

1 COOLEY LLP
BOBBY GHAJAR (198719)
2 (bghajar@cooley.com)
ELLIE DUPLER (337607)
3 (edupler@cooley.com)
1333 2nd Street, Suite 400
4 Santa Monica, CA 90401-4100
Telephone: (310) 883-6400
5 Facsimile: (310) 883-6500

6 JOHN PAUL OLEKSIUK (283396)
(jpo@cooley.com)
7 55 Hudson Yards
New York, NY 10001-2157
8 Telephone: (212) 479-6000
Facsimile: (212) 479-6275

9 JUDD D. LAUTER (290945)
jlauter@cooley.com
10 3 Embarcadero Center, 20th Floor
San Francisco, CA 94111-4004
11 Telephone: (415) 693-2000
12 Facsimile: (415) 693-2222

13 *Counsel for Defendant Midjourney, Inc.*

14 **UNITED STATES DISTRICT COURT**
15 **CENTRAL DISTRICT OF CALIFORNIA**

16
17 DISNEY ENTERPRISES, INC., et al.,
18 Plaintiffs,

19 v.

20 MIDJOURNEY, INC.,
21 Defendant.

Case No. 2:25-cv-05275-JAK-AJR

**DEFENDANT MIDJOURNEY, INC.'S
ANSWER TO COMPLAINT**

REQUEST FOR A JURY TRIAL

Date Action Filed: June 11, 2025

1 Defendant Midjourney, Inc. (“Midjourney”), by and through counsel, hereby
2 responds to the Complaint (“Complaint”) filed by Plaintiffs Disney Enterprises, Inc.,
3 Marvel Characters, Inc., MVL Film Finance LLC, Lucasfilm LTD. LLC, Twentieth
4 Century Fox Film Corporation, Universal City Studios Productions LLLP, and
5 Dreamworks Animation L.L.C. (together, “Plaintiffs”). Unless specifically admitted,
6 Midjourney denies each of the allegations in the Complaint.¹

7 **PRELIMINARY STATEMENT**

8 Founded in 2022, Midjourney is an artificial intelligence (“AI”) research lab
9 dedicated to creating tools that augment and expand the human imagination. Its
10 namesake generative AI platform does just that, empowering tens of millions of users—
11 *including Plaintiffs*—to express themselves in ways that otherwise would not have been
12 possible. For many, Midjourney has become an essential tool for bringing their ideas to
13 life, with users’ images having won awards, adorned magazine covers, appeared in
14 national ads, and served as the bases for set designs in an Oscar winning film.

15 The AI technology that powers Midjourney is a type of neural network designed
16 to produce original images in response to user instructions (“prompts”). To develop this
17 capability, Midjourney’s AI models had to be trained on billions of publicly available
18 images, which are paired with text descriptions, in order to learn visual concepts and
19 how they correspond to language. During training, complex statistical relationships
20 between visual features and words in the text-image pairs are encoded within the model,
21 enabling it to understand and accurately respond to user prompts.

22 This process is akin to how humans learn to draw or paint—not by memorizing
23 individual artworks, but by internalizing patterns and techniques through repeated
24 exposure and practice. Similarly, Midjourney’s models form a generalized
25 understanding of visual styles, objects, and compositions based on statistical
26 regularities in training data. When a user enters a prompt, the model doesn’t retrieve
27

28 ¹ Midjourney has not reproduced the headings incorporated into the Complaint.
Midjourney denies any allegations contained in the headings in the Complaint.

1 an image from storage; rather, a new image is synthesized from scratch, guided by user
2 instruction and the statistical patterns encoded within its artificial neurons.

3 Plaintiffs, collectively representing two of the largest traditional media
4 companies in the world, have benefitted from and continue to benefit from
5 Midjourney and other, similar generative AI tools. Indeed, many dozens of
6 Midjourney subscribers are associated with Plaintiffs' corporate email addresses, and
7 Midjourney is also a popular tool among the visual effects companies and other
8 vendors employed by Plaintiffs. As Bob Iger, Disney's CEO, recently exclaimed
9 during a discussion about his company's utilization of AI, "technology is an
10 invaluable tool for artists," and generative AI is no different.

11 Years after its launch, Plaintiffs now take aim at Midjourney in two ways.
12 First, they allege that the process of training an AI model on billions of images
13 violates their rights, even though only a small fraction of those images may contain
14 individual frames from Plaintiffs' films and shows. As a matter of equity, Plaintiffs
15 cannot have it both ways, seeking to profit—through their use of Midjourney and
16 other generative AI tools—from industry-standard AI training practices on the one
17 hand, while on the other hand accusing Midjourney of wrongdoing for the same. But
18 Plaintiffs are also wrong on the merits. Copyright law does not confer absolute
19 control over the use of copyrighted works. The limited monopoly granted by
20 copyright must give way to fair use, which safeguards countervailing public interests
21 in the free flow of ideas and information. Training a generative AI model to
22 understand concepts by extracting statistical information embedded in copyrighted
23 works is a quintessentially transformative fair use – a determination resoundingly
24 supported by courts that have considered the issue. *See Kadrey v. Meta Platforms,*
25 *Inc.*, 2025 WL 1752484, at *12 (N.D. Cal. June 25, 2025) (describing training as
26 "highly transformative"); *Bartz v. Anthropic PBC*, 2025 WL 1741691, at *7 (N.D.
27 Cal. June 23, 2025) (calling training "spectacularly" transformative).

28 Second, Plaintiffs complain that *Midjourney* has created and displayed images

1 that incorporate characters from popular film and television series, that these images
2 are *per se* infringing, and that Midjourney is liable for their creation. But Plaintiffs’
3 framing is premised on mischaracterizations of how Midjourney works and its role
4 in the creative process. The Midjourney platform is an instrument for *user*
5 expression. It assists with the creation of images only at the direction of its users,
6 guided by their instructions, in what is often an elaborate and time-consuming
7 process of experimentation, iteration, and discovery.

8 And while Midjourney users are required by Midjourney’s Terms of Service
9 to refrain from infringing the intellectual property rights of others, including
10 Plaintiffs’ rights, Midjourney does not presuppose and cannot know whether any
11 particular image is infringing absent notice from a copyright owner and information
12 regarding how the image is used. Indeed, there are any number of legitimate, non-
13 infringing grounds to create images incorporating characters from popular culture
14 like those claimed by Plaintiffs, including non-commercial fan art, experimentation
15 and ideation, and social commentary and criticism. Plaintiffs seek to stifle them all.

16 Plaintiffs could have—and should have—followed Midjourney’s Digital
17 Millennium Copyright Act notice and takedown procedure, codified in its Terms of
18 Service, by identifying the specific images they believe are infringing and providing
19 the URLs where they are displayed. Doing so would have afforded any accused
20 Midjourney users the opportunity to respond. Instead, Plaintiffs made sweeping
21 allegations about Midjourney writ large, commenced this litigation, and are pursuing
22 a path that chills lawful expression.

23 In the end, this case is not about Midjourney profiteering off of what Plaintiffs
24 call “infringement.” Midjourney isn’t. Nor is it about any purported “harm” to
25 Plaintiffs; they have identified none. Rather, this case is about whether Plaintiffs’
26 alleged copyrights entitle them to prohibit the use of their works to train generative
27 AI models, and to prevent the incorporation of elements of those works within the
28 creations of generative AI users, regardless of the contents of those creations and the

1 ultimate ends to which users put them. Plaintiffs are not so entitled. Copyright has
2 “always been closely connected with freedom of expression, on the one hand, and []
3 technological improvements in means of dissemination, on the other,” with the law
4 recognizing that limited use of copyrighted material to create new technologies and
5 mediums advances copyright’s ultimate objective: the stimulation of creative
6 expression for public benefit. *Sony Corp. of Am. v. Universal City Studios, Inc.*, 464
7 U.S. 417, 431 fn. 12 (1984) (quotation omitted). As Midjourney will establish,
8 Plaintiffs’ overreach rests on fundamental misunderstandings of generative AI, its
9 role in user creation, and the principles underpinning copyright law.

10 As set forth below, Midjourney responds to the Complaint’s specific
11 allegations.

12 **INTRODUCTION**

13 1. Disney and Universal are two industry behemoths who compete with
14 one another in the motion picture industry. To be sure, they have released a number
15 of popular motion pictures featuring various fictional characters. Midjourney denies
16 that it seeks to reap the rewards of Plaintiffs’ creative investment. Midjourney also
17 denies Plaintiffs’ characterization of Midjourney as a virtual vending machine for
18 unauthorized copies of Plaintiffs’ works. Midjourney lacks knowledge and
19 information sufficient to form a belief as to the truth of the remaining allegations set
20 forth in paragraph 1, and on that basis denies the same.

21 2. Midjourney denies the allegations and characterizations in paragraph 2.

22 3. Midjourney admits that Plaintiffs sent letters to Midjourney in which
23 they made certain demands of Midjourney. Midjourney further admits that it has
24 millions of subscribers. Midjourney denies the remaining allegations in paragraph 3.

