

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AUTHORS GUILD, DAVID BALDACCI,
MARY BLY, MICHAEL CONNELLY,
SYLVIA DAY, JONATHAN FRANZEN,
JOHN GRISHAM, ELIN HILDERBRAND,
CHRISTINA BAKER KLINE, MAYA
SHANBHAG LANG, VICTOR LAVALLE,
GEORGE R.R. MARTIN, JODI PICOULT,
DOUGLAS PRESTON, ROXANA
ROBINSON, GEORGE SAUNDERS, SCOTT
TUROW, and RACHEL VAIL, individually
and on behalf of others similarly situated,

Plaintiffs,

v.

OPEN AI INC., OPENAI OPCO LLC,
OPENAI GP LLC, OPENAI, LLC, OPENAI
GLOBAL LLC, OAI CORPORATION LLC,
OPENAI HOLDINGS LLC, OPENAI
STARTUP FUND I LP, OPENAI STARTUP
FUND GP I LLC, OPENAI STARTUP FUND
MANAGEMENT LLC, and MICROSOFT
CORPORATION,

Defendants.

JONATHAN ALTER, KAI BIRD, TAYLOR
BRANCH, RICH COHEN, EUGENE
LINDEN, DANIEL OKRENT, JULIAN
SANCTON, HAMPTON SIDES, STACY
SCHIFF, JAMES SHAPIRO, JIA
TOLENTINO, and SIMON WINCHESTER, on
behalf of themselves and all others similarly
situated,

Plaintiffs,

v.

OPENAI, INC., OPENAI OPCO LLC,
OPENAI GP, LLC, OPENAI GLOBAL LLC,
OAI CORPORATION, LLC, OPENAI
HOLDINGS, LLC, OPENAI STARTUP FUND
I LP, OPENAI STARTUP FUND GP I LLC,
OPENAI STARTUP FUND MANAGEMENT
LLC, and MICROSOFT CORPORATION,

Defendants.

Case No. 1:23-cv-08292-SHS

Case No. 1:23-cv-10211-SHS

**DEFENDANT MICROSOFT
CORPORATION'S ANSWER TO
FIRST CONSOLIDATED CLASS
ACTION COMPLAINT**

Defendant Microsoft Corporation submits this Answer to the First Consolidated Class Action Complaint (“Consolidated Complaint”) filed by Plaintiffs on February 2, 2024 (and corrected on February 5, 2024) in the above-captioned matters. Where the Consolidated Complaint combines allegations about Microsoft and OpenAI together, Microsoft’s responses below apply solely to allegations related to Microsoft, and Microsoft states that it lacks sufficient knowledge or information sufficient to form a belief regarding such allegations against OpenAI and on that basis denies them. To the extent not expressly admitted below, Microsoft denies each and every allegation of the Consolidated Complaint.

NATURE OF THE CASE

1. Microsoft admits that it has built a business valued into the tens of billions of dollars. The rest of Paragraph 1 of the Consolidated Complaint states conclusions of law and argument by Plaintiffs for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations of paragraph 1.

2. Microsoft admits that Plaintiffs are authors and that they purport to bring this action under the Copyright Act. Microsoft denies the remaining allegations in paragraph 2.

3. Denied.

4. Microsoft admits that it built and operates the Azure hosting platform, that it worked with OpenAI to design supercomputers suitable for training and operating large language models as part of the Azure hosting platform, and that the Azure hosting platform was used by OpenAI to train and operate one or more of its LLMs. Microsoft admits that some of its products use one or more of OpenAI’s LLMs, and that such LLMs have been designed to generate new text content that may mimic a human written response. Microsoft denies the remaining allegations set forth in paragraph 4.

5. Microsoft admits that Fred von Lohmann submitted a response to a notice of inquiry and request for comment from the U.S. Copyright Office on October 30, 2023. Microsoft lacks knowledge or information sufficient to form a belief about the particulars of the training of

OpenAI's models and on that basis denies those allegations. Microsoft admits that training large language models ("LLMs") requires a large and diverse corpus of human-authored textual material. Microsoft denies the remaining allegations in paragraph 5.

6. Microsoft lacks knowledge or information sufficient to form a belief about the particulars of the training of OpenAI's models and on that basis denies those allegations. Microsoft admits that training LLMs requires a large and diverse corpus of human-authored textual material. Microsoft denies the remaining allegations in paragraph 6.

7. Paragraph 7 is argument by Plaintiffs to which no response is required. To the extent a response is necessary, Microsoft denies the allegations of paragraph 7.

8. Microsoft admits that Sam Altman testified before Congress on May 16, 2023 and that Mr. Altman's responses are provided at https://www.judiciary.senate.gov/imo/media/doc/2023-05-16_-_qfr_responses_-_altman.pdf. Microsoft further admits that the transcript of the testimony is available at <https://www.techpolicy.press/transcript-senate-judiciary-subcommittee-hearing-on-oversight-of-ai/>. Microsoft denies the remaining allegations in paragraph 8.

9. Microsoft denies that it trained GPT-3 or any other LLM referenced in the Consolidated Complaint. Microsoft admits that it built and operates the Azure hosting platform, that it worked with OpenAI to design supercomputers suitable for training and operating large language models as part of the Azure hosting platform, and that the Azure hosting platform was used by OpenAI to train and operate one or more of its LLMs. Microsoft admits that an article entitled "The Biggest Challenges Facing OpenAI's Mira Murati, the Newly Minted Most Powerful Woman in Tech," by AJ Hess, was published on November 18, 2023; and that an article entitled "Microsoft Starts Selling AI Toll for Office, Which Could Generate \$10 Billion a Year by 2026," by Jordan Novet, was published on November 1, 2023. The remainder of paragraph 9 is argument by Plaintiffs to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remainder of the allegations in paragraph 9.

10. Microsoft denies that it trained any of the models at issue and lacks knowledge or information sufficient to form a belief regarding the dataset that was used to train them and on that basis denies the allegations regarding the corpus of material used to train the models. The remainder of paragraph 10 contains argument by Plaintiffs for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remainder of paragraph 10.

11. Paragraph 11 states conclusions of law and argument by Plaintiffs for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft admits that Plaintiffs are purporting to represent classes seeking damages and injunctive relief for claims of copyright infringement, and denies the remaining allegations in paragraph 11.

