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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 REGARDING RESPONSE TO FIRST AMENDED COMPLAINT

Action Filed: August 5, 2024
Trial Date: None Set
Judge: Hon. Yvonne Gonzalez Rogers

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Attorneys for Defendants Microsoft Corporation 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"); Defendant Deannah Templeton, and Defendant Microsoft Corporation ("Microsoft"), by and through their counsel, hereby stipulate and request as follows:

WHEREAS, on August 5, 2024, Plaintiff Musk filed a Complaint against the OpenAI Defendants (ECF No. 1);

WHEREAS, on September 11, 2024, the Court granted Plaintiff Musk's and the OpenAI Defendants' stipulation extending the deadline for the OpenAI Defendants to respond to the Complaint to October 8, 2024 (ECF No. 22);

WHEREAS, on October 8, 2024, Leonard Horowitz filed a Motion to Intervene (ECF No. 24), which Plaintiff Musk and the OpenAI Defendants opposed (ECF No. 31);

WHEREAS, on October 8, 2024, the OpenAI Defendants filed their Motion to Dismiss the Complaint (ECF No. 25);

WHEREAS, on October 11, 2024, the Court set a case management conference for December 16, 2024 (ECF No. 27);

WHEREAS, on October 15, 2024, the Court granted Plaintiff Musk's and the OpenAI Defendants' stipulation extending the deadline for Plaintiff Musk to respond to the Motion to Dismiss by filing an Opposition or amending the Complaint to November 14, 2024 (ECF No. 29);

WHEREAS, on November 14, 2024, Plaintiffs filed a First Amended Complaint against the OpenAI Defendants adding eleven additional claims, now totaling twenty-six claims, and adding four new Defendants: Deannah Templeton, Reid Hoffman, Microsoft, and the Attorney

General of the State of California, Rob Bonta (as an involuntary plaintiff) (ECF No. 32);

WHEREAS, on November 19, the Court entered an Order denying Leonard Horowitz's Motion to Intervene, denying as moot the OpenAI Defendants' Motion to Dismiss, and setting the deadline to respond to the First Amended Complaint to December 10, 2024 (ECF No. 38);

WHEREAS, on November 21, the Court entered an Order vacating the Initial Case Management Conference previously set for December 16 to be rescheduled to a later date (ECF No. 39);

WHEREAS, Plaintiffs, the OpenAI Defendants, Deannah Templeton, and Microsoft have discussed the OpenAI Defendants', Deannah Templeton's, and Microsoft's time to respond to the First Amended Complaint;

WHEREAS, Counsel for Microsoft and Deannah Templeton has represented that they can accept service on behalf of Reid Hoffman and counsel for Plaintiffs, the OpenAI Defendants, Deannah Templeton, and Microsoft have agreed to extend this response schedule to Reid Hoffman; and

WHEREAS, in light of the addition of eleven additional claims and four new parties, Plaintiffs, the OpenAI Defendants, Deannah Templeton, and Microsoft have agreed, subject to the Court's approval, to extend the deadline to respond to the First Amended Complaint, and set a briefing schedule for any motion(s) to dismiss the First Amended Complaint as described below:

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

1. The OpenAI Defendants, Deannah Templeton, and Microsoft shall respond to the First Amended Complaint on or before January 31, 2025;
2. Plaintiffs shall oppose any motion(s) to dismiss the First Amended Complaint brought by the OpenAI Defendants, Deannah Templeton, and/or Microsoft on or before March 17, 2025;
3. The OpenAI Defendants, Deannah Templeton, and Microsoft shall file reply(ies) in support of any motion(s) to dismiss the First Amended Complaint on or before April 18, 2025;

4. The hearing on any motion(s) to dismiss the First Amended Complaint brought by the OpenAI Defendants, Deannah Templeton, and/or Microsoft shall be set for May 6, 2025, or a date thereafter convenient for the Court; and

5. Plaintiffs, the OpenAI Defendants, Deannah Templeton, and Microsoft respectfully suggest that the Court hold the initial case management conference on the same date as the hearing on any motion(s) to dismiss the First Amended Complaint.

Dated: December 3, 2024

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: December 3, 2024

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: December 3, 2024

DECHERT LLP

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

Attorneys for Defendants Microsoft Corporation 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: December 3, 2024

/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 OpenAI Defendants, Reid Hoffman, Deannah Templeton, and Microsoft Corporation shall respond to the First Amended Complaint on or before January 31, 2025;
2. Plaintiffs shall oppose any motion(s) to dismiss the First Amended Complaint brought by the OpenAI Defendants, Reid Hoffman, Deannah Templeton, and/or Microsoft Corporation on or before March 17, 2025;
3. The OpenAI Defendants, Reid Hoffman, Deannah Templeton, and Microsoft Corporation shall file reply(ies) in support of any motion(s) to dismiss the First Amended Complaint on or before April 18, 2025;
4. The hearing on any motion(s) to dismiss the First Amended Complaint brought by the OpenAI Defendants, Reid Hoffman, Deannah Templeton, and/or Microsoft Corporation shall be set for May 6, 2025; and
5. The initial case management conference shall be reset to May 19, 2025.

Dated: December 5, 2024

The Hon. Yvonne Gonzalez Rogers