25 4. Midjourney lacks knowledge and information sufficient to form a belief
26 as to the truth of whether and which Plaintiff allegedly owns copyrights in the
27 asserted works, as well as the extent to which videos created by Midjourney users
28 will incorporate elements of those works. Midjourney denies the remaining

1 allegations and characterizations in paragraph 4.

2 5. Midjourney lacks knowledge and information sufficient to form a belief
3 as to the truth of the allegations set forth in paragraph 5, and on that basis denies the
4 same.

5 6. Midjourney lacks knowledge and information sufficient to form a belief
6 as to the truth of the allegations set forth in paragraph 6, and on that basis denies the
7 same.

8 7. Midjourney lacks knowledge and information sufficient to form a belief
9 as to the truth of the allegations set forth in paragraph 7, and on that basis denies the
10 same.

11 8. Midjourney denies Plaintiffs' characterization of U.S. copyright law.
12 Midjourney also denies that its business "was developed using" Plaintiffs' works or
13 otherwise concerns Plaintiffs' works. Midjourney further denies Plaintiffs'
14 characterization of how images are generated by users of Midjourney. Midjourney
15 lacks knowledge and information sufficient to form a belief as to the truth of the
16 remaining allegations set forth in paragraph 8, and on that basis denies the same.

17 9. Midjourney denies the allegations in paragraph 9. Midjourney also
18 observes that the Complaint does not provide any examples of the alleged marketing
19 or promotion or the alleged false implications.

20 10. Midjourney admits that it has implemented content moderation policies
21 that limit users' ability to generate images that incorporate violence and/or nudity.
22 Midjourney has also adopted Terms of Service that govern how users may utilize the
23 Midjourney platform. Midjourney lacks knowledge and information sufficient to
24 form a belief regarding the content moderation policies of "other" generative AI
25 services alleged in this paragraph, and on that basis denies the same. Except as
26 expressly admitted, Midjourney denies the allegations set forth in paragraph 10.

27 11. Midjourney admits that, prior to filing this lawsuit, Plaintiffs sent
28 demand letters to Midjourney, which are attached to the Complaint as Exhibits C and

1 D and speak for themselves. To the extent the allegations set forth in this paragraph
2 purport to summarize or characterize the contents of the article located at
3 [https://generativeai.pub/midjourney-finally-releases-v7-image-model-](https://generativeai.pub/midjourney-finally-releases-v7-image-model-e07455e60f57)
4 [e07455e60f57](https://generativeai.pub/midjourney-finally-releases-v7-image-model-e07455e60f57), the article speaks for itself. Except as expressly admitted,
5 Midjourney denies the allegations set forth in paragraph 11.

6 12. Midjourney denies the characterizations in this paragraph. Midjourney
7 lacks knowledge and information sufficient to form a belief as to the truth of the
8 allegations that the American motion picture industry has created millions of jobs
9 and contributed more than \$260 billion to the U.S. economy. Midjourney denies the
10 remaining allegations and characterizations in paragraph 12.

11 13. The extent to which this case presents a “close call” under established
12 precedent is a legal conclusion to which no response is required. Midjourney
13 otherwise denies the remaining allegations and characterizations in paragraph 13.

14 14. Midjourney denies the allegations and characterizations in paragraph
15 14.

16 **THE PARTIES**

17 15. Midjourney lacks knowledge and information sufficient to form a belief
18 as to the truth of the allegations set forth in paragraph 15, and on that basis denies the
19 same.

20 16. Midjourney lacks knowledge and information sufficient to form a belief
21 as to the truth of the allegations set forth in paragraph 16, and on that basis denies the
22 same.

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

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

1 19. Midjourney lacks knowledge and information sufficient to form a belief
2 as to the truth of the allegations set forth in paragraph 19, and on that basis denies the
3 same.

4 20. Midjourney lacks knowledge and information sufficient to form a belief
5 as to the truth of the allegations set forth in paragraph 20, and on that basis denies the
6 same.

7 21. Midjourney lacks knowledge and information sufficient to form a belief
8 as to the truth of the allegations set forth in paragraph 21, and on that basis denies the
9 same.

10 22. Midjourney lacks knowledge and information sufficient to form a belief
11 as to the truth of the allegations set forth in paragraph 22, and on that basis denies the
12 same.

13 23. Midjourney lacks knowledge and information sufficient to form a belief
14 as to the truth of the allegations set forth in paragraph 23, and on that basis denies the
15 same.

16 24. Midjourney lacks knowledge and information sufficient to form a belief
17 as to the truth of the allegations set forth in paragraph 24, and on that basis denies the
18 same.

19 25. Midjourney admits that, by the phrasing of the Complaint, the phrases
20 “Copyrighted Works” and “Plaintiffs’ Copyrighted Works,” refer, collectively, to the
21 alleged works asserted by the Plaintiffs and listed in Exhibits A and B to the
22 Complaint. Midjourney lacks knowledge and information sufficient to form a belief
23 as to the truth of the remaining allegations set forth in paragraph 25, and on that basis
24 denies the same.

25 26. Midjourney admits the allegations in paragraph 26.

26 **JURISDICTION AND VENUE**

27 27. The allegations in this paragraph state a legal conclusion to which no
28 response is required. To the extent a response is deemed required, Midjourney admits

1 that this action purports to arise under the copyright laws of the United States, 17
2 U.S.C. § 101 *et seq.*, and that the Court has original subject matter jurisdiction over
3 this action pursuant to 28 U.S.C. §§ 1331, 1338(a), provided that standing and other
4 requirements are met. Except as expressly admitted, Midjourney denies the
5 allegations set forth in paragraph 27.

6 28. The allegations in this paragraph state a legal conclusion to which no
7 response is required. To the extent a response is deemed to be required, Midjourney
8 admits that this Court has personal jurisdiction over it with respect to the instant
9 action. Except as expressly admitted, Midjourney denies the allegations in paragraph
10 28.

11 29. Midjourney denies the allegations and characterizations in paragraph
12 29.

13 30. The allegations in this paragraph state a legal conclusion to which no
14 response is required. To the extent a response is deemed to be required, Midjourney
15 admits that venue is proper in this Court with respect to the instant action. Except as
16 expressly admitted, Midjourney denies the allegations in paragraph 30.

17 31. The allegations in this paragraph state a legal conclusion to which no
18 response is required. To the extent a response is deemed to be required, Midjourney
19 admits that venue is proper in this Court with respect to the instant action. However,
20 Midjourney denies that it purposefully directed its activities toward this District or
21 that venue is proper under 28 U.S.C. § 1400(a).

- 22 a. Midjourney denies the allegations in paragraph 31(a).
- 23 b. Midjourney denies the allegations in paragraph 31(b).
- 24 c. Midjourney denies the allegations in paragraph 31(c).
- 25 d. Midjourney admits that some Midjourney subscribers are located
26 in this District, that those users must engage with the same sign-up flow as every
27 other user, and that Midjourney has accepted payment for subscriptions from users
28 located in this District. Midjourney denies the remaining allegations in paragraph

1 31(d).

2 e. Midjourney admits that it has at least one employee who resides
3 in Los Angeles, California, which is in this District. Midjourney denies the remaining
4 allegations in paragraph 31(e).

5 f. Midjourney admits that Midjourney CEO, David Holz, is quoted
6 in a Forbes interview making the statements excerpted in paragraph 31. Midjourney
7 further admits that it promotes its services to professionals in the creative industries,
8 and that many creatives working for and on behalf of Plaintiffs are or have been
9 Midjourney subscribers. To the extent the allegations set forth in this paragraph
10 purport to summarize or characterize the contents of the article located at
11 [https://www.forbes.com/sites/robsalkowitz/2022/09/16/midjourney-founder-david-](https://www.forbes.com/sites/robsalkowitz/2022/09/16/midjourney-founder-david-holz-on-the-impact-of-ai-on-art-imagination-and-the-creative-economy/)
12 [holz-on-the-impact-of-ai-on-art-imagination-and-the-creative-economy/](https://www.forbes.com/sites/robsalkowitz/2022/09/16/midjourney-founder-david-holz-on-the-impact-of-ai-on-art-imagination-and-the-creative-economy/), such
13 article speaks for itself. Midjourney lacks knowledge and information sufficient to
14 form a belief as to the truth of the remaining allegations in paragraph 31(f), and on
15 that basis denies the same.

16 32. Midjourney denies the allegations in paragraph 32.

17 **FACTUAL ALLEGATIONS**

18 33. Midjourney lacks knowledge and information sufficient to form a belief
19 as to the truth of the allegations in paragraph 33, and on that basis denies the same.

20 34. Midjourney lacks knowledge and information sufficient to form a belief
21 as to the truth of the allegations in paragraph 34, and on that basis denies the same.

22 35. Midjourney lacks knowledge and information sufficient to form a belief
23 as to the truth of the allegations in paragraph 35, and on that basis denies the same.