JURISDICTION AND VENUE

12. Admitted.

13. Admitted as to Microsoft. Otherwise, Microsoft lacks information and knowledge sufficient to form a belief and on that basis denies the remaining allegations of paragraph 13.

14. Denied.

15. Microsoft admits that it has made available and sold GPT-based software and services. Microsoft admits that it maintains offices and employs personnel in New York, including some personnel who are involved in its AI-related operations. Microsoft denies that Microsoft or OAI committed infringement when OAI trained its models, or that Microsoft assisted in any infringement. Microsoft does not contest jurisdiction and venue in this Court. To the extent a further response is required, the remaining allegations are denied.

16. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegation regarding Plaintiffs' citizenship, and therefore denies that allegation. Microsoft otherwise denies the allegations of paragraph 16.

17. Paragraph 17 states conclusions of law for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft admits that venue is proper in the

Southern District of New York. Except as expressly admitted, Microsoft denies the allegations of paragraph 17.

THE PARTIES

A. Plaintiffs

18. Admitted.

19. Microsoft admits that Plaintiff Jonathan Alter is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 19, and therefore denies them.

20. Microsoft admits that Plaintiff David Balducci is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 20, and therefore denies them.

21. Microsoft admits that Plaintiff Kai Bird is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 21, and therefore denies them.

22. Microsoft admits that Plaintiff Mary Bly is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 22, and therefore denies them.

23. Microsoft admits that Plaintiff Taylor Branch is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 23, and therefore denies them.

24. Microsoft admits that Plaintiff Rich Cohen is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 24, and therefore denies them.

25. Microsoft admits that Plaintiff Michael Connelly is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 25, and therefore denies them.

26. Microsoft admits that Plaintiff Sylvia Day is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 26, and therefore denies them.

27. Microsoft admits that Plaintiff Jonathan Franzen is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 27, and therefore denies them.

28. Microsoft admits that Plaintiff John Grisham is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 28, and therefore denies them.

29. Microsoft admits that Plaintiff Elin Hilderbrand is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 29, and therefore denies them.

30. Microsoft admits that Plaintiff Christina Baker Kline is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 30, and therefore denies them.

31. Microsoft admits that Plaintiff Maya Shanbhag Lang is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 31, and therefore denies them.

32. Microsoft admits that Plaintiff Victor LaValle is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 32, and therefore denies them.

33. Microsoft admits that Plaintiff Eugene Linden is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 33, and therefore denies them.

34. Microsoft admits that Plaintiff George R.R. Martin is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 34, and therefore denies them.

35. Microsoft admits that Plaintiff Daniel Okrent is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 35, and therefore denies them.

36. Microsoft admits that Plaintiff Jodi Picoult is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 36, and therefore denies them.

37. Microsoft admits that Plaintiff Douglas Preston is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 37, and therefore denies them.

38. Microsoft admits that Plaintiff Roxana Robinson is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 38, and therefore denies them.

39. Microsoft admits that Plaintiff Julian Sancton is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 39, and therefore denies them.

40. Microsoft admits that Plaintiff George Saunders is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 40, and therefore denies them.

41. Microsoft admits that Plaintiff Stacy Schiff is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 41, and therefore denies them.

42. Microsoft admits that Plaintiff Hampton Sides is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 42, and therefore denies them.

43. Microsoft admits that Plaintiff James Shapiro is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 43, and therefore denies them.

44. Microsoft admits that Plaintiff Jia Tolentino is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 44, and therefore denies them.

45. Microsoft admits that Plaintiff Scott Turow is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 45, and therefore denies them.

46. Microsoft admits that Plaintiff Simon Winchester OBE is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 46, and therefore denies them.

47. Microsoft admits that Plaintiff Rachel Vail is an author. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 47, and therefore denies them.

48. Microsoft admits that Exhibits A and B purport to contain certain copyright registration information. Microsoft denies the remaining allegations in paragraph 48.

B. OpenAI Defendants

49. Microsoft admits that OpenAI, Inc. is a Delaware nonprofit corporation with a principal place of business in San Francisco, California, was formed in December 2015. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 49, and therefore denies them.

50. Microsoft admits that OpenAI GP, LLC is a Delaware limited liability company with a principal place of business in San Francisco, California. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 50, and therefore denies them.

51. Microsoft admits that OpenAI OpCo LLC is a Delaware limited liability company with a principal place of business in San Francisco, California. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 51, and therefore denies them.

52. Microsoft admits that OpenAI, LLC is a Delaware limited liability company with a principal place of business in San Francisco, California. Microsoft admits that OpenAI, LLC was formed in September 2020. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 52, and therefore denies them.

53. Microsoft admits that OpenAI Global LLC is a Delaware limited liability company with a principal place of business in San Francisco, California. Microsoft admits that it is a minority investor of OpenAI Global LLC. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 53, and therefore denies them.

54. Microsoft admits that OAI Corporation, LLC is a Delaware limited liability company with a principal place of business in San Francisco, California. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 54, and therefore denies them.

55. Microsoft admits that OpenAI Holdings, LLC is a Delaware limited liability company. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 55, and therefore denies them.

56. Admitted.

57. Admitted.

58. Admitted.

C. Microsoft

59. Microsoft admits that it is a Washington corporation with a principal place of business and headquarters in Redmond, Washington. Microsoft also admits that it is a minority investor in OpenAI Global LLC. Microsoft further admits that there were joint efforts between Microsoft and OpenAI to create supercomputer technologies suitable for developing and operating LLMs. Except as expressly admitted, Microsoft denies the remaining allegations set forth in paragraph 59.

FACTUAL ALLEGATIONS

A. Generative AI and Large Language Models

60. Microsoft admits that “artificial intelligence” is commonly abbreviated “AI.” As the nature of AI and what constitutes AI is the subject of significant debate, Microsoft denies the remainder of paragraph 60.

61. Microsoft admits that systems commonly referred to as “generative AI” are designed to generate new text, images, audio or other data in response to user inputs commonly referred to as “prompts.” Microsoft denies the remaining allegations in paragraph 61.

62. Paragraph 62 contains hypotheticals to which no response is required. To the extent a response is nonetheless deemed necessary, denied.

63. Paragraph 63 is too vague to identify the systems that are intended to be encompassed by the allegations and on that basis is denied, as Microsoft cannot determine whether the systems at issue in that paragraph were or were not built using LLMs.

64. Microsoft lacks knowledge or information sufficient to form a belief about the particulars of the training of OpenAI’s models and on that basis denies those allegations of paragraph 64.

