

EXHIBIT 24

In the Matter Of:

MUSK v

ALTMAN

GREG BROCKMAN

September 23, 2025



UNITED STATES DISTRICT COURT
NORTHERN OF CALIFORNIA
OAKLAND DIVISION

ELON MUSK, et al.,)
)
Plaintiffs,)
)
v.)
)
Samuel Altman, et al.,)
)
Defendants.)

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

** HIGHLY CONFIDENTIAL **

Videotaped Deposition of GREG BROCKMAN

San Francisco, California

Tuesday, September 23, 2025

Reported Stenographically by

Michael P. Hensley, RDR, CSR No. 14114

1 UNITED STATES DISTRICT COURT
2 NORTHERN OF CALIFORNIA
3 OAKLAND DIVISION

4 ELON MUSK, et al.,)
5 Plaintiffs,)
6 v.) Case No. 4:24-cv-04722-YGR
7 Samuel Altman, et al.,)
8 Defendants.)

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11 Videotaped Deposition of GREG BROCKMAN,
12 commencing at the hour of 10:28 A.M. and concluding
13 at the hour of 7:21 P.M. on Tuesday,
14 September 23, 2025, at the location of
15 425 Market Street, San Francisco, California 94105,
16 before Michael Hensley, Registered Diplomat
17 Reporter, Certified Shorthand Reporter No. 14114, in
18 and for the State of California.

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22 7	(Confidential) Bates Number 2024MUSK-0004680 - 0004683: Email exchange, top message from Elon Musk 12/7/15	70
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1 referring to?

2 A. I believe I was referring to the fact that

3 Google was offering Ilya very large salary to stay

4 and that for him to come and, you know, depart

5 Google would require a large compensation as well.

6 Q. At this point in the process of setting up

7 the company, was Mr. Musk actively involved in

8 making decisions about amounts that would be paid to

9 candidates?

10 ATTORNEY SAVITT: Objection.

11 Go ahead and answer if you can.

12 THE WITNESS: At this point, Elon was --

13 at this point -- I don't know how involved Elon was

14 on any decisions within OpenAI, generally.

15 BY ATTORNEY KRY:

16 Q. At this point, was Mr. Musk involved in

17 the recruiting of candidates for the new research

18 lab?

19 ATTORNEY SAVITT: Do you mean November?

20 ATTORNEY KRY: Correct.

21 ATTORNEY SAVITT: Is that what you mean by

22 "this point"?

23 ATTORNEY KRY: Correct.

24 ATTORNEY SAVITT: My apologies. Go ahead.

25 THE WITNESS: Okay. So at this point in

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1 late November, I believe that we had introduced Elon

2 to the candidates that we wished to -- that we were

3 going to turn into the founding team.

4 BY ATTORNEY KRY:

5 Q. When did you first start introducing

6 candidates to Mr. Musk?

7 ATTORNEY SAVITT: Objection. Foundation.

8 THE WITNESS: I believe that we introduced

9 the people we wished to turn into the founding team

10 to Elon in November.

11 BY ATTORNEY KRY:

12 Q. To your knowledge, was Mr. Musk doing any

13 other work on setting up the research lab prior to

14 this point when you began introducing founding team

15 candidates to him?

16 A. I do not recall specific involvement from

17 Elon besides having, you know -- yeah, what we asked

18 him to do for the founding team.

19 Q. In your journal entry, you say that:

20 [As Read] It's really good news that

21 Elon is convinced on Ilya and willing to

22 spend what it takes.

23 Why did you consider that to be really

24 good news?

25 A. I considered it to be good news that we

Page 48

1 could -- yeah, that Elon was convinced on Ilya

2 because I felt that Ilya would -- I was excited to

3 work with Ilya.

4 Q. Why were you excited to work with

5 Mr. Sutskever?

6 A. Ilya and I had really clicked. That's why

7 I was excited to work with him.

8 Q. When you say you had "really clicked" with

9 Mr. Sutskever, are you referring to a particular

10 interview or meeting with him?