24 36. Midjourney admits that the original Star Wars film, Episode IV: A New
25 Hope, was released in 1977, and that Star Wars has been the subject of various
26 audiovisual series, theme park attractions, and merchandise. Midjourney lacks
27 knowledge and information sufficient to form a belief as to the truth of the allegations
28 in paragraph 36, and on that basis denies the same.

1 37. Midjourney lacks knowledge and information sufficient to form a belief
2 as to the truth of the allegations in paragraph 37, and on that basis denies the same.

3 38. Midjourney admits that Darth Vader, Yoda, Storm Troopers, and Clone
4 Troopers are characters or character-types in Star Wars and that they possess at least
5 some of the visual and narrative characteristics attributed to them in paragraph 38.
6 Midjourney lacks knowledge and information sufficient to form a belief as to the
7 truth of the remaining allegations in paragraph 38, and on that basis denies the same.

8 39. Midjourney admits that R2-D2, C-3PO, and Chewbacca are characters
9 in Star Wars. Midjourney lacks knowledge and information sufficient to form a
10 belief as to the truth of the allegations in paragraph 39, and on that basis denies the
11 same.

12 40. Midjourney lacks knowledge and information sufficient to form a belief
13 as to the truth of the allegations in paragraph 40, and on that basis denies the same.

14 41. Midjourney lacks knowledge and information sufficient to form a belief
15 as to the truth of the allegations in paragraph 41, and on that basis denies the same.

16 42. Midjourney lacks knowledge and information sufficient to form a belief
17 as to the truth of the allegations in paragraph 42, and on that basis denies the same.

18 43. Midjourney admits that there are numerous superheroes and other
19 characters in Marvel brand comics and derivations thereof. Midjourney further
20 admits that Iron Man is a superhero character depicted in certain Marvel brand
21 comics and films and derivations thereof, and that the character possesses at least
22 some of the visual and narrative characteristics attributed to him in paragraph 43.
23 Midjourney lacks knowledge and information sufficient to form a belief as to the
24 truth of the remaining allegations in paragraph 43, and on that basis denies the same.

25 44. Midjourney further admits that the Hulk is a superhero character
26 depicted in certain Marvel brand comics and films and derivations thereof, and that
27 the character possesses at least some of the visual and narrative characteristics
28 attributed to him in paragraph 44. Midjourney lacks knowledge and information

1 sufficient to form a belief as to the truth of the remaining allegations in paragraph 44,
2 and on that basis denies the same.

3 45. Midjourney further admits that Spider-Man is a superhero character
4 depicted in certain Marvel brand comics and films and derivations thereof, and that
5 the character possesses at least some of the visual and narrative characteristics
6 attributed to him in paragraph 45. Midjourney lacks knowledge and information
7 sufficient to form a belief as to the truth of the remaining allegations in paragraph 45,
8 and on that basis denies the same

9 46. Midjourney admits that Marvel brand comics and films, and derivations
10 thereof, have featured the characters Deadpool, Groot, Wolverine, and Captain
11 America. Midjourney lacks knowledge and information sufficient to form a belief
12 as to the truth of the remaining allegations in paragraph 46, and on that basis denies
13 the same

14 47. Midjourney lacks knowledge and information sufficient to form a belief
15 as to the truth of the allegations in paragraph 47, and on that basis denies the same.

16 48. Midjourney admits that Homer, Marge, Bart, Lisa, and Maggie are
17 characters in the Simpsons series, and that these characters possess at least some of
18 the visual and narrative characteristics attributed to them in paragraph 48.
19 Midjourney lacks knowledge and information sufficient to form a belief as to the
20 truth of the remaining allegations in paragraph 48, and on that basis denies the same.

21 49. Midjourney lacks knowledge and information sufficient to form a belief
22 as to the truth of the allegations in paragraph 49, and on that basis denies the same.

23 50. Midjourney lacks knowledge and information sufficient to form a belief
24 as to the truth of the allegations in paragraph 50, and on that basis denies the same.

25 51. Midjourney lacks knowledge and information sufficient to form a belief
26 as to the truth of the allegations in paragraph 51, and on that basis denies the same.

27 52. Midjourney admits that Buzz Lightyear and Lightning McQueen are
28 characters in, respectively, Toy Story and Cars, and that these characters possess at

1 least some of the visual and narrative characteristics attributed to them in paragraph
2 52. Midjourney lacks knowledge and information sufficient to form a belief as to the
3 truth of the remaining allegations in paragraph 52, and on that basis denies the same.

4 53. Midjourney lacks knowledge and information sufficient to form a belief
5 as to the truth of the allegations in paragraph 53, and on that basis denies the same.

6 54. Midjourney lacks knowledge and information sufficient to form a belief
7 as to the truth of the allegations in paragraph 54, and on that basis denies the same.

8 55. Midjourney admits that, since the release of *Snow White*, animated films
9 titled *Peter Pan*, *The Little Mermaid*, *The Lion King*, *Frozen*, and *Mulan* have been
10 released under the Disney brand. Midjourney lacks knowledge and information
11 sufficient to form a belief as to the truth of the remaining allegations in paragraph 55,
12 and on that basis denies the same.

13 56. Midjourney admits that the film *Frozen* features the characters Elsa and
14 Olaf, *The Little Mermaid* features the character Ariel, the film *Aladdin* features the
15 characters Jasmine and Aladdin, the film *Mulan* features the character Mulan, the
16 film *Lilo and Stich* features the characters Lilo and Stitch, and the film *Snow White*
17 features the character Snow White. Midjourney lacks knowledge and information
18 sufficient to form a belief as to the truth of the remaining allegations in paragraph 56,
19 and on that basis denies the same.

20 57. Midjourney admits that Elsa and Stitch are characters in, respectively,
21 *Frozen* and *Lilo and Stich*, and that these characters possess at least some of the
22 visual and narrative characteristics attributed to them in paragraph 57. Midjourney
23 lacks knowledge and information sufficient to form a belief as to the truth of the
24 remaining allegations in paragraph 57, and on that basis denies the same.

25 58. Midjourney lacks knowledge and information sufficient to form a belief
26 as to the truth of the allegations in paragraph 58, and on that basis denies the same.

27 59. Midjourney lacks knowledge and information sufficient to form a belief
28 as to the truth of the allegations in paragraph 59, and on that basis denies the same.

1 60. Midjourney admits that Minions are creatures featured in the Despicable
2 Me film series and spin-offs of the same, and that they possess at least some of the
3 narrative characteristics attributed to them in paragraph 60. Midjourney lacks
4 knowledge and information sufficient to form a belief as to the truth of the remaining
5 allegations in paragraph 60, and on that basis denies the same.

6 61. Midjourney lacks knowledge and information sufficient to form a belief
7 as to the truth of the allegations in paragraph 61, and on that basis denies the same.

8 62. Midjourney lacks knowledge and information sufficient to form a belief
9 as to the truth of the allegations in paragraph 62, and on that basis denies the same.

10 63. Midjourney lacks knowledge and information sufficient to form a belief
11 as to the truth of the allegations in paragraph 63, and on that basis denies the same.

12 64. Midjourney lacks knowledge and information sufficient to form a belief
13 as to the truth of the allegations in paragraph 64, and on that basis denies the same.

14 65. Midjourney admits that the Shrek is a character in *Shrek*, and that he
15 possesses at least some of the visual and narrative characteristics attributed to him in
16 paragraph 65. Midjourney lacks knowledge and information sufficient to form a
17 belief as to the truth of the remaining allegations in paragraph 65, and on that basis
18 denies the same.

19 66. Midjourney lacks knowledge and information sufficient to form a belief
20 as to the truth of the allegations in paragraph 66, and on that basis denies the same.

21 67. Midjourney admits that the film *How to Train Your Dragon* was
22 released in 2010. Midjourney further admits that Hiccup and Toothless are characters
23 in *How to Train Your Dragon*, and that they characters possess at least some of the
24 visual and narrative characteristics attributed to them in paragraph 67. Midjourney
25 lacks knowledge and information sufficient to form a belief as to the truth of the
26 remaining allegations in paragraph 67, and on that basis denies the same.

27 68. Midjourney lacks knowledge and information sufficient to form a belief
28 as to the truth of the allegations in paragraph 68, and on that basis denies the same.

1 69. Midjourney admits the allegations in paragraph 69.

2 70. Midjourney admits that the Po character possesses at least some of the
3 visual and narrative characteristics attributed to him in paragraph 70. Midjourney
4 lacks knowledge and information sufficient to form a belief as to the truth of the
5 remaining allegations in paragraph 70, and on that basis denies the same.

6 71. Midjourney lacks knowledge and information sufficient to form a belief
7 as to the truth of the allegations in paragraph 71, and on that basis denies the same

8 72. Midjourney admits that Ted Templeton Jr. / Ted is a character in Boss
9 Baby, and that he possesses at least some of the visual and narrative characteristics
10 attributed to him in paragraph 72. Midjourney lacks knowledge and information
11 sufficient to form a belief as to the truth of the remaining allegations in paragraph 72,
12 and on that basis denies the same.