65. Microsoft admits that the quote in paragraph 65 is generally attributable to OpenAI. Microsoft lacks knowledge or information sufficient to form a belief about the particulars of the training of OpenAI’s models and on that basis denies those allegations of paragraph 65.

66. Admitted.

67. Microsoft admits that training LLMs requires a large and diverse corpus of human-authored textual material. Microsoft denies the remaining allegations in paragraph 67.

68. Microsoft admits that a report entitled “Public Views on Artificial Intelligence and Intellectual Property Policy” was published by the USPTO on October 7, 2023 and that it states “The ingestion of copyrighted works for purposes of machine learning will almost by definition involve the reproduction of entire works or substantial portions thereof,” but Plaintiffs appear to have misquoted it and the allegation is therefore denied.

69. Denied.

70. Denied.

71. Microsoft admits that the quality of an LLM is dependent on many factors, one of which is quality of the training data. Microsoft denies the remaining allegations of paragraph 71.

72. Denied.

73. Microsoft admits that an article entitled “Aligning Books and Movies: Towards Story-like Visual Explanations by Watching Movies and Reading Books,” by Yukun Zhu *et al.*, was published June 22, 2015. Except as expressly admitted, Microsoft denies the remaining allegations set forth in paragraph 73.

74. Denied.

75. This allegation is overly vague in its use of seemingly technical terminology, including terminology used in quotes without a reference, making it difficult to ascertain whether any part of it can be admitted. Accordingly, Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 75, and therefore denies them.

76. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 76, and therefore denies them.

77. Denied.

78. Paragraph 78 states conclusions of law and argument by Plaintiffs for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations of paragraph 78.

B. OpenAI’s Willful Infringement of Plaintiffs’ Copyrights¹

1. OpenAI

79. Microsoft admits that OpenAI, Inc. was formed in December 2015 as a non-profit organization. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 79, and therefore denies them.

¹ The headings used herein are reproduced as they were used in the Consolidated Complaint. The reproduction of these headings should not be taken as an admission by Microsoft, and to the extent they are intended to convey allegations rather than simply argument, they are denied.

80. Microsoft admits that OpenAI LP and OpenAI OpCo LLC are each a for-profit enterprise that was founded in 2019. Microsoft denies the remaining allegations in paragraph 80.

81. Microsoft admits that it is one of the world's largest technology companies and that it made investments in OpenAI. Microsoft denies the remaining allegations in paragraph 81.

82. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 82, and therefore denies them.

2. GPT-N and ChatGPT

83. Microsoft admits that GPT stands for "Generative Pretrained Transformer" which is a type of LLM. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 83, and therefore denies them.

84. Denied.

85. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 85, and therefore denies them.

86. Admitted.

87. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 87, and therefore denies them.

88. Microsoft admits that an article entitled "Exclusive: ChatGPT traffic slips again for third month in a row," by Anna Tong, was published on Sept. 7, 2023. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 88, and therefore denies them.

89. Microsoft admits that OpenAI made GPT-4 available on a widespread basis for the first time in March 2023. Microsoft denies the remaining allegations in paragraph 89.

90. Microsoft admits that OpenAI offers a subscription service providing access to one or more of its models. Microsoft denies the remaining allegations in paragraph 90.

91. Microsoft admits the allegation in paragraph 91 is true as to Microsoft. Otherwise, denied.

92. Microsoft admits that a blog post entitled “Introducing ChatGPT Enterprise” was published August 28, 2023 by OpenAI. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 92, and therefore denies them.

93. Microsoft admits that it uses OpenAI’s large language models in connection with Bing Chat (now Copilot Chat) and other products. Microsoft denies the remaining allegations in paragraph 93.

94. Microsoft admits that an article entitled “OpenAI Annualized Revenue Tops \$1.6 Billion as Customers Shrug Off CEO Drama,” by Maria Heeter et al., was published December 30, 2023. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 94, and therefore denies them.

95. Microsoft admits that a document entitled “Microsoft starts selling AI tool for Office, which could generate \$10 billion a year by 2026,” by Jordan Novet, was published November 1, 2023, which contains the estimate of Microsoft’s potential revenues from AI tools that use OpenAI’s LLMs. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 95, and therefore denies them.

3. Knowingly “Training” GPT-N on Copyrighted Books

96. Admitted as to the first sentence. The second sentence is argument that requires no response, and to the extent a response is nonetheless deemed necessary, it is hereby denied.

97. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 97, and therefore denies them.

98. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 98, and therefore denies them.

99. Microsoft admits that a document entitled “Comment Regarding Request for Comments on Intellectual Property Protection for Artificial Intelligence Innovation” and attributed to OpenAI is accessible via the identified address. Microsoft lacks knowledge or information

sufficient to form a belief as to the truth of the remaining allegations in paragraph 99, and therefore denies them.

100. Microsoft admits that a document entitled “Comment Regarding Request for Comments on Intellectual Property Protection for Artificial Intelligence Innovation” and attributed to OpenAI is accessible via the identified address, and contains the words quoted in paragraph 100. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 100, and therefore denies them.

101. Microsoft admits that a document entitled “Comment Regarding Request for Comments on Intellectual Property Protection for Artificial Intelligence Innovation” and attributed to OpenAI is accessible via the identified address and contains the words quoted in paragraph 101. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 101, and therefore denies them.

102. Denied.

103. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 103, and therefore denies them.

104. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 104, and therefore denies them.

105. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 105, and therefore denies them.

106. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 106, and therefore denies them.

107. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 107, and therefore denies them.

108. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 108, and therefore denies them.

109. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 109, and therefore denies them.

110. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 110, and therefore denies them.

111. Admitted.

112. Microsoft admits that an article dated July 22, 2020 entitled “Language Models Are Few-Shot Learners,” by Tom B. Brown *et al.*, is accessible via the identified address and contains the words quoted in paragraph 112. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 112, and therefore denies them.

113. Microsoft admits that an article dated April 20, 2023 entitled “Fresh Concerns Raised Over Sources of Training Material for AI Systems,” by Alex Hern, is accessible via the identified address and contains words quoted in paragraph 113. Microsoft admits that Common Crawl is a large collection of text data gathered from billions of web pages. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 113, and therefore denies them.

114. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 114, and therefore denies them.

115. Microsoft admits that an article dated September 4, 2023 entitled “The Battle Over Books3 Could Change AI Forever,” by Kate Knibbs, is accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 115, and therefore denies them.

