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Attorneys for Defendants
BANK OF AMERICA CORPORATION AND
BANK OF AMERICA, N.A.

UNITED STATES DISTRICT COURT

FOR THE CENTRAL DISTRICT OF CALIFORNIA

NANTWORKS, LLC, a Delaware limited liability company, and NANT HOLDINGS IP, LLC, a Delaware limited liability company,

Plaintiffs and Counter-Defendants,

vs.

BANK OF AMERICA CORPORATION a Delaware corporation, and BANK OF AMERICA, N.A., a national banking association,

Defendants and Counter-Plaintiffs.

Case No. 2:20-cv-07872-GW-PVC

DEFENDANTS BANK OF AMERICA CORPORATION AND BANK OF AMERICA, N.A.'S ANSWER TO FIRST AMENDED COMPLAINT, AFFIRMATIVE DEFENSES, AND COUNTERCLAIMS

JURY DEMAND

Complaint Filed: 8/27/2020

DEFENDANTS' ANSWER TO PLAINTIFFS' FIRST AMENDED COMPLAINT

Defendants Bank of America Corporation ("BAC") and Bank of America, N.A. ("BANA") (together "Defendants") hereby submit their Answer to Plaintiffs Nantworks, LLC and Nant Holdings IP, LLC's (together "NantWorks") First Amended Complaint ("FAC") in the above-captioned matter by admitting, denying, and alleging as follows:

ANSWER TO PLAINTIFFS' ALLEGATION NO. 1:

1. On information and belief, Defendants admit the allegations set forth in Paragraph 1.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 2:

2. On information and belief, Defendants admit the allegations set forth in Paragraph 2.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 3:

3. Defendants admit the allegations in Paragraph 3.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 4:

4. Defendants admit that Bank of America, N.A. is a federally chartered national banking association organized and existing under the laws of the United States and an indirect wholly owned subsidiary of Bank of America Corporation with its principal place of business at Bank of America Corporate Center, 100 N. Tryon Street, Charlotte, NC 28255. Except as admitted, the allegations in Paragraph 4 are denied.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 5:

5. Defendants admit that this action purports to assert claims for patent infringement arising under the patent laws of the United States, 35 U.S.C. § 1 *et seq*. Defendants deny that Defendants have committed any acts of patent infringement in the United States or anywhere else and that NantWorks is entitled to any relief against Defendants, including the relief requested in the FAC. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 5.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 6:

6. Pursuant to the Court's Order (Dkt. 98) dismissing Plaintiffs' copyright claim, no response is required to Paragraph 6.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 7:

7. Defendants admit that this action purports to assert claims for trade secret misappropriation arising under the Defend Trade Secrets Act of 2016, 18 U.S.C. § 1836 *et seq.* Defendants deny that Defendants have committed any acts of trade secret misappropriation in the United States or anywhere else and that NantWorks is entitled to any relief against Defendants, including the relief requested in the FAC. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 7.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 8:

8. Defendants admit that this Court has subject matter jurisdiction over patent law claims and claims under the Defend Trade Secrets Act of 2016. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 8.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 9:

9. Defendants admit that 28 U.S.C. § 1367(a) may apply to any state law claims. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 9.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 10:

10. NantWorks's statements regarding personal jurisdiction in Paragraph 10 are legal conclusions to which no response is required. Defendants deny that they have committed any acts of infringement or misappropriation within this judicial district, the State of California, or elsewhere in the United States. BANA admits that it operates bank branches and ATMs in this judicial district and in the State of California. BANA admits that it has customers who reside in this judicial district and in the State of California, and these customers may elect to use bank branches, ATMs, online banking, and mobile banking. BAC denies it is a proper party to this litigation because it is a holding company that provides no banking services or products, other than through its

subsidiaries. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 10.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 11:

11. Defendants deny that they have committed any acts of infringement within this judicial district, the State of California, or elsewhere in the United States. BANA admits that it has customers who reside in this judicial district and in the State of California, and these customers may elect to use mobile banking, including mobile check deposit. BAC denies that it is a proper party to this litigation because it is a holding company that provides no banking services or products, other than through its subsidiaries. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 11.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 12:

12. NantWorks's statement regarding venue in Paragraph 12 is a legal conclusion to which no response is required. To the extent a response is required, Defendants deny that they have committed any acts of infringement within this judicial district, the State of California, or elsewhere in the United States. While Defendants do not contest that venue is proper in this judicial district, venue is not convenient for Defendants and their witnesses, and Defendants reserve the right to seek transfer pursuant to 28 U.S.C. § 1404. Defendants deny the remaining allegations in Paragraph 12.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 13:

13. The allegations of Paragraph 13 constitute characterizations of NantWorks's FAC to which no response is required. To the extent a response is required, Defendants deny that they have committed any acts of infringement, unauthorized use, or misappropriation of any technology within this judicial district, the State of California, or elsewhere in the United States. The Defendants deny any remaining allegations of Paragraph 13.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 14:

14. Defendants admit that Matt Calman saw NantWorks demonstrate technology. Defendants also admit that BANA and NantWorks entered into agreements, which speak for themselves. BAC was not a party to any agreements with NantWorks. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations contained in footnote 1, and on that basis deny each and every allegation contained therein. Except as expressly admitted, Defendants deny all remaining allegations in Paragraph 14.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 15:

15. Defendants respond that the agreements between BANA and NantWorks speak for themselves and refer to those writings for a complete statement of their terms. BAC was not a party to any agreements with NantWorks. Except as expressly admitted, the allegations in Paragraph 15 are denied.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 16:

16. The allegations in Paragraph 16 are denied.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 17:

17. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 17, and on that basis deny each and every allegation contained therein.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 18:

18. Defendants admit the first iPhone was introduced in 2007. Except as expressly admitted, Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 18 and footnote 2, and on that basis deny each and every remaining allegation contained therein.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 19:

19. Defendants lack knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 19, and on that basis deny each and every allegation contained therein.

ANSWER TO PLAINTIFFS' ALLEGATION NO. 20:

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