13 73. Midjourney lacks knowledge and information sufficient to form a belief
14 as to the truth of the allegations in paragraph 73, and on that basis denies the same.

15 74. To the extent the allegations set forth in this paragraph purport to
16 summarize or characterize the contents of the articles located at
17 <https://techcrunch.com/2024/08/28/midjourney-says-its-getting-into-hardware/> and
18 <https://www.demandsage.com/midjourney-statistics/>, such articles speak for
19 themselves. Midjourney denies that it earned \$300 million in 2024. Midjourney
20 admits the remaining allegations in paragraph 74.

21 75. Midjourney lacks knowledge and information sufficient to form a belief
22 as to the truth of the allegation that each and every Plaintiff was unaware of
23 Midjourney at the time of its launch, and on that basis denies the same. Midjourney
24 admits the remaining allegations in paragraph 75 relating to its releases and
25 subscription plans and the referenced website speaks for itself.

26 76. Midjourney denies that it has made any representations regarding
27 Plaintiffs' works and Plaintiffs' characterization of the Midjourney service.
28 Midjourney admits the remaining allegations in paragraph 76 regarding its

1 subscription plans and the GPU power required for Midjourney's platform.

2 77. Midjourney denies Plaintiffs' characterization of Midjourney's role in
3 users' generation of images with the Midjourney Service. Midjourney admits the
4 remaining allegations in paragraph 77.

5 78. Midjourney admits the allegations in paragraph 78.

6 79. Midjourney admits that many images generated by Midjourney users
7 are displayed in the Explore feature on the Midjourney website. Midjourney denies
8 the remaining allegations and characterizations in paragraph 79.

9 80. Midjourney denies the allegation in paragraph 80.

10 81. Midjourney denies the allegations in paragraph 81.

11 82. Midjourney lacks knowledge and information sufficient to form a belief
12 as to whether a Midjourney user created the image attributed to Midjourney and/or
13 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
14 knowledge and information sufficient to form a belief as to whether any Plaintiff
15 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
16 denies the remaining allegations and characterizations in paragraph 82.

17 83. Midjourney lacks knowledge and information sufficient to form a belief
18 as to whether a Midjourney user created the image attributed to Midjourney and/or
19 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
20 knowledge and information sufficient to form a belief as to whether any Plaintiff
21 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
22 denies the remaining allegations and characterizations in paragraph 83.

23 84. Midjourney lacks knowledge and information sufficient to form a belief
24 as to whether a Midjourney user created the image attributed to Midjourney and/or
25 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
26 knowledge and information sufficient to form a belief as to whether any Plaintiff
27 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
28 denies the remaining allegations and characterizations in paragraph 84.

1 85. Midjourney lacks knowledge and information sufficient to form a belief
2 as to whether a Midjourney user created the image attributed to Midjourney and/or
3 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
4 knowledge and information sufficient to form a belief as to whether any Plaintiff
5 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
6 denies the remaining allegations and characterizations in paragraph 85.

7 86. Midjourney lacks knowledge and information sufficient to form a belief
8 as to whether a Midjourney user created the image attributed to Midjourney and/or
9 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
10 knowledge and information sufficient to form a belief as to whether any Plaintiff
11 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
12 denies the remaining allegations and characterizations in paragraph 86.

13 87. Midjourney lacks knowledge and information sufficient to form a belief
14 as to whether a Midjourney user created the image attributed to Midjourney and/or
15 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
16 knowledge and information sufficient to form a belief as to whether any Plaintiff
17 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
18 denies the remaining allegations and characterizations in paragraph 87.

19 88. Midjourney lacks knowledge and information sufficient to form a belief
20 as to whether a Midjourney user created the image attributed to Midjourney and/or
21 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
22 knowledge and information sufficient to form a belief as to whether any Plaintiff
23 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
24 denies the remaining allegations and characterizations in paragraph 88.

25 89. Midjourney lacks knowledge and information sufficient to form a belief
26 as to whether a Midjourney user created the image attributed to Midjourney and/or
27 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
28 knowledge and information sufficient to form a belief as to whether any Plaintiff

owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 89.

90. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 90.

91. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 91.

92. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 92.

93. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 93.

94. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or

1 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
2 knowledge and information sufficient to form a belief as to whether any Plaintiff
3 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
4 denies the remaining allegations and characterizations in paragraph 94.

5 95. Midjourney lacks knowledge and information sufficient to form a belief
6 as to whether a Midjourney user created the image attributed to Midjourney and/or
7 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
8 knowledge and information sufficient to form a belief as to whether any Plaintiff
9 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
10 denies the remaining allegations and characterizations in paragraph 95.

11 96. Midjourney lacks knowledge and information sufficient to form a belief
12 as to whether a Midjourney user created the image attributed to Midjourney and/or
13 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
14 knowledge and information sufficient to form a belief as to whether any Plaintiff
15 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
16 denies the remaining allegations and characterizations in paragraph 96.

17 97. Midjourney lacks knowledge and information sufficient to form a belief
18 as to whether a Midjourney user created the image attributed to Midjourney and/or
19 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
20 knowledge and information sufficient to form a belief as to whether any Plaintiff
21 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
22 denies the remaining allegations and characterizations in paragraph 97.

23 98. Midjourney lacks knowledge and information sufficient to form a belief
24 as to whether a Midjourney user created the image attributed to Midjourney and/or
25 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
26 knowledge and information sufficient to form a belief as to whether any Plaintiff
27 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
28 denies the remaining allegations and characterizations in paragraph 98.

1 99. Midjourney lacks knowledge and information sufficient to form a belief
2 as to whether a Midjourney user created the image attributed to Midjourney and/or
3 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
4 knowledge and information sufficient to form a belief as to whether any Plaintiff
5 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
6 denies the remaining allegations and characterizations in paragraph 99.

7 100. Midjourney lacks knowledge and information sufficient to form a belief
8 as to whether a Midjourney user created the image attributed to Midjourney and/or
9 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
10 knowledge and information sufficient to form a belief as to whether any Plaintiff
11 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
12 denies the remaining allegations and characterizations in paragraph 100.

13 101. Midjourney lacks knowledge and information sufficient to form a belief
14 as to whether a Midjourney user created the image attributed to Midjourney and/or
15 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
16 knowledge and information sufficient to form a belief as to whether any Plaintiff
17 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
18 denies the remaining allegations and characterizations in paragraph 101.

19 102. Midjourney lacks knowledge and information sufficient to form a belief
20 as to whether a Midjourney user created the image attributed to Midjourney and/or
21 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
22 knowledge and information sufficient to form a belief as to whether any Plaintiff
23 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
24 denies the remaining allegations and characterizations in paragraph 102.

25 103. Midjourney lacks knowledge and information sufficient to form a belief
26 as to whether a Midjourney user created the image attributed to Midjourney and/or
27 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
28 knowledge and information sufficient to form a belief as to whether any Plaintiff

owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 103.

104. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 104.

105. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 105.

106. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 106.

107. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or used the prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge and information sufficient to form a belief as to whether any Plaintiff owns copyrights in the asserted works, and on that basis denies the same. Midjourney denies the remaining allegations and characterizations in paragraph 107.

108. Midjourney lacks knowledge and information sufficient to form a belief as to whether a Midjourney user created the image attributed to Midjourney and/or

1 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
2 knowledge and information sufficient to form a belief as to whether any Plaintiff
3 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
4 denies the remaining allegations and characterizations in paragraph 108.

5 109. Midjourney lacks knowledge and information sufficient to form a belief
6 as to whether a Midjourney user created the image attributed to Midjourney and/or
7 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
8 knowledge and information sufficient to form a belief as to whether any Plaintiff
9 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
10 denies the remaining allegations and characterizations in paragraph 109.

11 110. Midjourney lacks knowledge and information sufficient to form a belief
12 as to whether a Midjourney user created the image attributed to Midjourney and/or
13 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
14 knowledge and information sufficient to form a belief as to whether any Plaintiff
15 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
16 denies the remaining allegations and characterizations in paragraph 110.

17 111. Midjourney lacks knowledge and information sufficient to form a belief
18 as to whether a Midjourney user created the image attributed to Midjourney and/or
19 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
20 knowledge and information sufficient to form a belief as to whether any Plaintiff
21 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
22 denies the remaining allegations and characterizations in paragraph 111.

23 112. Midjourney lacks knowledge and information sufficient to form a belief
24 as to whether a Midjourney user created the image attributed to Midjourney and/or
25 used the prompt alleged, and on that basis denies the same. Midjourney also lacks
26 knowledge and information sufficient to form a belief as to whether any Plaintiff
27 owns copyrights in the asserted works, and on that basis denies the same. Midjourney
28 denies the remaining allegations and characterizations in paragraph 112.

