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(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 RE: DEADLINES FOR AMENDMENT OF ANSWER AND RESPONSE TO MOTION TO DISMISS COUNTERCLAIMS

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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"); by and through their counsel, hereby stipulate as follows:

WHEREAS, on April 9, 2025, the Court entered a Case Management and Pretrial Order providing that answers to Plaintiffs' First Amended Complaint be filed 14 days following the Court's order on Defendants' motions to dismiss (Dkt. 146);

WHEREAS, on April 9, 2025, OpenAI, Inc., OpenAI OpCo, LLC, and OpenAI Global, LLC (collectively "Counterclaim Plaintiffs") filed their Counterclaims, Answer, and Defenses (Dkt. 147), asserting two counterclaims against Elon Musk and x.AI Corp. (collectively "Counterclaim Defendants") ("Counterclaims");

WHEREAS, on April 29, 2025, the Parties filed a stipulation providing that Counterclaim Defendants' deadline to respond to the Counterclaims would be extended from April 30, 2025 to May 7, 2025 (Dkt. 162);

WHEREAS, on May 1, 2025, the Court entered an order granting in part and denying in part Defendants' motions to dismiss Plaintiffs' First Amended Complaint (Dkt. 163);

WHEREAS, the OpenAI Defendants' amended answer to the First Amended Complaint is currently due by May 15, 2025;

WHEREAS, Counterclaim Defendants filed a motion to dismiss the Counterclaims on May 7, 2025, noticing a hearing on the motion for June 17, 2025 (the "Motion to Dismiss") (Dkt. 166);

WHEREAS, Counterclaim Plaintiffs' response to the Motion to Dismiss is currently due

by May 21, 2025;

WHEREAS, the parties have agreed to streamline the deadlines with respect to the OpenAI Defendants' amended answer and Counterclaims in the interest of efficiency;

IT IS HEREBY STIPULATED AND AGREED, SUBJECT TO COURT APPROVAL, by the Parties that:

1. Counterclaim Plaintiffs shall have until May 28, 2025 to respond to the Motion to Dismiss.
2. The OpenAI Defendants shall have until May 28, 2025 to amend their answer to Plaintiffs' First Amended Complaint.
3. Counterclaim Defendants shall have until June 11, 2025 to file any reply in support of the Motion to Dismiss.
4. The hearing on the Motion to Dismiss shall be continued from June 17, 2025 at 2:00 p.m. until July 1, 2025 at 2:00 p.m.

Dated: May 14, 2025

TOBEROFF & ASSOCIATES, P.C.

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

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

Dated: May 14, 2025

MORRISON & FOERSTER LLP

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

Attorneys for 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

SIGNATURE ATTESTATION

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

Dated: May 14, 2025 */s/ Jordan Eth*
Jordan Eth (CA SBN 121617)

~~[PROPOSED]~~ ORDER

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

1. Counterclaim Plaintiffs shall have until May 28, 2025 to respond to the Motion to Dismiss.
2. The OpenAI Defendants shall have until May 28, 2025 to amend their answer to Plaintiffs' First Amended Complaint.
3. Counterclaim Defendants shall have until June 11, 2025 to file any reply in support of the Motion to Dismiss.
4. The hearing on the Motion to Dismiss shall be continued from June 17, 2025 at 2:00 p.m. until July 1, 2025 at 2:00 p.m.

Date: May 14, 2025

Hon. Yvonne Gonzalez Rogers
UNITED STATES DISTRICT JUDGE