116. Microsoft admits that a case named *Elsevier Inc. v. Sci-Hub*, with case number 1:15-cv-4282-RWS exists in the Southern District of New York. The remainder of this paragraph is argument to which no response is required, and to the extent any response is deemed necessary it is denied.

117. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 117, and therefore denies them.

118. Microsoft admits that an article dated April 19, 2023 entitled “Inside the Secret List of Websites that Make AI Like ChatGPT Sound Smart,” by Kevin Schaul *et al.*, is accessible via

the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 118, and therefore denies them.

119. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 119, and therefore denies them.

120. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 120, and therefore denies them.

121. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 121, and therefore denies them.

122. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 122, and therefore denies them.

123. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 123, and therefore denies them.

124. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 124, and therefore denies them.

125. Denied.

126. Denied.

127. Microsoft admits that a document dated October 30, 2019 entitled “Comment Regarding Request for Comments on Intellectual Property Protection for Artificial Intelligence Innovation” is accessible via the identified address and contains words quoted in paragraph 127. Microsoft denies the remaining allegations set forth in paragraph 127.

128. Paragraph 128 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 128.

129. Microsoft admits that it published a press release entitled “Microsoft announces new supercomputer, lays out vision for future AI work,” by Jennifer Langston, on May 19, 2020 which contains words quoted in paragraph 129. Microsoft denies the remaining allegations set forth in paragraph 129.

130. Microsoft admits that its CEO Satya Nadella was interviewed by Jon Fortt on CNBC's Fortt Knox and stated during the interview that "beneath what OpenAI is putting out as large language models, remember, the heavy lifting was done by the Azure team to build the compute infrastructure." Microsoft denies the remaining allegations set forth in paragraph 130.

C. The Microsoft-OpenAI Partnership

131. Microsoft admits that it built and operates the Azure hosting platform, that it worked with OpenAI to design supercomputers suitable for training and operating large language models as part of the Azure hosting platform, and that the Azure hosting platform was used by OpenAI to train and operate one or more of its LLMs. Microsoft denies the remaining allegations set forth in paragraph 131.

132. Microsoft admits that its CEO Satya Nadella has used the words "great commercial partnership" in reference to its minority investment in OpenAI. Microsoft admits that it built and operates the Azure hosting platform, that it worked with OpenAI to design supercomputers suitable for training and operating large language models as part of the Azure hosting platform, and that the Azure hosting platform was used by OpenAI to train and operate one or more of its LLMs. Microsoft denies the remaining allegations set forth in paragraph 132.

133. Microsoft admits that it built and operates the Azure hosting platform, that it worked with OpenAI to design supercomputers suitable for training and operating large language models as part of the Azure hosting platform, and that the Azure hosting platform was used by OpenAI to train and operate one or more of its LLMs. Microsoft denies the remaining allegations set forth in paragraph 133.

134. Microsoft admits that it published a press release in 2020 that contains the quoted statements. Microsoft denies the remaining allegations set forth in paragraph 134.

135. Microsoft admits that Satya Nadella stated in an interview on CNBC's Fortt Knox program "beneath what OpenAI is putting out as large language models, remember, the heavy lifting was done by the Azure team to build the compute infrastructure." Microsoft further admits that it published a transcript of the Microsoft Inspire conference that contains the following

statement attributed to Mr. Nadella: “[OpenAI is] a nonprofit entity that then has a per-profit capped entity. It’s a profit capped entity that we are deeply partnered with, innovating in. We build the infrastructure to train their large models.” Microsoft denies the remaining allegations set forth in paragraph 135.

136. Microsoft admits that it built and operates the Azure hosting platform, that it worked with OpenAI to design supercomputers suitable for training and operating large language models as part of the Azure hosting platform, and that the Azure hosting platform was used by OpenAI to train and operate one or more of its LLMs. Microsoft denies the remaining allegations set forth in paragraph 136.

137. Denied.

138. Microsoft admits that a document dated October 30, 2023 entitled “Notice of Inquiry on Artificial Intelligence and Copyright” is accessible via the identified address and contains words quoted in paragraph 138. Microsoft denies the remaining allegations set forth in paragraph 138.

139. Microsoft admits that Mr. Nadella offered the quoted remarks while unveiling Bing Chat at the Microsoft Inspire conference in 2023. Otherwise, denied.

140. Microsoft admits that New York Magazine published a blurb dated November 21, 2023 entitled “Satya Nadella on Hiring the Most Powerful Man in AI” referencing a podcast interview of Mr. Nadella in an episode of *On with Kara Swisher* and with a link to that podcast episode (although the link supplied by Plaintiffs to the blurb is incorrect). Microsoft further admits that the words attributed to Mr. Nadella are present in the podcast interview conducted by Ms. Swisher. Microsoft denies the remaining allegations set forth in paragraph 140.

141. Microsoft admits that OpenAI reinstated Mr. Altman as CEO and granted Microsoft a nonvoting seat on the board of OpenAI, Inc. Microsoft denies the remaining allegations set forth in paragraph 141.

D. GPT-N’s and ChatGPT’s Harm to Authors

142. Denied.

143. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 143, and therefore denies them.

144. Microsoft admits that an article entitled “Key Takeaways from the Authors Guild’s 2023 Author Income Survey” was published by the Author’s Guild on or about September 27, 2023. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 144, and therefore denies them.

145. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 145, and therefore denies them.

146. Microsoft admits that an article dated June 2, 2023 entitled “ChatGPT Took Their Jobs. Now They Walk Dogs and Fix Air Conditioners,” by Pranshu Verma & Gerrit De Vynck, is accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 146, and therefore denies them.

147. Microsoft admits that an article dated July 12, 2023 entitled “WGA Slams G/O Media’s AI-Generated Articles as ‘Existential Threat to Journalism,’ Demands Company End Practice,” by Todd Spangler, is accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 147, and therefore denies them.

148. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 148, and therefore denies them.

149. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 149, and therefore denies them.

150. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 150, and therefore denies them.

151. Microsoft admits that OpenAI offers ChatGPT API and that third parties can use it to build their own applications. Microsoft denies the remaining allegations set forth in paragraph 151.

152. Denied.

153. Microsoft admits that an article dated June 28, 2023 entitled “AI-Generated Books of Nonsense Are All Over Amazon’s Bestseller Lists,” by Jules Roscoe, is accessible via the identified address. Microsoft further admits that an article dated August 8, 2023 entitled “Famous Author Jane Friedman Finds AI Fakes Being Sold Under Her Name on Amazon,” by Pilar Melendez, is accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 153, and therefore denies them.

