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ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 3-27-26

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ACE CAM, INC., individually and on behalf of  
all others similarly situated,

Plaintiff,

v.

RUNWAY AI, INC.,

Defendant.

Case No.: 1:26-cv-01362-LAK

BUSINESSING LLC, individually and on  
behalf of all others similarly situated,

Plaintiff,

v.

RUNWAY AI, INC.,

Defendant.

Case No.: 1:26-cv-01655-LAK

**~~PROPOSED~~ ORDER GRANTING PLAINTIFFS' MOTION TO CONSOLIDATE  
ACTIONS AND APPOINT INTERIM CO-LEAD CLASS COUNSEL**

Having reviewed Plaintiffs' Motion to Consolidate Cases and Appoint Interim Co-Lead Class Counsel (the "Motion"), and for good cause shown, the Court hereby **GRANTS** the Motion and hereby **ORDERS** as follows:

**Consolidation Under Rule 42**

1. The related actions pending in this District, listed below, are consolidated for all purposes, including pretrial proceedings, trial, and appeal, pursuant to Federal Rule of Civil Procedure 42(a) (hereafter, the "Consolidated Actions"):

- *Ace Cam, Inc. v. Runway AI, Inc.*, Case No. 1:26-cv-01362-LAK

- *Businessing LLC v. v. Runway AI, Inc.*, Case No. 1:26-cv-01655-LAK

2. Consolidation of these Consolidated Cases is appropriate because each of the actions arise from the same nucleus of operative facts. Consolidation will eliminate duplicative discovery, prevent inconsistent pretrial rulings, and conserve the resources of the parties, their counsel and the judiciary;

3. The Consolidated Actions, as well as any other actions subsequently consolidated with them, shall be coordinated to the extent practicable with one another under one docket for purposes of discovery and pretrial proceedings to promote efficiency in managing and litigating the cases.

4. The files of the Consolidated Actions shall be maintained under the Master File Case No. 26-cv-01362-LAK, the docket number assigned to the first-filed case.

5. This order shall apply to all related actions subsequently filed in or transferred to this District that arise out of the same or similar operative facts as the Consolidated Actions. Any subsequently filed actions that are filed in, or transferred to, this Court will be, absent objection, deemed related and consolidated under the Master Docket, Case. No. 26-cv-01362-LAK, within 10 calendar days following the filing or transfer of that action. If any party objects to such consolidation or otherwise wishes to seek alternative relief, they must do so before the expiration of that period.

**Appointment of Interim Co-Lead Class Counsel**

6. The Court appoints Tom Kherkher of Ellzey Kherkher Sanford Montgomery LLP and Gary Klinger of Milberg, PLLC, as Interim Co-Lead Class Counsel for Plaintiffs pursuant to Federal Rule of Civil Procedure 23(g).

7. Interim Co-Lead Class Counsel has complete authority to conduct all pretrial and trial work on behalf of the proposed class(es). Such work includes crafting pleadings, conducting discovery, negotiating settlements, and all other pretrial and trial proceedings. Interim Co-Lead Class Counsel is exclusively authorized and responsible for overseeing the following tasks:

- Directing overall case strategy, scheduling, and case management for the plaintiffs and proposed class(es);
- Investigating claims on behalf of the plaintiffs and proposed class(es);
- Drafting any amended complaints, including identifying claims to be made in such complaints and selecting proposed class representatives;
- Coordinating and conducting all discovery, if ordered;
- Determining and presenting (in briefs, oral argument, or any such other fashion as may be appropriate, personally or by a designee) to the Court and opposing parties the position of the plaintiffs and proposed class(es) on all matters;
- Drafting and serving all pleadings and filings, including briefs, legal memoranda, and discovery requests, either personally or by a designee;
- Conducting arguments, court hearings, and appearances;
- Communicating with opposing counsel, governmental and regulatory authorities, and the Court;
- Hiring consultants, vendors, and other litigation professionals;
- Retaining experts and preparing reports;
- Assessing common litigation costs and collecting such assessments;
- Initiating and conducting settlement discussions with any opposing party;
- Allocating any attorneys' fees awarded by the Court;
- Preparing and maintaining comprehensive, contemporaneous billing records and expense reports on behalf of all counsel submitting time and expenses in this matter, including recommendations to the Court as to what fees and expenses should be awarded in this matter; and

- Ensuring that work assignments are not given to any firm that has not promptly submitted its time and expense records or paid its assessments.

8. Interim Co-Lead Class Counsel may designate other counsel to act on their behalf or otherwise assist with the litigation with respect to the above or any other matters. No counsel may purport to act on behalf of Interim Co-Lead Class Counsel without Interim Co-Lead Class Counsel's express authorization.

9. Opposing counsel may rely on the conduct and representations of Interim Co-Lead Class Counsel on behalf of plaintiffs and the proposed class(es) for any issue in the litigation.

10. All deadlines in the Consolidated Cases are vacated; and

11. Plaintiffs shall file a Consolidated Class Action Complaint within forty-five (45) days of the Order.

IT IS SO ORDERED.

Dated: 3/27/26

  
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Hon.