113. Midjourney denies the allegations in paragraph 113.

114. Midjourney lacks knowledge and information sufficient to form a belief as to Plaintiffs' purported ownership of copyright in any particular work, and on that basis denies the same. Midjourney denies the remaining allegations in paragraph 114.

115. Midjourney lacks knowledge and information sufficient to form a belief as to Plaintiffs' beliefs about Midjourney's conduct, and on that basis denies the same.

a. Midjourney lacks knowledge and information sufficient to form a belief as to whether data collected to train Midjourney's models includes Plaintiffs' alleged works, and on that basis denies the same. Midjourney further denies Plaintiffs' characterizations of Mr. Holz's alleged statements as admissions. To the extent the allegations set forth in this paragraph purport to summarize or characterize the contents of the articles located at <https://www.theverge.com/2022/8/2/23287173/ai-image-generation-art-midjourney-multiverse-interview-david-holz> and <https://www.forbes.com/sites/robsalkowitz/2022/09/16/midjourney-founder-david-holz-on-the-impact-of-ai-on-art-imagination-and-the-creative-economy/>, such articles speak for themselves. Midjourney admits the remaining allegations in paragraph 115(a).

b. Midjourney lacks knowledge and information sufficient to form a belief as to whether data collected to train Midjourney's models includes Plaintiffs' alleged works, and on that basis denies the same. Midjourney admits the remaining allegations in paragraph 115(b).

c. Midjourney admits that it uses publicly available images to train its generative AI models, and that the specifics of this process have not been publicly disclosed. Midjourney denies the remaining allegations in paragraph 115(c).

116. Midjourney denies the allegations in paragraph 116.

1 117. Midjourney admits that it has trained several generative AI models and
2 that training involves the use of publicly available images. Midjourney further
3 admits that its CEO has stated that version 6 was Midjourney's third model trained
4 from scratch. Midjourney lacks knowledge and information sufficient to form a
5 belief as to the remaining allegations in paragraph 117, and on that basis denies the
6 same.

7 118. Midjourney denies that it has infringed Plaintiffs' copyrights.
8 Midjourney lacks knowledge and information sufficient to form a belief as to the
9 remaining allegations in paragraph 118, and on that basis denies the same.

10 119. Midjourney denies the allegations in paragraph 119.

11 120. Midjourney lacks knowledge and information sufficient to form a belief
12 as to whether any Plaintiff owns copyrights in the asserted works, and on that basis
13 denies the same. Midjourney denies the remaining allegations and characterizations
14 in paragraph 120.

15 121. Midjourney lacks knowledge and information sufficient to form a belief
16 as to whether any Plaintiff owns copyrights in the asserted works, and on that basis
17 denies the same. Midjourney denies the remaining allegations and characterizations
18 in paragraph 121.

19 122. Midjourney lacks knowledge and information sufficient to form a belief
20 as to whether any Plaintiff owns copyrights in the asserted works, and on that basis
21 denies the same. Midjourney denies the remaining allegations and characterizations
22 in paragraph 122.

23 123. Midjourney admits that some individuals have been critical of
24 Midjourney, just as some individuals have been critical of each of the Plaintiffs. To
25 the extent the allegations set forth in this paragraph purport to summarize or
26 characterize the contents of the article located at
27 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
28 Midjourney lacks knowledge and information sufficient to form a belief as to whether

1 a Midjourney user created the images attributed to Midjourney or the prompts
2 allegedly used, and on that basis denies the same. Midjourney also lacks knowledge
3 and information sufficient to form a belief as to whether any Plaintiff owns
4 copyrights in the asserted works, and on that basis denies the same. Midjourney
5 denies the remaining allegations and characterizations in paragraph 123.

6 124. To the extent the allegations set forth in this paragraph purport to
7 summarize or characterize the contents of the article located at
8 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
9 Midjourney lacks knowledge and information sufficient to form a belief as to whether
10 a Midjourney user created the images attributed to Midjourney and/or used the
11 prompt alleged, and on that basis denies the same. Midjourney also lacks knowledge
12 and information sufficient to form a belief as to whether any Plaintiff owns
13 copyrights in the asserted works, and on that basis denies the same. Midjourney
14 denies the remaining allegations and characterizations in paragraph 124.

15 125. To the extent the allegations set forth in this paragraph purport to
16 summarize or characterize the contents of the article located at
17 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
18 Midjourney lacks knowledge and information sufficient to form a belief as to whether
19 a Midjourney user created the image identified in paragraph 125 and/or used the
20 prompts alleged, and on that basis denies the same. Midjourney also lacks knowledge
21 and information sufficient to form a belief as to whether any Plaintiff owns
22 copyrights in the asserted works, and on that basis denies the same.

23 126. To the extent the allegations set forth in this paragraph purport to
24 summarize or characterize the contents of the article located at
25 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
26 Midjourney lacks knowledge and information sufficient to form a belief as to whether
27 a Midjourney user created the images attributed to Midjourney and/or used the
28 prompts alleged, and on that basis denies the same. Midjourney also lacks knowledge

1 and information sufficient to form a belief as to whether any Plaintiff owns
2 copyrights in the asserted works, and on that basis denies the same. Midjourney
3 denies the remaining allegations and characterizations in paragraph 126.

4 127. To the extent the allegations set forth in this paragraph purport to
5 summarize or characterize the contents of the article located at
6 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
7 Midjourney lacks knowledge and information sufficient to form a belief as to whether
8 a Midjourney user created the images attributed to Midjourney and/or used the
9 prompts alleged, and on that basis denies the same. Midjourney also lacks knowledge
10 and information sufficient to form a belief as to whether any Plaintiff owns
11 copyrights in the asserted works, and on that basis denies the same. Midjourney
12 denies the remaining allegations and characterizations in paragraph 127.

13 128. To the extent the allegations set forth in this paragraph purport to
14 summarize or characterize the contents of the article located at
15 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
16 Midjourney lacks knowledge and information sufficient to form a belief as to whether
17 a Midjourney user created the image attributed to Midjourney and/or used the prompt
18 alleged, and on that basis denies the same. Midjourney also lacks knowledge and
19 information sufficient to form a belief as to whether any Plaintiff owns copyrights in
20 the asserted works, and on that basis denies the same. Midjourney denies the
21 remaining allegations and characterizations in paragraph 128.

22 129. To the extent the allegations set forth in this paragraph purport to
23 summarize or characterize the contents of the article located at
24 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
25 Midjourney lacks knowledge and information sufficient to form a belief as to whether
26 a Midjourney user created the images attributed to Midjourney and/or used the
27 prompts alleged, and on that basis denies the same. Midjourney also lacks knowledge
28 and information sufficient to form a belief as to whether any Plaintiff owns

1 copyrights in the asserted works, and on that basis denies the same. Midjourney
2 denies the remaining allegations and characterizations in paragraph 129.

3 130. To the extent the allegations set forth in this paragraph purport to
4 summarize or characterize the contents of the article located at
5 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
6 Midjourney lacks knowledge and information sufficient to form a belief as to whether
7 a Midjourney user created the images attributed to Midjourney and/or used the
8 prompts alleged, and on that basis denies the same. Midjourney also lacks knowledge
9 and information sufficient to form a belief as to whether any Plaintiff owns
10 copyrights in the asserted works, and on that basis denies the same. Midjourney
11 denies the remaining allegations and characterizations in paragraph 130.

12 131. To the extent the allegations set forth in this paragraph purport to
13 summarize or characterize the contents of the article located at
14 <https://spectrum.ieee.org/midjourney-copyright>, such article speaks for itself.
15 Midjourney lacks knowledge and information sufficient to form a belief as to whether
16 a Midjourney user created the image attributed to Midjourney and/or used the prompt
17 alleged, and on that basis denies the same. Midjourney also lacks knowledge and
18 information sufficient to form a belief as to whether any Plaintiff owns copyrights in
19 the asserted works, and on that basis denies the same. Midjourney denies the
20 remaining allegations and characterizations in paragraph 131.

21 132. The allegation does not specify any “publications.” Midjourney lacks
22 knowledge and information sufficient to form a belief as to the truth of the allegations
23 set forth in paragraph 132, and on that basis denies the same.

24 133. Midjourney admits that images created by Midjourney users may be
25 displayed within Midjourney’s Explore feature, which is searchable. Midjourney
26 lacks knowledge and information sufficient to form a belief as to whether the image
27 depicted in paragraph 133 is a true and correct screenshot of the Midjourney website.
28 Midjourney denies the remaining allegations and characterizations in paragraph 133.

1 134. Midjourney admits that images created by Midjourney users may be
2 displayed within Midjourney's Explore feature, which is searchable. Midjourney
3 lacks knowledge and information sufficient to form a belief as to whether the image
4 depicted in paragraph 134 is a true and correct screenshot of the Midjourney website.
5 Midjourney denies the remaining allegations and characterizations in paragraph 134.