154. Microsoft admits that Sam Altman testified before Congress on May 16, 2023 and uttered the words attributed to him in paragraph 154. Otherwise, denied. .

155. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 155, and therefore denies them.

156. Paragraph 156 is argument to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 156.

157. Microsoft admits that the words quoted in paragraph 157 appear on the webpage accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 157, and therefore denies them.

158. Microsoft admits that the words quoted in paragraph 158 appear on the webpage accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 158, and therefore denies them.

159. Microsoft admits that a document entitled “Authors Guild Open Letter to Generative AI Leaders” exists and was published by the Author’s Guild on or about June 2023. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 159, and therefore denies them.

160. Microsoft admits that a document entitled “Authors Guild Open Letter to Generative AI Leaders” exists and was published by the Author’s Guild on or about June 2023 and contains the words quoted in paragraph 160. Microsoft lacks knowledge or information

sufficient to form a belief as to the truth of the remaining allegations in paragraph 160, and therefore denies them.

161. Microsoft admits that a document entitled “Authors Guild Open Letter to Generative AI Leaders” exists and was published by the Author’s Guild on or about June 2023 and contains the words quoted in paragraph 161. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 161, and therefore denies them.

162. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 162, and therefore denies them.

163. Denied.

E. Defendants Have Profited From Their Unlicensed Exploitation of Copyrighted Material At the Expense of Authors

164. Microsoft admits that it has licensed GPT-based software. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 164, and therefore denies them.

165. Microsoft admits that an article entitled “OpenAI’s ChatGPT Now Has 100 Million Weekly Active Users,” by Aisha Malik, is accessible via the identified address. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 165, and therefore denies them.

166. Microsoft admits that, as of March 8, 2023, Bing surpassed 100 million Daily Active Users and that roughly one third of daily preview users are using Chat daily. Microsoft denies the remaining allegations in paragraph 166.

167. Microsoft admits that its announcement of Microsoft 365 Copilot on March 16, 2023 included the quoted words as part of a longer sentence (some of the sentence was omitted). Microsoft admits that it charges license fees for Teams Premium, which includes AI features. Microsoft admits that its license fees for Copilot 365 are \$30 per user per month with certain types

of annual licenses. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 167, and therefore denies them.

F. Defendants Exploited Each of Plaintiffs' Copyrighted Works

1. Fiction Authors

168. Microsoft denies that Defendants have infringed and that Plaintiffs have suffered any harm attributable to infringement. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 168, and therefore denies them.

169. Microsoft admits that the contents of OpenAI's datasets used to train its models from GPT-3 to the present are uniquely OpenAI's knowledge. The remainder of paragraph 169 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations of paragraph 169.

170. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 170, and therefore denies them.

171. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 171, and therefore denies them.

172. Microsoft admits that Mignon G. Eberhart authored *Hasty Wedding*, *Mystery House*, *While the Patient Slept*, *The Patient in Room 18*, and *The White Cockatoo*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 172, and therefore denies them.

173. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 173, and therefore denies them.

174. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 174 or as to the content of Exhibit A, and therefore denies them.

175. Denied.

176. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 176, and therefore denies them.

177. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of remaining the allegations in paragraph 177, and therefore denies them.

178. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 178, and therefore denies them.

179. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 179, and therefore denies them.

180. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 180, and therefore denies them.

181. Microsoft admits that Plaintiff Baldacci authored books in the *Camel Club* series, *Vega Jane* series, and *Archer* series. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 181, and therefore denies them.

182. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 182, and therefore denies them.

183. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 183, and therefore denies them.

184. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 184 or as to the content of Exhibit A, and therefore denies them.

185. Microsoft denies that any works were infringed. Paragraph 185 contains argument as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 185.

186. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 186, and therefore denies them.

187. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 187, and therefore denies them.

188. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 188, and therefore denies them.

189. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 189, and therefore denies them.

190. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 190, and therefore denies them.

191. Microsoft admits that Plaintiff Bly authored books in the *Desperate Duchesses* series, the *Fairy Tales* series, the *Wildes of Lindow Castle* series, and the *Essex* series. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 191, and therefore denies them.

192. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 192, and therefore denies them.

193. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 193, and therefore denies them.

194. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 194 or as to the content of Exhibit A, and therefore denies them.

195. Microsoft denies that any works were infringed. Paragraph 195 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations of paragraph 195.

196. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 196, and therefore denies them.

197. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 197, and therefore denies them.

198. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 198, and therefore denies them.

199. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 199, and therefore denies them.

200. Microsoft admits that Plaintiff Connelly authored *The Lincoln Lawyer*, *City of Bones*, and *The Law of Innocence*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 200, and therefore denies them.

201. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 201, and therefore denies them.

202. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 202, and therefore denies them.

203. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 203 or as to the content of Exhibit A, and therefore denies them.

204. Microsoft denies that any works were infringed. Paragraph 204 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 204.

205. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 205, and therefore denies them.

206. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 206, and therefore denies them.

207. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 207, and therefore denies them.

208. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 208, and therefore denies them.

209. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 209, and therefore denies them.

210. Microsoft admits that Plaintiff Day authored books in the *The Crossfire*[®] *Saga* series, the *Georgian* series, and the *Marked* series. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 210, and therefore denies them.

211. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 211, and therefore denies them.

212. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 212, and therefore denies them.

213. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 213 or as to the content of Exhibit A, and therefore denies them.

214. Microsoft denies that any works were infringed. Paragraph 214 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 214.

215. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 215, and therefore denies them.

216. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 216, and therefore denies them.

217. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 217, and therefore denies them.

218. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 218, and therefore denies them.

219. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 219, and therefore denies them.

220. Microsoft admits that Plaintiff Franzen authored *The Corrections*, *Purity*, and *Freedom*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 220, and therefore denies them.

221. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 221, and therefore denies them.

222. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 222, and therefore denies them.

223. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 223 or as to the content of Exhibit A, and therefore denies them.

224. Microsoft denies that any works were infringed. Paragraph 224 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 224.

225. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 225, and therefore denies them.

226. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 226, and therefore denies them.

227. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 227, and therefore denies them.

228. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 228, and therefore denies them.

229. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 229, and therefore denies them.