11 A. When I say we "really clicked," I am

12 referring to a specific interaction with him.

13 Q. What was that interaction?

14 A. That interaction was a dinner that he and

15 I had together.

16 Q. And when did that dinner occur?

17 A. I do not recall specifically when that

18 dinner occurred.

19 Q. Do you recall approximately how long it

20 was after your July dinner?

21 A. I do not recall exactly when it was after

22 that July dinner, but it was after that July dinner.

23 Q. Did anyone else attend that dinner, or was

24 it just the two of you?

25 A. That dinner was just Ilya and myself.

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1 Q. And why did you have a favorable

2 impression of him after that dinner?

3 A. I don't recall specifically why we clicked

4 at that dinner.

5 Q. Earlier, you testified when I asked about

6 Mr. Musk's other work on setting up the research

7 lab, you said:

8 [As Read] I do not recall specific

9 involvement from Elon besides having, you

10 know, yeah, what we asked him to do for

11 the founding team.

12 What were you referring to there that you

13 asked Mr. Musk to do for the founding team?

14 A. I -- so I remember when we had the

15 founding team in November that we asked him to meet

16 them as kind of a last step of -- or, you know, as

17 we were trying to have them join this thing

18 full-time. And I remember that we were having

19 him -- well, actually, I really don't remember

20 exactly his -- yeah, whether he actually talked to

21 Ilya or not during this period.

22 Q. Who are you including among the founding

23 team at this point in time?

24 A. For the founding team -- and I don't

25 recall if every single one of them actually met with

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1 Elon or not. I'm referring to John Schulman,
2 Wojciech Zaremba, Andrew Cardy, Durk Kingma, Pam
3 Vagata, Vicki Cheung. I think Keith Adams, who did
4 not end up joining, and I'm probably forgetting -- I
5 think I'm forgetting a couple.
6 Q. When you introduced this founding team to
7 Mr. Musk, had they already committed to coming to
8 the research lab, or were they still deciding?
9 ATTORNEY SAVITT: Objection.
10 THE WITNESS: When we introduced this set
11 of people to Elon Musk, many of them were undecided
12 as to whether they would join this potential
13 whatever it was going to be.
14 BY ATTORNEY KRY:
15 Q. Did you hope that introducing them to
16 Mr. Musk would increase the likelihood that they
17 would join the research lab?
18 A. I -- we introduced them to Elon partly --
19 I mean, partly because -- yeah, I mean, partly
20 because we hoped that he could help us -- yeah, I
21 think I would say, yeah, that we hoped that he would
22 increase the likelihood that they would join.
23 I think that's -- I think that's a fair
24 statement with some nuance on it.
25 Q. Was the reason that you thought that

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1 introductions to Mr. Musk would increase the
2 likelihood that these prospective team members would
3 join the research lab because of Mr. Musk's
4 reputation and stature in the field?
5 ATTORNEY SAVITT: Objection. Misstates
6 testimony.
7 Go ahead and answer.
8 THE WITNESS: I think we hoped that Elon
9 could help convince them to join because I --
10 that -- yeah, we thought that Elon -- it was more
11 about what we wanted Elon to say or hoped Elon would
12 be able to say in that meeting rather than who Elon
13 was.
14 BY ATTORNEY KRY:
15 Q. What did you hope Mr. Musk would say?
16 A. I did not -- I did not have specific hopes
17 on exactly what he would say in that meeting but
18 would just hope that he'd be able to help them want
19 to join.
20 Q. Were you present at the meetings that
21 Mr. Musk had with these other prospective founding
22 team members?
23 A. I do not believe that I was present at
24 these initial meetings that Elon had with the
25 prospective founding members.