6 135. Midjourney admits that images created by Midjourney users may be
7 displayed within Midjourney's Explore feature, which is searchable. Midjourney
8 lacks knowledge and information sufficient to form a belief as to whether the image
9 depicted in paragraph 135 is a true and correct screenshot of the Midjourney website.
10 Midjourney denies the remaining allegations and characterizations in paragraph 135.

11 136. Midjourney admits that images created by Midjourney users may be
12 displayed within Midjourney's Explore feature, which is searchable. Midjourney
13 lacks knowledge and information sufficient to form a belief as to whether the image
14 depicted in paragraph 136 is a true and correct screenshot of the Midjourney website.
15 Midjourney denies the remaining allegations and characterizations in paragraph 136.

16 137. Midjourney admits that images created by Midjourney users may be
17 displayed within Midjourney's Explore feature, which is searchable. Midjourney
18 lacks knowledge and information sufficient to form a belief as to whether the image
19 depicted in paragraph 137 is a true and correct screenshot of the Midjourney website.
20 Midjourney denies the remaining allegations and characterizations in paragraph 137.

21 138. Midjourney admits that images created by Midjourney users may be
22 displayed within Midjourney's Explore feature, which is searchable. Midjourney
23 lacks knowledge and information sufficient to form a belief as to whether the image
24 depicted in paragraph 138 is a true and correct screenshot of the Midjourney website.
25 Midjourney denies the remaining allegations and characterizations in paragraph 138.

26 139. Midjourney admits that images created by Midjourney users may be
27 displayed within Midjourney's Explore feature, which is searchable. Midjourney
28 lacks knowledge and information sufficient to form a belief as to whether the image

1 depicted in paragraph 139 is a true and correct screenshot of the Midjourney website.
2 Midjourney denies the remaining allegations and characterizations in paragraph 139.

3 140. Midjourney admits that images created by Midjourney users may be
4 displayed within Midjourney's Explore feature, which is searchable. Midjourney
5 lacks knowledge and information sufficient to form a belief as to whether the image
6 depicted in paragraph 140 is a true and correct screenshot of the Midjourney website.
7 Midjourney denies the remaining allegations and characterizations in paragraph 140.

8 141. Midjourney admits that images created by Midjourney users may be
9 displayed within Midjourney's Explore feature, which is searchable. Midjourney
10 lacks knowledge and information sufficient to form a belief as to whether the image
11 depicted in paragraph 141 is a true and correct screenshot of the Midjourney website.
12 Midjourney denies the remaining allegations and characterizations in paragraph 141.

13 142. Midjourney admits that images created by Midjourney users may be
14 displayed within Midjourney's Explore feature, which is searchable. Midjourney
15 lacks knowledge and information sufficient to form a belief as to whether the image
16 depicted in paragraph 142 is a true and correct screenshot of the Midjourney website.
17 Midjourney denies the remaining allegations and characterizations in paragraph 142.

18 143. Midjourney admits that images created by Midjourney users may be
19 displayed within Midjourney's Explore feature, which is searchable. Midjourney
20 lacks knowledge and information sufficient to form a belief as to whether the image
21 depicted in paragraph 143 is a true and correct screenshot of the Midjourney website.
22 Midjourney denies the remaining allegations and characterizations in paragraph 143.

23 144. Midjourney admits that images created by Midjourney users may be
24 displayed within Midjourney's Explore feature, which is searchable. Midjourney
25 lacks knowledge and information sufficient to form a belief as to whether the image
26 depicted in paragraph 144 is a true and correct screenshot of the Midjourney website.
27 Midjourney denies the remaining allegations and characterizations in paragraph 144.

28 145. Midjourney admits that images created by Midjourney users may be

1 displayed within Midjourney's Explore feature, which is searchable. Midjourney
2 lacks knowledge and information sufficient to form a belief as to whether the image
3 depicted in paragraph 145 is a true and correct screenshot of the Midjourney website.
4 Midjourney denies the remaining allegations and characterizations in paragraph 145.

5 146. Midjourney admits that images created by Midjourney users may be
6 displayed within Midjourney's Explore feature, which is searchable. Midjourney
7 lacks knowledge and information sufficient to form a belief as to whether the image
8 depicted in paragraph 146 is a true and correct screenshot of the Midjourney website.
9 Midjourney denies the remaining allegations and characterizations in paragraph 146.

10 147. Midjourney admits that images created by Midjourney users may be
11 displayed within Midjourney's Explore feature, which is searchable. Midjourney
12 lacks knowledge and information sufficient to form a belief as to whether the image
13 depicted in paragraph 147 is a true and correct screenshot of the Midjourney website.
14 Midjourney denies the remaining allegations and characterizations in paragraph 147.

15 148. Midjourney admits that images created by Midjourney users may be
16 displayed within Midjourney's Explore feature, which is searchable. Midjourney
17 lacks knowledge and information sufficient to form a belief as to whether the image
18 depicted in paragraph 148 is a true and correct screenshot of the Midjourney website.
19 Midjourney denies the remaining allegations and characterizations in paragraph 148.

20 149. Midjourney admits that images created by Midjourney users may be
21 displayed within Midjourney's Explore feature, which is searchable. Midjourney
22 lacks knowledge and information sufficient to form a belief as to whether the image
23 depicted in paragraph 149 is a true and correct screenshot of the Midjourney website.
24 Midjourney denies the remaining allegations and characterizations in paragraph 149.

25 150. Midjourney admits that images created by Midjourney users may be
26 displayed within Midjourney's Explore feature, which is searchable. Midjourney
27 lacks knowledge and information sufficient to form a belief as to whether the image
28 depicted in paragraph 150 is a true and correct screenshot of the Midjourney website.

1 Midjourney denies the remaining allegations and characterizations in paragraph 150.

2 151. Midjourney admits that images created by Midjourney users may be
3 displayed within Midjourney's Explore feature, which is searchable. Midjourney
4 lacks knowledge and information sufficient to form a belief as to whether the image
5 depicted in paragraph 151 is a true and correct screenshot of the Midjourney website.
6 Midjourney denies the remaining allegations and characterizations in paragraph 151.

7 152. Midjourney admits that images created by Midjourney users may be
8 displayed within Midjourney's Explore feature, which is searchable. Midjourney
9 lacks knowledge and information sufficient to form a belief as to whether the image
10 depicted in paragraph 152 is a true and correct screenshot of the Midjourney website.
11 Midjourney denies the remaining allegations and characterizations in paragraph 152.

12 153. Midjourney admits that images created by Midjourney users may be
13 displayed within Midjourney's Explore feature, which is searchable. Midjourney
14 lacks knowledge and information sufficient to form a belief as to whether the image
15 depicted in paragraph 153 is a true and correct screenshot of the Midjourney website.
16 Midjourney denies the remaining allegations and characterizations in paragraph 153.

17 154. Midjourney admits that images created by Midjourney users may be
18 displayed within Midjourney's Explore feature, which is searchable. Midjourney
19 lacks knowledge and information sufficient to form a belief as to whether the image
20 depicted in paragraph 154 is a true and correct screenshot of the Midjourney website.
21 Midjourney denies the remaining allegations and characterizations in paragraph 154.

22 155. Midjourney admits that images created by Midjourney users may be
23 displayed within Midjourney's Explore feature, which is searchable. Midjourney
24 lacks knowledge and information sufficient to form a belief as to whether the image
25 depicted in paragraph 155 is a true and correct screenshot of the Midjourney website.
26 Midjourney denies the remaining allegations and characterizations in paragraph 156.

27 156. Midjourney admits that images created by Midjourney users may be
28 displayed within Midjourney's Explore feature, which is searchable. Midjourney

1 lacks knowledge and information sufficient to form a belief as to whether the image
2 depicted in paragraph 156 is a true and correct screenshot of the Midjourney website.
3 Midjourney denies the remaining allegations and characterizations in paragraph 156.

4 157. Midjourney admits that images created by Midjourney users may be
5 displayed within Midjourney's Explore feature, which is searchable. Midjourney
6 lacks knowledge and information sufficient to form a belief as to whether the image
7 depicted in paragraph 157 is a true and correct screenshot of the Midjourney website.
8 Midjourney denies the remaining allegations and characterizations in paragraph 157.

9 158. Midjourney admits that images created by Midjourney users may be
10 displayed within Midjourney's Explore feature, which is searchable. Midjourney
11 lacks knowledge and information sufficient to form a belief as to whether the image
12 depicted in paragraph 158 is a true and correct screenshot of the Midjourney website.
13 Midjourney denies the remaining allegations and characterizations in paragraph 158.

14 159. Midjourney admits that images created by Midjourney users may be
15 displayed within Midjourney's Explore feature, which is searchable. Midjourney
16 lacks knowledge and information sufficient to form a belief as to whether the image
17 depicted in paragraph 159 is a true and correct screenshot of the Midjourney website.
18 Midjourney denies the remaining allegations and characterizations in paragraph 159.