230. Microsoft admits that Plaintiff Grisham authored *The Pelican Brief*, *The Runaway Jury*, and *The Rainmaker*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 230, and therefore denies them.

231. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 231, and therefore denies them.

232. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 232, and therefore denies them.

233. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 233 or as to the content of Exhibit A, and therefore denies them.

234. Microsoft denies that any works were infringed. Paragraph 234 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 234.

235. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 235, and therefore denies them.

236. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 236, and therefore denies them.

237. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 237, and therefore denies them.

238. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 238, and therefore denies them.

239. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 239, and therefore denies them.

240. Microsoft admits that Plaintiff Hilderbrand authored *The Summer of '69*, *The Identicals*, and *The Perfect Couple*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 240, and therefore denies them.

241. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 241, and therefore denies them.

242. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 242 or as to the content of Exhibit A, and therefore denies them.

243. Microsoft denies that any works were infringed. Paragraph 243 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 243.

244. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 244, and therefore denies them.

245. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 245, and therefore denies them.

246. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 246, and therefore denies them.

247. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 247, and therefore denies them.

248. Microsoft admits that Plaintiff Kline authored *Orphan Train, A Piece of the World*, and *Bird in Hand*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 248, and therefore denies them.

249. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 249, and therefore denies them.

250. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 250, and therefore denies them.

251. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 251 or as to the content of Exhibit A, and therefore denies them.

252. Microsoft denies that any works were infringed. Paragraph 252 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 252.

253. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 253, and therefore denies them.

254. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 254, and therefore denies them.

255. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 255, and therefore denies them.

256. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 256, and therefore denies them.

257. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 257, and therefore denies them.

258. Microsoft admits that Plaintiff Lang authored *The Sixteenth of June*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 258, and therefore denies them.

259. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 259, and therefore denies them.

260. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 260, and therefore denies them.

261. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 261 or as to the content of Exhibit A, and therefore denies them.

262. Microsoft denies that any works were infringed. Paragraph 262 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 262.

263. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 263, and therefore denies them.

264. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 264, and therefore denies them.

265. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 265, and therefore denies them.

266. Microsoft admits that Plaintiff LaValle authored *Big Machine*, *The Devil in Silver*, and *The Changeling*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 266, and therefore denies them.

267. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 267, and therefore denies them.

268. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 268 or as to the content of Exhibit A, and therefore denies them.

269. Microsoft denies that any works were infringed. Paragraph 269 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 269.

270. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 270, and therefore denies them.

271. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 271, and therefore denies them.

272. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 272, and therefore denies them.

273. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 273, and therefore denies them.

274. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 274, and therefore denies them.

275. Microsoft admits that Plaintiff Martin authored *A Game of Thrones*, *A Clash of Kings*, and *A Storm of Swords*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 275, and therefore denies them.

276. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 276, and therefore denies them.

277. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 277 or as to the content of Exhibit A, and therefore denies them.

278. Microsoft denies that any works were infringed. Paragraph 278 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 278.

279. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 279, and therefore denies them.

280. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 280, and therefore denies them.

281. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 281, and therefore denies them.

282. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 282, and therefore denies them.

283. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 283, and therefore denies them.

284. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 284, and therefore denies them.

285. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 285, and therefore denies them.

286. Microsoft admits that Plaintiff Picoult authored *My Sister's Keeper*, *Nineteen Minutes*, and *House Rules*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 286, and therefore denies them.

287. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 287, and therefore denies them.

288. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 288, and therefore denies them.

289. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 289 or as to the content of Exhibit A, and therefore denies them.

290. Microsoft denies that any works were infringed. Paragraph 290 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 290.

291. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 291, and therefore denies them.

292. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 292, and therefore denies them.

293. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 293, and therefore denies them.

294. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 294, and therefore denies them.

295. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 295, and therefore denies them.

296. Microsoft admits that Plaintiff Preston authored *Blasphemy*, *Impact*, and *The Codex*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 296, and therefore denies them.

297. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 297, and therefore denies them.

298. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 298, and therefore denies them.

299. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 299 or as to the content of Exhibit A, and therefore denies them.

300. Microsoft denies that any works were infringed. Paragraph 300 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 300.

301. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 301, and therefore denies them.

302. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 302, and therefore denies them.

303. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 303, and therefore denies them.

304. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 304, and therefore denies them.

305. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 305, and therefore denies them.

306. Microsoft admits that Plaintiff Robinson authored *Dawson's Fall, Sparta, and Cost*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 306, and therefore denies them.

307. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 307, and therefore denies them.

308. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 308, and therefore denies them.

309. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 309 or as to the content of Exhibit A, and therefore denies them.

310. Microsoft denies that any works were infringed. Paragraph 310 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 310.

311. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 311, and therefore denies them.

312. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 312, and therefore denies them.

313. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 313, and therefore denies them.

314. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 314, and therefore denies them.

315. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 315, and therefore denies them.

316. Microsoft admits that Plaintiff Saunders authored *Escape From Spiderhead*, *Lincoln in the Bardo*, and *The Brief and Frightening Reign of Phil*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 316, and therefore denies them.

317. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 317, and therefore denies them.

318. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 318, and therefore denies them.

319. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 319 or as to the content of Exhibit A, and therefore denies them.

320. Microsoft denies that any works were infringed. Paragraph 320 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 320.

321. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 321, and therefore denies them.

322. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 322, and therefore denies them.

323. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 323, and therefore denies them.

324. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 324, and therefore denies them.

325. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 325, and therefore denies them.

326. Microsoft admits that Plaintiff Turow authored *The Last Trial*, *Testimony*, and *Identical*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 326, and therefore denies them.

327. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 327, and therefore denies them.

328. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 328, and therefore denies them.

329. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 329 or as to the content of Exhibit A, and therefore denies them.

330. Microsoft denies that any works were infringed. Paragraph 330 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 330.

331. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 331, and therefore denies them.

332. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 332, and therefore denies them.

333. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 333, and therefore denies them.

334. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 334, and therefore denies them.

335. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 335, and therefore denies them.

336. Microsoft admits that Plaintiff Vail authored *Ever After, Unfriended, and Justin Case: School, Drool, and Other Daily Disasters*. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 336, and therefore denies them.

337. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 337, and therefore denies them.

338. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 338, and therefore denies them.

339. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 339 or as to the content of Exhibit A, and therefore denies them.

340. Microsoft denies that any works were infringed. Paragraph 340 is argument for which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the remaining allegations in paragraph 340.

341. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 341, and therefore denies them.

342. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 342, and therefore denies them.

343. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 343, and therefore denies them.

344. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 344, and therefore denies them.

345. Microsoft denies that any works were infringed. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 345, and therefore denies them.

2. Nonfiction Authors

346. Microsoft denies that it trained OpenAI's models and denies that it has knowledge of the contents of the training dataset(s) for those models. Microsoft lacks knowledge or

information sufficient to form a belief as to the truth of the remaining allegations in paragraph 346, and therefore denies them.

347. Microsoft denies that it trained any of the identified models. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 347, and therefore denies them.

348. Microsoft admits that Plaintiff Jonathan Alter authored *The Center Holds: Obama and His Enemies*; *The Promise: President Obama, Year One*; *The Defining Moment: FDR's Hundred Days and the Triumph of Hope*; and *His Very Best: Jimmy Carter, A Life*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 348 and on that basis denies them.

349. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 349 and on that basis denies them.

350. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 350 or as to the content of Exhibit B, and on that basis denies them.

351. Microsoft admits that Plaintiff Kai Bird authored *The Good Spy: The Life and Death of Robert Ames*; *The Color of Truth*; and coauthored *American Prometheus: The Triumph and Tragedy of J. Robert Oppenheimer* with Martin J. Sherwin. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 351 and on that basis denies them.

352. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 352 and on that basis denies them.

353. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 353 or as to the content of Exhibit B, and therefore denies them.

354. Microsoft admits that Plaintiff Taylor Branch authored *America in the King Years*; *Parting the Waters: America in the King Years, 1954-63*; and *The Clinton Tapes*. Microsoft lacks

knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 354 and on that basis denies them.

355. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 355, and therefore denies them.

356. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 356 or as to the content of Exhibit B, and therefore denies them.

357. Microsoft admits that Plaintiff Rich Cohen authored *Tough Jews: Fathers, Sons and Gangster Dreams*; *Sweet and Low: A Family Story*; and *The Sun & the Moon & the Rolling Stones*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 357, and therefore denies them.

358. Microsoft admits that Plaintiff Rich Cohen authored *Tough Jews: Fathers, Sons and Gangster Dreams* and *The Chicago Cubs*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 358, and therefore denies them.

359. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 359, and therefore denies them.

360. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 360 or as to the content of Exhibit B, and therefore denies them.

361. Microsoft admits that Plaintiff Eugene Linden authored *The Parrot's Lament, and Other True Tales of Animal Intrigue, Intelligence, and Ingenuity*; *The Octopus and the Orangutan: More True Tales of Animal Intrigue, Intelligence, and Ingenuity*; *The Alms Race: The Impact of American Voluntary Aid Abroad*; and *Winds of Change*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 361, and therefore denies them.

362. Microsoft admits that Plaintiff Eugene Linden authored *The Parrot's Lament, and Other True Tales of Animal Intrigue, Intelligence, and Ingenuity*; and *The Ragged Edge of the World*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 362 or as to the content of Exhibit B, and therefore denies them.

363. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 363, and therefore denies them.

364. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 364 or as to the content of Exhibit B, and therefore denies them.

365. Microsoft admits that Plaintiff Daniel Okrent authored *Great Fortune: The Epic of Rockefeller Center*, *Last Call: The Rise and Fall of Prohibition*; and *The Guarded Gate: Bigotry, Eugenics and the Law that Kept Two Generations of Jews, Italians and Other European Immigrants Out of America*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 365, and therefore denies them.

366. Microsoft admits that Plaintiff Daniel Okrent authored *Last Call*; and *The Guarded Gate*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 366, and therefore denies them.

367. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 367, and therefore denies them.

368. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 368 or as to the content of Exhibit B, and therefore denies them.

369. Microsoft admits that Plaintiff Julian Sancton authored *Madhouse at the End of the Earth: The Belgica's Journey Into the Dark Antarctic Night*. Microsoft lacks knowledge and

information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 369, and therefore denies them.

370. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 370, and therefore denies them.

371. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 371 or as to the content of Exhibit B, and therefore denies them.

372. Microsoft admits that Plaintiff Hampton Sides authored *Ghost Soldiers: The Epic Account of World War II's Greatest Rescue Mission*; and *Blood and Thunder: An Epic of the American West*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 372, and therefore denies them.

373. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 373, and therefore denies them.

374. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 374, and therefore denies them.

375. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 375 or as to the content of Exhibit B, and therefore denies them.

376. Microsoft admits that Plaintiff Stacy Schiff authored *Véra (Mrs. Vladimir Nabokov)*; *Cleopatra: A Life*; *The Witches: Salem, 1692*; and *The Revolutionary: Samuel Adams*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 376, and therefore denies them.

377. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 377, and therefore denies them.

378. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 378, and therefore denies them.

379. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 379 or as to the content of Exhibit B, and therefore denies them.

380. Microsoft admits that Plaintiff James Shapiro authored *Oberammergau: The Troubling Story of the World's Most Famous Passion Play* and *1599: A Year in the Life of William Shakespeare*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 380, and therefore denies them.

381. Microsoft admits that Plaintiff James Shapiro authored *Contested Will* and *The Year of Lear*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 381, and therefore denies them.

382. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 382, and therefore denies them.

383. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 383 or as to the content of Exhibit B, and therefore denies them.

384. Microsoft admits that Plaintiff Jia Tolentino authored *Trick Mirror: Reflections on Self-Delusion*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 384, and therefore denies them.

385. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 385, and therefore denies them.

386. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 386, and therefore denies them.

387. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 387 or as to the content of Exhibit B, and therefore denies them.

388. Microsoft admits that Plaintiff Simon Winchester OBE authored *The Professor and the Madman; The Map That Changed the World: William Smith and the Birth of Modern Geology;*

and *The Men Who United the States: America's Explorers, Inventors, Eccentrics, and Mavericks, and the Creation of One Nation, Indivisible*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 388, and therefore denies the same.

389. Microsoft admits that Plaintiff Simon Winchester OBE authored *The Professor and the Madman*; and *Krakatoa*. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 389, and therefore denies the same.

390. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 390, and therefore denies the same.

391. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 388 or as to the content of Exhibit B, and therefore denies the same.