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1 Q. You just a moment ago listed several
2 prospective founding team members. And how many of
3 those team members that you listed, in fact, ended
4 up coming to work with you at this new research lab?
5 A. I don't recall how many of the prospective
6 founding team members I listed; but of the
7 prospective founding team members that we had at the
8 time, I -- everyone except for Keith Adams decided
9 to join.
10 Q. And all those people except for Keith
11 Adams decided to join after meeting with Mr. Musk?
12 A. I do not know if all of those team members
13 actually met with Elon Musk or not.
14 Q. Did most of them meet with Mr. Musk?
15 A. I don't know for certain. I don't know
16 for certain who actually met with Elon. I know some
17 did, but I don't know who specifically or what
18 fraction of them.
19 Q. Was it your intent to have as many of them
20 meet with Mr. Musk as you could because you thought
21 it would increase the likelihood that they would
22 join the research lab?
23 ATTORNEY SAVITT: Object to the form.
24 Answer, again, if you can.
25 THE WITNESS: I wish to offer to these

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1 people the conversation on the hope that Elon could
2 talk to them and then, yeah, help increase their
3 probability of wanting to join.
4 ATTORNEY KRY: Okay. The next one. 5733.
5 (Exhibit 4 was marked for identification.)
6 BY ATTORNEY KRY:
7 Q. I've marked as Exhibit 4 a document
8 produced as SPX5733. This is a November 22nd, 2015,
9 email chain among you and others with the subject
10 "One More AI intro."
11 In the bottom email, on the second page,
12 Mr. Altman writes to Mr. Musk:
13 [As Read] Elon, please meet Greg,
14 former CTO of Stripe. You guys met at the
15 dinner we had but would be great if you
16 could talk more.
17 At the time of this introduction on
18 November 21st, 2015, had you met or interacted with
19 Mr. Musk at all since the July dinner?
20 A. I do not recall having met or interacted
21 with Elon between the July dinner and this email.
22 Q. You then, immediately after Mr. Altman's
23 email, write:
24 [As Read] Hi, Elon. Nice to
25 virtually connect. Would there be a good

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1 the initial email chain.
2 Q. In this email you write:
3 [As Read] I'm the former CTO of
4 Stripe, and I'm now running the first
5 group in YC Research, a nonprofit AI lab
6 building towards artificial general
7 intelligence.
8 What -- what were you referring to as
9 "YC Research"?
10 A. I was referring to -- I mean, YC Research
11 is, I guess, the thing that we blogged about there.
12 Q. How was YC Research related to the AI
13 research lab that you were planning to set up? Is
14 it the same thing or is it a separate entity?
15 ATTORNEY SAVITT: Objection. Foundation.
16 Form.
17 Go ahead and answer if you can.
18 THE WITNESS: YC Research was going to be
19 a parent organization with the AI group we were
20 going to start as the first group within
21 YC Research.
22 BY ATTORNEY KRY:
23 Q. Was YC Research ever ultimately formed?
24 A. I believe YC Research -- well, I think
25 YC Research never became what we hoped it would or

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1 what the -- what the conception was. But I think
2 that there was something called YC Research that was
3 created.
4 Q. In this email were you soliciting a
5 charitable donation from one of your contacts for
6 this new AI research lab?
7 A. I believe that here I was asking whether
8 Marissa Mayer would be interested in donating to
9 this prospective AI lab.
10 Q. During this October 2015 time period, did
11 you send out a number of other emails similar to
12 this one?
13 ATTORNEY SAVITT: Objection. Form.
14 If you can answer, go ahead.
15 THE WITNESS: I don't recall specifically
16 how many such emails I would've sent, but I would
17 expect I sent more than one such email during this
18 time period.
19 BY ATTORNEY KRY:
20 Q. You next write in your email:
21 [As Read] On the funding side, we
22 have a small group of really fantastic
23 individuals donating, including Elon Musk,
24 Jessica Livingston, Reid Hoffman, and
25 Peter Thiel. Because AI is something that

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1 should be built on behalf of all humans
2 rather than any particular group, we're
3 looking to broaden our set of funders
4 within the industry.
5 Here you mentioned Elon Musk as one of the
6 individuals who would be donating to the new
7 research lab.
8 When did you become aware that Mr. Musk
9 would be providing financial support for the
10 research lab?
11 A. I am not sure when I became aware or
12 started to believe that Elon Musk would provide
13 support for the research lab.
14 Q. Elon Musk is the very first person you
15 list in your list of supporters at that point.
16 Why -- why was he top of mind?
17 ATTORNEY SAVITT: Objection.
18 Go ahead and answer that if you can.
19 THE WITNESS: I'm not certain whether the
20 order of this list conveys information or not.
21 BY ATTORNEY KRY:
22 Q. You then write:
23 [As Read] We'd particularly love to
24 have you involved. We're open to pretty
25 much any amount you feel comfortable with.

