMATIVE DEFENSE

Plaintiffs’ claims are barred, in whole or in part, because Plaintiffs have suffered no provable injury as a result of Defendant’s alleged copying.

NINTH AFFIRMATIVE DEFENSE

Plaintiffs’ claims for injunctive relief are barred, in whole or in part, because Plaintiffs have failed to state facts sufficient to support a claim for injunctive relief, and there is an adequate remedy at law.

TENTH AFFIRMATIVE DEFENSE

Plaintiffs’ claims are barred, in whole or in part, because the copyright registrations purporting to cover some or all of the works in dispute are invalid and do not satisfy the

1 requirements of 17 U.S.C. §§ 411–412.

2 **ELEVENTH AFFIRMATIVE DEFENSE**

3 Plaintiffs’ claims of copyright infringement are barred or limited by the idea/expression
4 dichotomy and/or merger doctrine.

5 **TWELFTH AFFIRMATIVE DEFENSE**

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

8 **THIRTEENTH AFFIRMATIVE DEFENSE**

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

11 **FOURTEENTH AFFIRMATIVE DEFENSE**

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

15 **FIFTEENTH AFFIRMATIVE DEFENSE**

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

21 **ADDITIONAL AFFIRMATIVE DEFENSES**

22 Defendant has not knowingly or intentionally waived any applicable defenses and reserves
23 the right to assert and rely on other applicable defenses as may become available or apparent during
24 discovery in this matter. Defendant reserves the right to amend this Answer and/or its affirmative
25 defenses.

26 **REQUEST FOR RELIEF**

27 WHEREFORE, Defendant respectfully requests that this Court:

- 28 1. Enter judgment in Defendant’s favor and against Plaintiffs;

- 1 2. Dismiss all claims by Plaintiffs with prejudice;
- 2 3. Award Defendant its attorneys' fees and costs to the extent permitted by law; and
- 3 4. Grant Defendant such other and further relief as this Court deems just and proper.

4
5 Dated: March 13, 2026

Respectfully submitted,

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