CLASS ALLEGATIONS

A. Class Definitions

392. Paragraph 392 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

393. Paragraph 393 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 393.

394. Paragraph 394 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 394.

395. Paragraph 395 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 395.

396. Paragraph 396 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 396.

397. Paragraph 397 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 397.

398. Paragraph 398 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 398.

399. Paragraph 399 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 399.

B. Rules 23(a) and 23(g)

400. The allegations in paragraph 400 state legal conclusions or arguments to which no response is required. To the extent a response is deemed necessary, Microsoft denies that it possesses information concerning the exact number of members of Plaintiffs' putative class. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 400, and therefore denies them.

401. Denied.

402. Denied.

403. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 403, and therefore denies them.

404. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 404, and therefore denies them.

405. Paragraph 405 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

C. Rule 23(b)

406. Paragraph 406 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

407. Denied.

408. Paragraph 408 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

409. Paragraph 409 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

410. Microsoft denies that any works were infringed. Paragraph 410 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

D. Rule 23(c)(4)

411. Paragraph 411 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies that this action is suitable for class treatment under Rule 23.

CLAIMS FOR RELIEF

COUNT I: COPYRIGHT INFRINGEMENT (17 U.S.C. § 501)

412. Microsoft realleges and incorporates by reference its foregoing responses to the preceding paragraphs as if fully set forth herein.

413. Microsoft denies that it trained the models at issue. Microsoft lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 413, and therefore denies them.

414. Paragraph 414 of the Consolidated Complaint states conclusions of law and Plaintiffs' characterization of their claims as to which no response is required. To the extent a response is nonetheless deemed necessary, Microsoft denies the allegations in paragraph 414.

415. Denied.

416. Denied.

417. Denied.

418. Denied.

COUNT II: VICARIOUS INFRINGEMENT

419. Microsoft realleges and incorporates by reference its foregoing responses to the preceding paragraphs as if fully set forth herein.

420. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 420, and therefore denies them.

421. Microsoft denies that any works were infringed. Microsoft lacks knowledge and information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 421, and therefore denies them.

422. Denied.

COUNT III: CONTRIBUTORY INFRINGEMENT

423. Microsoft realleges and incorporates by reference its foregoing responses to the preceding paragraphs as if fully set forth herein.

424. Denied.

425. Denied.

426. Denied.

427. Denied.

428. Denied.

429. Denied.

PRAYER FOR RELIEF

430. Microsoft denies that this action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure as alleged in the Consolidated Complaint. Microsoft denies that Plaintiffs, each of them, and the proposed Class are entitled to any relief whatsoever, including but not limited to the relief sought in the section of the Consolidated Complaint titled “Prayer for Relief.” To the extent that this section contains any allegations requiring a response, Microsoft denies them.

JURY DEMAND

Microsoft hereby demands a trial by jury on all claims, defenses, and issues in this action so triable.

* * *

DEFENSES

In addition to the above, Microsoft asserts the following defenses. Each defense is asserted as to all claims for relief against Microsoft, unless otherwise noted. By setting forth these defenses, Microsoft does not concede that these are affirmative defenses and does not assume the burden of proving any fact, issue, or element of a claim for relief where such burden properly belongs to

Plaintiffs. Further, nothing stated herein is intended or shall be construed as an acknowledgement that any particular issue or subject matter necessarily is relevant to Plaintiffs' allegations. Microsoft reserves the right to amend its Answer as additional information becomes available and to assert additional defenses to the extent such defenses are or become applicable.

FIRST DEFENSE
(Failure to State a Claim)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because the Consolidated Complaint, and each purported cause of action therein, fails to state a claim upon which relief may be granted and/or to state facts sufficient to constitute a claim for relief against Microsoft.

SECOND DEFENSE
(Fair Use)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because any unauthorized copies of any of Plaintiffs' or the putative class members' registered copyrighted works constitute fair use under 17 U.S.C. § 107.

THIRD DEFENSE
(Substantial Noninfringing Uses)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because all of the models accused of infringement, and all of Microsoft's products, services, or actions in connection with those models that are accused of infringement, have commercially significant noninfringing uses.

FOURTH DEFENSE
(Works or Elements of Works Not Protected by Copyright)

Plaintiffs allege large-scale copyright infringement with respect to a "massive quantity of copyrighted works, including copyrighted nonfiction works." Plaintiffs' claims and the putative

class members' claims fail, in whole or in part, to the extent they claim rights to elements of works or to works which are not protectable under copyright law, such as under the doctrines of *scènes à faire*, merger, or under 17 U.S.C. § 102(b), or that are in the public domain, lack requisite originality, are unregistered, or are works to which copyright protection has been abandoned.

FIFTH DEFENSE
(DMCA Safe Harbor)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because they are barred by the safe harbor provisions of the DMCA, 17 U.S.C. § 512 (a)-(d).

SIXTH DEFENSE
(De Minimis Copying)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because they are barred by the doctrine of de minimis copying.

SEVENTH DEFENSE
(Acts of Third Parties)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because any reproduction, distribution, or display of any infringing outputs were caused by the acts or omissions of other persons or entities for whose conduct Microsoft is not legally responsible.

EIGHTH DEFENSE
(Lack of Injury)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because Plaintiffs and the putative class members have not suffered and are not likely to any injury or damages as a result of the conduct alleged of Microsoft in the Consolidated Complaint.

NINTH DEFENSE
(Unavailability of Injunctive Relief)

Plaintiffs' claims and the putative class members' claims fail, in whole or in part, because Plaintiffs are not entitled to injunctive relief (temporarily, preliminarily, or permanently), including because any injury to them is not immediate or irreparable, Plaintiffs would have an

adequate remedy at law, the balance of hardships favors no injunction, and the public interest is best served by no injunction.

TENTH DEFENSE
(Unconstitutional Damages)

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

RESERVATION OF ADDITIONAL DEFENSES

Microsoft's investigation of the claims and its defenses is continuing. Microsoft reserves the right to assert additional defenses, such as through amendment of its Answer, that may develop through discovery in this action or otherwise.

REQUEST FOR RELIEF

Therefore, Microsoft respectfully requests that this Court:

1. Enter judgment in Microsoft's favor and against Plaintiffs;
2. Deny certification of any class;
3. Dismiss all claims by Plaintiffs with prejudice;
4. Award Microsoft its costs of suit;
5. Award Microsoft its attorneys' fees to the extent permitted by law; and
6. Grant Microsoft such other and further relief as this Court deems just and proper.

Dated: February 16, 2024

By: /s/ Annette L. Hurst

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