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1 Sam's donating 10 million. I'm personally
2 doing donating 100K. What would be most
3 impactful would be having you officially
4 as a donor.
5 When you sent this email, had you told
6 Mr. Altman that you would donate one hundred
7 thousand dollars to the research lab?
8 A. I suspect that this was not the first time
9 he would've heard that 100k number.
10 Q. At the time you sent this email, had you
11 informed Mr. Musk that you would donate one hundred
12 thousand dollars to the new research lab?
13 A. I had not had contact with Elon Musk since
14 the dinner at this point.
15 Q. Did you, in fact, ever donate one hundred
16 thousand dollars to this new research lab?
17 A. I did not donate one hundred thousand
18 dollars to this research lab.
19 Q. Did you donate any amount of money to this
20 new research lab?
21 A. I did not donate cash to this research
22 lab.
23 Q. To your knowledge, did Mr. Altman ever
24 donate \$10 million to this new research lab?
25 A. I do not believe that Sam Altman donated

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1 Compound.

2 THE WITNESS: I do not believe the

3 contemplation of this particular passage was Ilya

4 and me leaving.

5 BY ATTORNEY KRY:

6 Q. So you're contemplating the possibility

7 that Mr. Musk would leave OpenAI?

8 A. I think that was the primary thing we

9 expected would be an outcome where we were not

10 working together.

11 Q. Why did you write "Financially, what will

12 take me to 1 billion?"

13 A. I think if we were going to do a

14 for-profit entity, that I started to think about

15 what would be motivating financial reward in that

16 case as a secondary consideration.

17 Q. What was the primary consideration?

18 A. Primary consideration was would we be able

19 to pursue and achieve the mission.

20 Q. How important was the secondary

21 consideration to you?

22 A. The second consideration definitely

23 mattered.

24 Q. At this point, did you aspire to be a

25 billionaire?

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1 A. My primary motivation was to the mission.

2 Q. Was your secondary motivation to be a

3 billionaire?

4 A. I believe that as a -- one thing I was

5 definitely motivated by was the idea -- I definitely

6 had as a motivation that, yeah, potentially getting

7 to \$1 billion.

8 Q. So we know you achieved that goal at some

9 point.

10 Do you know precisely what day that

11 happened?

12 A. I do not know what day precisely that

13 happened.

14 Q. When was the first day you realized you

15 had surpassed that goal?

16 ATTORNEY SAVITT: Objection. Foundation.

17 If you can answer, go ahead.

18 THE WITNESS: I do not know what day I

19 would say my, at least on paper, net worth would've

20 exceeded 1 billion.

21 BY ATTORNEY KRY:

22 Q. Were you tracking your personal net worth

23 periodically?

24 A. I would try to keep track on a periodic

25 basis of my assets.

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1 Q. So at approximately what point in time did

2 you take stock and realize that you had passed the

3 \$1 billion mark?

4 ATTORNEY SAVITT: Objection.

5 Answer.

6 THE WITNESS: I have no memory of a

7 specific moment where I would've realized that my

8 net asset value would've exceeded that amount.

9 BY ATTORNEY KRY:

10 Q. In this entry in your journal, the sixth

11 paragraph states:

12 [As Read] Accepting Elon's terms

13 nukes two things: Our ability to choose,

14 though maybe we could overrule him, and

15 the economics. Some chance that rejecting

16 Elon will actually lose us Sam. We'll

17 find out tomorrow if doing an override all

18 the way is palatable.

19 What were you referring to when you

20 mentioned Elon's terms here?

21 A. There were enough variants of what Elon

22 proposed that it's hard for me to know the exact set

23 of terms that were contemplated at this moment.

