MARC TOBEROFF (CA SBN 188547)
MToberoff@toberoffandassociates.com
JAYMIE PARKKINEN (CA SBN 318394)
JParkkinen@toberoffandassociates.com
TOBEROFF & ASSOCIATES, P.C.
23823 Malibu Road, Suite 50-363
Malibu, CA 90265
Telephone: (310) 246-3333

Attorneys for Plaintiffs Elon Musk, Shivon Zilis, and X.AI Corp.

(Additional counsel listed on the next page)

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

ELON MUSK et al.,

Plaintiffs,

v.

SAMUEL ALTMAN, et al.,

Defendants.

Case No. 4:24-cv-04722-YGR

JOINT STIPULATION AND [PROPOSED] ORDER CONTINUING CASE MANAGEMENT CONFERENCE AND REMAINING BRIEFING DEADLINES ON DEFENDANTS' MOTIONS TO DISMISS

JORDAN ETH (CA SBN 121617)
JEth@mofo.com
WILLIAM FRENTZEN (CA SBN 343918)
WFrentzen@mofo.com
DAVID J. WIENER (CA SBN 291659)
DWiener@mofo.com
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, CA 94105
Telephone: (415) 268-7000

WILLIAM SAVITT (admitted *pro hac vice*)
WDSavitt@wlrk.com
BRADLEY R. WILSON (*pro hac vice* forthcoming)
BRWilson@wlrk.com
SARAH K. EDDY (admitted *pro hac vice*)
SKEddy@wlrk.com
NATHANIEL CULLERTON (admitted *pro hac vice*)
NDCullerton@wlrk.com
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019
Telephone: (212) 403-1000

Attorneys for Defendants Samuel Altman, Gregory Brockman, OpenAI, Inc., OpenAI L.P., OpenAI, L.L.C., OpenAI GP, L.L.C., OpenAI OpCo, LLC, OpenAI Global, LLC, OAI Corporation, LLC, OpenAI Holdings, LLC, OpenAI Startup Fund Management, LLC, OpenAI Startup Fund GP I, L.L.C., OpenAI Startup Fund I, L.P., OpenAI Startup Fund SPV GP I, L.L.C., OpenAI Startup Fund SPV GP II, L.L.C., OpenAI Startup Fund SPV GP III, L.L.C., OpenAI Startup Fund SPV GP IV, L.L.C., OpenAI Startup Fund SPV I, L.P., OpenAI Startup Fund SPV II, L.P., OpenAI Startup Fund SPV III, L.P., OpenAI Startup Fund SPV IV, L.P., Aestas Management Company, LLC, and Aestas LLC

RUSSELL P. COHEN (SBN 213105)
Russ.cohen@dechert.com
HOWARD M. ULLMAN (SBN 206760)
Howard.ullman@dechert.com
DECHERT LLP
45 Fremont Street, 26th Floor
San Francisco, CA 94105
Telephone: (415) 262-4500

NISHA PATEL (SBN 281628)
Nisha.patelgupta@dechert.com
DECHERT LLP
633 West 5th Street, Suite 4900
Los Angeles, CA 90071
Telephone: (213) 808-5700

ANDREW J. LEVANDER (admitted *pro hac vice*)
Andrew.levander@dechert.com
DECHERT LLP
Three Bryant Park
1095 Avenue of the Americas
New York, NY 10036
Telephone: (212) 698-3500
Facsimile: (212) 698-3599

JAY JURATA (admitted *pro hac vice)*
Jay.jurata@dechert.com
DECHERT LLP
1900 K Street, N.W.
Washington, DC 20006
Telephone: (202) 261-3300
Facsimile: (202) 261-3333

Attorneys for Defendants Microsoft Corporation, Reid Hoffman, and Deannah Templeton

Plaintiffs Elon Musk, Shivon Zilis, and X.AI Corp. (collectively, the "Plaintiffs"); Defendants Samuel Altman, Gregory Brockman, OpenAI, Inc., OpenAI L.P., OpenAI, L.L.C., OpenAI GP, L.L.C., OpenAI OpCo, LLC, OpenAI Global, LLC, OAI Corporation, LLC, OpenAI Holdings, LLC, OpenAI Startup Fund Management, LLC, OpenAI Startup Fund GP I, L.L.C., OpenAI Startup Fund I, L.P., OpenAI Startup Fund SPV GP I, L.L.C., OpenAI Startup Fund SPV GP II, L.L.C., OpenAI Startup Fund SPV GP III, L.L.C., OpenAI Startup Fund SPV GP IV, L.L.C., OpenAI Startup Fund SPV I, L.P., OpenAI Startup Fund SPV II, L.P., OpenAI Startup Fund SPV III, L.P., OpenAI Startup Fund SPV IV, L.P., Aestas Management Company, LLC, and Aestas LLC (collectively, the "OpenAI Defendants"); Defendants Deannah Templeton, Reid Hoffman, and Microsoft Corporation (collectively, the "Microsoft Defendants"; together with the "OpenAI Defendants," the "Defendants"; and together with Plaintiffs and the OpenAI Defendants, the "Parties"), by and through their counsel, hereby stipulate as follows:

