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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 PAGE LIMITS FOR MOTION TO DISMISS BRIEFING

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

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

Plaintiffs Elon Musk, Shivon Zilis, and X.AI Corp. (collectively, the "Plaintiffs") and 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 August 5, 2024, Plaintiff Musk filed a Complaint against the OpenAI Defendants (ECF No. 1);

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

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 105-page First Amended Complaint, asserting twenty-six claims (ECF No. 32);

WHEREAS, on November 19, 2024, the Court entered an Order setting the deadline to respond to the First Amended Complaint for December 10, 2024 (ECF No. 38);

WHEREAS, on December 5, 2024, the Court entered an Order granting the Parties' stipulation extending the deadline for Defendants to respond to the First Amended Complaint to January 31, 2025, and setting the deadline for Plaintiffs to oppose any motion(s) to dismiss the First Amended Complaint to March 17, 2025, and the deadline to file any reply(ies) in support of any motion(s) to dismiss the First Amended Complaint to April 18, 2025 (ECF No. 61);

WHEREAS, in light of the number of claims asserted in Plaintiffs' First Amended Complaint, Plaintiffs and the OpenAI Defendants have agreed, subject to the Court's approval, to

extend the page limits of the OpenAI Defendants' memorandum in support of their forthcoming motion to dismiss and Plaintiffs' opposition thereto to 35 pages, and to extend the page limit of the OpenAI Defendants' reply brief in support thereof to 25 pages;

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

1. The OpenAI Defendants' memorandum in support of their motion to dismiss Plaintiffs' First Amended Complaint, to be filed on or before January 31, 2025, shall not exceed 35 pages;
2. Plaintiffs' opposition to the OpenAI Defendants' motion to dismiss Plaintiffs' First Amended Complaint, to be filed on or before March 17, 2025, shall not exceed 35 pages; and
3. The OpenAI Defendants' reply in support of their motion to dismiss Plaintiffs' First Amended Complaint, to be filed on or before April 18, 2025, shall not exceed 25 pages.

Dated: January 24, 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: January 24, 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

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: January 24, 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. The OpenAI Defendants' memorandum in support of their motion to dismiss Plaintiffs' First Amended Complaint, to be filed on or before January 31, 2025, shall not exceed 35 pages;
2. Plaintiffs' opposition to the OpenAI Defendants' motion to dismiss Plaintiffs' First Amended Complaint, to be filed on or before March 17, 2025, shall not exceed 35 pages; and
3. The OpenAI Defendants' reply in support of their motion to dismiss Plaintiffs' First Amended Complaint, to be filed on or before April 18, 2025, shall not exceed 25 pages.

Dated: _____

_____
The Hon. Yvonne Gonzalez Rogers