19 160. Midjourney admits that images created by Midjourney users may be
20 displayed within Midjourney's Explore feature, which is searchable. Midjourney
21 lacks knowledge and information sufficient to form a belief as to whether the image
22 depicted in paragraph 160 is a true and correct screenshot of the Midjourney website.
23 Midjourney denies the remaining allegations and characterizations in paragraph 160.

24 161. Midjourney admits that images created by Midjourney users may be
25 displayed within Midjourney's Explore feature, which is searchable. Midjourney
26 lacks knowledge and information sufficient to form a belief as to whether the image
27 depicted in paragraph 161 is a true and correct screenshot of the Midjourney website.
28 Midjourney denies the remaining allegations and characterizations in paragraph 161.

1 162. Midjourney admits that images created by Midjourney users may be
2 displayed within Midjourney's Explore feature, which is searchable. Midjourney
3 lacks knowledge and information sufficient to form a belief as to whether the image
4 depicted in paragraph 162 is a true and correct screenshot of the Midjourney website.
5 Midjourney denies the remaining allegations and characterizations in paragraph 162.

6 163. Midjourney admits that images created by Midjourney users may be
7 displayed within Midjourney's Explore feature, which is searchable. Midjourney
8 lacks knowledge and information sufficient to form a belief as to whether the image
9 depicted in paragraph 163 is a true and correct screenshot of the Midjourney website.
10 Midjourney denies the remaining allegations and characterizations in paragraph 163.

11 164. Midjourney admits that images created by Midjourney users may be
12 displayed within Midjourney's Explore feature, which is searchable. Midjourney
13 lacks knowledge and information sufficient to form a belief as to whether the image
14 depicted in paragraph 164 is a true and correct screenshot of the Midjourney website.
15 Midjourney denies the remaining allegations and characterizations in paragraph 164.

16 165. Midjourney admits that images created by Midjourney users may be
17 displayed within Midjourney's Explore feature, which is searchable. Midjourney
18 lacks knowledge and information sufficient to form a belief as to whether the image
19 depicted in paragraph 165 is a true and correct screenshot of the Midjourney website.
20 Midjourney denies the remaining allegations and characterizations in paragraph 165.

21 166. Midjourney denies the allegations and characterizations in paragraph
22 166.

23 167. Midjourney denies the allegations and characterizations in paragraph
24 167.

25 168. Midjourney denies the allegations and characterizations in paragraph
26 168.

27 169. To the extent the allegations set forth in this paragraph purport to
28 summarize or characterize the contents of the article located at

1 [https://instantaiprompts.medium.com/recreating-classic-disney-1930s-style-](https://instantaiprompts.medium.com/recreating-classic-disney-1930s-style-animation-with-midjourney-ai-3c4735dfb226)
2 [animation-with-midjourney-ai-3c4735dfb226](https://instantaiprompts.medium.com/recreating-classic-disney-1930s-style-animation-with-midjourney-ai-3c4735dfb226), such article speaks for itself.

3 Midjourney otherwise denies the allegations and characterizations in paragraph 169.

4 170. Midjourney lacks knowledge and information sufficient to form a belief
5 as to the truth of the allegations set forth in paragraph 170, and on that basis denies
6 the same.

7 171. Midjourney lacks knowledge and information sufficient to form a belief
8 as to the truth of the allegations set forth in paragraph 171, and on that basis denies
9 the same.

10 172. Midjourney lacks knowledge and information sufficient to form a belief
11 as to the truth of the allegations set forth in paragraph 172, and on that basis denies
12 the same.

13 173. Midjourney lacks knowledge and information sufficient to form a belief
14 as to the truth of the allegations set forth in paragraph 173, and on that basis denies
15 the same.

16 174. Midjourney lacks knowledge and information sufficient to form a belief
17 as to the truth of the allegations set forth in paragraph 174, and on that basis denies
18 the same.

19 175. Midjourney lacks knowledge and information sufficient to form a belief
20 as to the truth of the allegations set forth in paragraph 175, and on that basis denies
21 the same.

22 176. Midjourney denies that users are drawn to Midjourney in order to
23 engage in infringement. Midjourney lacks knowledge and information sufficient to
24 form a belief as to the truth of the remaining allegations set forth in paragraph 176,
25 and on that basis denies the same.

26 177. Midjourney lacks knowledge and information sufficient to form a belief
27 as to the truth of the allegations set forth in paragraph 177, and on that basis denies
28 the same.

1 178. Midjourney lacks knowledge and information sufficient to form a belief
2 as to the truth of the allegations set forth in paragraph 178, and on that basis denies
3 the same.

4 179. Midjourney lacks knowledge and information sufficient to form a belief
5 as to the truth of the allegations set forth in paragraph 179, and on that basis denies
6 the same.

7 180. To the extent the allegations set forth in this paragraph purport to
8 summarize or characterize the contents of the article located at
9 [https://instantaiprompts.medium.com/recreating-classic-disney-1930s-style-](https://instantaiprompts.medium.com/recreating-classic-disney-1930s-style-animation-with-midjourney-ai-3c4735dfb226)
10 [animation-with-midjourney-ai-3c4735dfb226](https://instantaiprompts.medium.com/recreating-classic-disney-1930s-style-animation-with-midjourney-ai-3c4735dfb226), such article speaks for itself.
11 Midjourney denies Plaintiffs' description and characterization of the Midjourney
12 service and associated technology. Midjourney lacks knowledge and information
13 sufficient to form a belief as to the truth of the remaining allegations set forth in
14 paragraph 180, and on that basis denies the same.

15 181. Midjourney denies that Midjourney users are drawn to Midjourney for
16 the purpose of creating images of Plaintiffs' characters. Midjourney lacks knowledge
17 and information sufficient to form a belief as to the truth of the remaining allegations
18 set forth in paragraph 181, and on that basis denies the same.

19 182. Midjourney denies that it has infringed copyrighted works and, on that
20 basis, denies the allegations and characterizations in paragraph 182.

21 183. Midjourney admits that it uses technical measures to prevent the
22 generation of certain content including nudity and certain violent content.
23 Midjourney further admits that the image excerpted in paragraph 183 appears display
24 an error message in response to a prompt submitted by a Midjourney user.
25 Midjourney lacks knowledge and information sufficient to form a belief as to the
26 truth of the remaining allegations set forth in paragraph 183, and on that basis denies
27 the same.

28 184. Midjourney admits that certain error messages on the Midjourney

1 platform reflect Midjourney's Community Standards, which include prohibitions on
2 the conduct quoted in paragraph 184. Midjourney denies the remaining allegations
3 in paragraph 184.

4 185. Midjourney admits the allegations in paragraph 185.

5 186. Midjourney admits that it has not affirmatively implemented measures
6 specific to Plaintiffs' allegedly copyrighted works, but denies that any such measures
7 are required. Midjourney denies the remaining allegations in paragraph 186
8 regarding control or alleged infringement.

9 187. Midjourney lacks knowledge and information sufficient to form a belief
10 as to the truth of the remaining allegations set forth in paragraph 187, and on that
11 basis denies the same.

12 188. Midjourney admits that its Terms of Service entitle Midjourney to
13 terminate access to and use of the service to users who engage in repeated acts of
14 copyright infringement. Midjourney denies the remaining allegations in paragraph 188.

15 189. Midjourney denies Plaintiffs' allegations that it has infringed their
16 copyrights or any notion that it engaged in "willful" infringement. Midjourney
17 further denies Plaintiffs' characterization of how images are generated by users of
18 Midjourney. Midjourney admits the remaining allegations in paragraph 189.

19 190. Midjourney admits that it received a letter from the Walt Disney
20 Company on December 11, 2024 and a letter from NBCUniversal just prior to
21 Plaintiffs' filing the Complaint. Midjourney further admits that it did not respond to
22 those letters prior to the Complaint. Midjourney denies Plaintiffs' allegations that it
23 has infringed their copyrights. Midjourney lacks knowledge and information
24 sufficient to form a belief as to the truth of the remaining allegations set forth in
25 paragraph 190, and on that basis denies the same.

26 191. Midjourney denies Plaintiffs' allegations that it has committed
27 infringement and that anything related to Plaintiffs' works, let alone purported
28 infringement, is a "central feature" of its services, and further disputes Plaintiffs'

1 characterization of it as unwilling to work with Plaintiffs to address their concerns.
2 Midjourney admits the remaining allegations in paragraph 191.

3 192. Midjourney admits that in the week prior to Plaintiffs' filing the
4 Complaint, Midjourney's CEO announced plans to release new versions of its image
5 creation tools and, before the end of the month, a video generation tool, which has
6 since been released. Midjourney denies the remaining allegations in paragraph 192.

7 193. Midjourney denies the allegations and characterizations in paragraph
8 193.

9 194. Midjourney lacks knowledge and information sufficient to form a belief
10 as to the truth of the allegations set forth in paragraph 194, and on that basis denies
11 the same.

12 195. Midjourney denies the allegations in paragraph 195.

13 196. Midjourney denies the allegations in paragraph 196.