WHEREAS, the Court issued an Order on March 4, 2025, denying Plaintiffs' Motion for Preliminary Injunction;

WHEREAS, the Court's Order directed the parties to meet and confer concerning its offer to expedite trial on certain claims and to file a Joint Case Management Statement concerning the same by March 14, 2025;

WHEREAS, Plaintiffs' oppositions to Defendants' Motions to Dismiss are presently due March 17, 2025 and Defendants' reply briefs are due April 18, 2025;

WHEREAS, the Case Management Conference is presently set for March 21, 2025;

WHEREAS, the parties have been diligently working to prioritize the Joint Case Management Statement to be filed by March 14, and given scheduling conflicts in other matters that have arisen for counsel on both sides;

IT IS HEREBY STIPULATED AND AGREED, SUBJECT TO COURT APPROVAL, by Plaintiffs, the OpenAI Defendants, and the Microsoft Defendants that:

1. The Case Management Conference set for March 21, 2025 be continued to:

    a. April 4, 2025 to be held in-person or by video conference at the Court's discretion and at time set by the Court; or

b. March 28, April 1, or April 3, 2025 at 8:00 a.m. to be held as a video conference at a time set by the Court.

2. The remaining briefing schedule on the pending Motions to Dismiss filed by the Defendants be modified so that Plaintiffs' opposition briefs are due March 24, 2025, and Defendants' replies are due May 2, 2025.

Dated: March 12, 2025

TOBEROFF & ASSOCIATES, P.C.

By: *s/ Marc Toberoff*
Marc Toberoff (CA SBN 188547)

Attorneys for Plaintiffs Elon Musk, Shivon Zilis, and X.AI Corp.

Dated: March 12, 2025

MORRISON & FOERSTER LLP

By: *s/ Jordan Eth*
Jordan Eth (CA SBN 121617)

Attorneys for Defendants Samuel Altman, Gregory Brockman, OpenAI, Inc., OpenAI L.P., OpenAI, L.L.C., OpenAI GP, L.L.C., OpenAI OpCo, LLC, OpenAI Global, LLC, OAI Corporation, LLC, OpenAI Holdings, LLC, OpenAI Startup Fund Management, LLC, OpenAI Startup Fund GP I, L.L.C., OpenAI Startup Fund I, L.P., OpenAI Startup Fund SPV GP I, L.L.C., OpenAI Startup Fund SPV GP II, L.L.C., OpenAI Startup Fund SPV GP III, L.L.C., OpenAI Startup Fund SPV GP IV, L.L.C., OpenAI Startup Fund SPV I, L.P., OpenAI Startup Fund SPV II, L.P., OpenAI Startup Fund SPV III, L.P., OpenAI Startup Fund SPV IV, L.P., Aestas Management Company, LLC, and Aestas LLC

Dated: March 12, 2025

DECHERT LLP

By: *s/ Russell P. Cohen*
Russell P. Cohen (SBN 213105)

Attorneys for Defendants Microsoft Corporation, Reid Hoffman, and Deannah Templeton

SIGNATURE ATTESTATION

I hereby attest that signatories listed above, on whose behalf this stipulation is submitted, concur in the filing's content and have authorized the filing.

Dated: March 12, 2025

s/ Marc Toberoff
Marc Toberoff (CA SBN 188547)

[PROPOSED] ORDER

GOOD CAUSE APPEARING, the Court hereby approves the foregoing stipulation and ORDERS that:

1. The Case Management Conference set for March 21, 2025 be continued to:

   ☐ April 4, 2025 at ____ a.m. to be held as in-person or by video conference; or

   ☐ March 28, April 1, or April 3, 2025 at 8:00 a.m. to be held as a video conference.

2. The remaining briefing schedule on the pending Motions to Dismiss filed by the OpenAI and Microsoft Defendants be extended so that Plaintiffs' Oppositions are due March 24, 2025, and Defendants' Replies are due May 2, 2025.

Dated: _____

_____
The Hon. Yvonne Gonzalez Rogers