14 197. Midjourney denies that its conduct usurps Plaintiffs' control over the
15 exercise of their rights in copyright works and interferes with their exploitation and
16 licensing strategies. Midjourney lacks knowledge and information sufficient to form
17 a belief as to the truth of the remaining allegations set forth in paragraph 197, and on
18 that basis denies the same.

19 198. Midjourney lacks knowledge and information sufficient to form a belief
20 as to the truth of Plaintiffs' allegation that Midjourney competes with companies that
21 have negotiated with Plaintiffs for licenses to their copyrighted content, and on that
22 basis denies the same. Midjourney denies the remaining allegations in paragraph
23 198.

24 199. Midjourney denies the allegations in paragraph 199, including but not
25 limited to the allegation that it is "contributing to consumer confusion regarding what
26 is lawful."

27 200. Midjourney denies the allegations in paragraph 200.
28

FIRST CLAIM FOR RELIEF

(Alleged Direct Copyright Infringement)

201. Midjourney incorporates by reference its responses to the preceding paragraphs above as though fully set forth herein.

202. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 202, and on that basis denies the same.

203. Midjourney denies the allegations in paragraph 203.

204. Midjourney denies the allegations in paragraph 204.

205. Midjourney denies the allegations in paragraph 205.

206. Midjourney denies the allegations in paragraph 206.

207. Midjourney denies the allegations in paragraph 207.

208. Midjourney denies the allegations in paragraph 208.

209. Midjourney denies the allegations in paragraph 209.

210. Midjourney denies the allegations in paragraph 210.

211. Midjourney denies the allegations in paragraph 211.

SECOND CLAIM FOR RELIEF

(Alleged Secondary Copyright Infringement)

212. Midjourney incorporates by reference its responses to the preceding paragraphs above as though fully set forth herein.

213. Paragraph 213 contains characterizations of Plaintiffs' pleading strategy, to which no response is required. Midjourney denies the remaining allegations in paragraph 213.

214. Midjourney lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 214 and referenced Exhibits A and B, and on that basis denies the same.

215. Midjourney denies the allegations in paragraph 215.

216. Midjourney lacks knowledge and information sufficient to form a belief

1 as to the truth of whether Plaintiffs have consented to any particular image created
2 by a Midjourney user. Midjourney denies the remaining allegations in paragraph
3 216.

4 217. Midjourney denies the allegations and characterizations in paragraph
5 217.

6 218. Midjourney denies the allegations and characterizations in paragraph
7 218.

8 219. Midjourney denies the allegations and characterizations in paragraph
9 219.

10 220. Midjourney admits that it has the right and ability to moderate user
11 prompts. Midjourney denies the remaining allegations in paragraph 220.

12 221. Midjourney admits that it prevents users from creating certain images,
13 including images reflecting hate speech and nudity, among others. Midjourney
14 denies that it is infringing Plaintiffs' copyrighted works. Midjourney lacks
15 knowledge and information sufficient to form a belief as to the truth of the remaining
16 allegations set forth in paragraph 221, and on that basis denies the same.

17 222. Midjourney denies the allegations in paragraph 222.

18 223. Midjourney admits that it provides additional generations and features
19 to subscribers to premium subscription plans. Midjourney further admits that its
20 revenues surpassed \$200 million in 2023, and that, as of September 2024,
21 Midjourney had nearly 21 million subscribers. Midjourney denies the remaining
22 allegations in paragraph 223.

23 224. Midjourney denies the allegations in paragraph 224.

24 225. Midjourney denies the allegations in paragraph 225.

25 226. Midjourney denies the allegations in paragraph 226.

26 227. Midjourney lacks knowledge and information sufficient to form a belief
27 as to the truth of the allegation regarding measures taken by other generative AI
28 services, and on that basis denies the same. Midjourney denies that it has infringed

1 Plaintiffs' alleged copyrights, and on that basis denies the remaining allegations and
2 characterizations in paragraph 227.

3 228. Midjourney denies the allegations in paragraph 228.

4 229. Midjourney denies the allegations in paragraph 229.

5 230. Midjourney denies the allegations in paragraph 230.

6 231. Midjourney denies the allegations in paragraph 231.

7 232. Midjourney denies the allegations in paragraph 232.

8 233. Midjourney denies the allegations in paragraph 233.

9 234. Midjourney denies the allegations in paragraph 234.

10 235. Midjourney denies the allegations in paragraph 235.

11 **PRAYER FOR RELIEF**

12 Midjourney denies that Plaintiffs are entitled to any relief whatsoever,
13 including but not limited to the relief sought in the section of the Complaint titled
14 "Prayer for Relief." To the extent that the "Prayer for Relief" contains any
15 allegations, Midjourney denies the same.

16 **AFFIRMATIVE DEFENSES**

17 Midjourney asserts that Plaintiffs' claims are barred, in whole or in part, by the
18 defenses set forth herein. The Preliminary Statement and responses above are
19 incorporated in these defenses by reference as if fully set forth herein. By setting
20 forth these defenses, Midjourney does not assume the burden of proving any fact,
21 issue, or element of a cause of action where such burden properly belongs to
22 Plaintiffs. Midjourney reserves the right to plead any and all defenses that may be
23 evident or revealed after investigation and discovery in this matter.

24 **FIRST AFFIRMATIVE DEFENSE**

25 To the extent that Midjourney made any unauthorized copies of Plaintiffs'
26 registered copyrighted works, or otherwise exercised any rights provided for under
27 17 U.S.C. § 106, such uses constitute fair use under 17 U.S.C. § 107.

28

1 **SECOND AFFIRMATIVE DEFENSE**

2 Plaintiffs' claims are barred, in whole or in part, to the extent that the Plaintiffs
3 do not own the copyrights for the asserted works, and/or otherwise lack standing to
4 assert the claims herein.

5 **THIRD AFFIRMATIVE DEFENSE**

6 Plaintiffs' claims are barred, in whole or in part, on the ground that Plaintiffs
7 (themselves or through their agents) have licensed (actual or implied) one or more of
8 the asserted works to Midjourney.

9 **FOURTH AFFIRMATIVE DEFENSE**

10 Plaintiffs' claims are barred, in whole or in part, by the doctrines of
11 acquiescence, estoppel, and waiver. Midjourney is informed and believes, and on
12 that basis alleges, that one or more of the images that Plaintiffs allege infringe their
13 copyrights were created by Plaintiffs or agents thereof.

14 **FIFTH AFFIRMATIVE DEFENSE**

15 Plaintiffs' claims are barred, in whole or in part, by the doctrine of unclean
16 hands. Plaintiffs use and benefit from generative AI models, including Midjourney,
17 and including in connection with some or all of the asserted works. Moreover, on
18 information and belief, Plaintiffs are, like Midjourney, directly or indirectly engaged
19 in training generative AI models on publicly available works, some of which are
20 protected by copyrights owned by third parties. Accordingly, it would be inequitable
21 to permit Plaintiffs to benefit from the development and use of generative AI tools,
22 including Midjourney, on the one hand, and, on the other hand, prevent the
23 development and use of Midjourney by others.

24 **SIXTH AFFIRMATIVE DEFENSE**

25 Plaintiffs' claims are barred, in whole or in part, to the extent that any
26 purported copying of Plaintiffs' protectable expression is *de minimis*.

27 **SEVENTH AFFIRMATIVE DEFENSE**

28 Plaintiffs' claims are barred, in whole or in part, on the grounds that (i)

1 Plaintiffs have not provided Midjourney with adequate notice of specific instances
2 of purported copyright infringement by Midjourney users; and (ii) Midjourney is
3 entitled to avail itself to the infringement safe harbors codified in 17 U.S.C. § 512.
4 As alleged above, Plaintiffs have not complied with the provisions of the DMCA.

5
6 **PRAYER FOR RELIEF**

7 WHEREFORE, Midjourney asks this Court to enter judgment:

- 8 1. Dismissing the Complaint with prejudice;
- 9 2. Finding that Plaintiffs are not entitled to the relief requested in the
10 Complaint, or to any relief whatsoever, including for direct, contributory, or vicarious
11 copyright infringement;
- 12 3. Finding that one or more of the copyrights asserted by Plaintiffs are
13 unenforceable and/or that Plaintiffs' claims have been limited, barred, or discharged
14 by reason of the affirmative and additional defense(s) set forth herein;
- 15 4. Awarding reasonable attorneys' fees and all other recoverable expenses
16 to Midjourney;
- 17 5. Awarding Midjourney its costs; and,
- 18 6. Granting such other and further relief as may be just and proper.

19 Dated: August 6, 2025

COOLEY LLP

21 By: 

22 Bobby Ghajar
23 John Paul Oleksiuk
24 Judd Lauter
25 Ellie Dupler

26 *Counsel for Defendant Midjourney, Inc.*

DEMAND FOR TRIAL BY JURY

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

Dated: August 6, 2025

COOLEY LLP

By: 
Bobby Ghajar
John Paul Oleksiuk
Judd Lauter
Ellie Dupler

Counsel for Defendant Midjourney, Inc.