24 (Exhibit 22 was marked for

25 identification.)

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1 BY ATTORNEY KRY:

2 Q. This which I've marked Exhibit 22 was

3 produced as OPENAI_MUSK29624. It's another entry

4 from your journal, and the production data on this

5 one indicates that it's from September 12th, 2017.

6 And the portion I plan to ask you about starts on

7 the second page under the "Stars For Elon Call."

8 A. One moment.

9 Should I review the whole thing or just

10 that first -- that second page?

11 Q. I will -- let me ask you a question, and

12 once you see what I'm looking to you can feel free

13 to read whatever context you need to answer the

14 question.

15 A. Perfect.

16 Q. So under "Elon Call" you'll see there's a

17 series of paragraphs and some are labeled "Elon" and

18 some are labeled "GDB."

19 Is that a realtime summary more or less of

20 a call with Mr. Musk while it was happening?

21 A. I believe these are realtime notes of a

22 call with Elon.

23 Q. And so the paragraphs that are labeled

24 "Elon:" are those statements that you're

25 attributing to Mr. Musk?

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1 A. Paragraphs labeled "Elon" are indeed
2 summaries or notes from things that Elon was saying
3 at the time.
4 Q. So if I can turn you to the fourth page of
5 the document, and this is the one that in the Bates
6 number in the bottom corner is 29627, look four
7 lines in. It reads:
8 [As Read] Elon, I would like to be in
9 the spotlight the least amount possible.
10 Would like to highlight you, anything you
11 can think of.
12 And then you comment:
13 [As Read] It means quite a lot.
14 And then you attribute a statement to
15 Mr. Musk:
16 [As Read] "Not looking for
17 award/praise/anything else. My reasons
18 for doing this are because my number one
19 thing keeping me awake at night is AGI.
20 What the fuck are we going to do? Sure
21 hope this ends up mitigating that. Number
22 one buzzkill in life. Don't want any
23 awards, any anything, nothing.
24 Do you remember Mr. Musk making that
25 comment to you during this time period?

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1 A. I do remember the general shape of that
2 comment.
3 Q. Was Mr. Musk describing his reasons for
4 wanting to retain control of any for-profit venture
5 that was formed as a result of these discussions?
6 A. Is the question whether this specific
7 paragraph relates to Elon's reason for desiring full
8 control?
9 Q. Yes.
10 ATTORNEY SAVITT: Object to the form.
11 THE WITNESS: I do not view Elon's reasons
12 for wanting full control as being related to this
13 specific paragraph.
14 BY ATTORNEY KRY:
15 Q. Is -- in this paragraph, is Mr. Musk
16 describing his reasons for wanting to be CEO of any
17 public for-profit OpenAI entity?
18 ATTORNEY SAVITT: Objection. Form.
19 Speculation.
20 THE WITNESS: I do not believe that this
21 paragraph specifically connects to his motivations
22 for being CEO of a for-profit entity.
23 BY ATTORNEY KRY:
24 Q. What context do you remember for the
25 sentiments Mr. Musk was expressing in this

Page 224

1 paragraph?
2 ATTORNEY SAVITT: Of course, you should
3 make sure that you review the whole document to the
4 extent that it will help you answer that question.
5 THE WITNESS: Okay.
6 My understanding is that this paragraph is
7 Elon saying why he wanted to work on AGI.
8 BY ATTORNEY KRY:
9 Q. And in a nutshell, was his point that he
10 wanted to work on AGI because he was concerned about
11 AGI safety risks and not because he wanted to get
12 public credit or attention?
13 ATTORNEY SAVITT: Objection. Speculation.
14 Compound.
15 THE WITNESS: Elon is saying he's not
16 sure. I mean, in this paragraph, I think he is
17 saying he's not really sure about the best way to
18 advance AGI to benefit everyone. I think he does
19 not know the best way to actually achieve the OpenAI
20 mission.
21 BY ATTORNEY KRY:
22 Q. How did you understand his reference to
23 the number one thing keeping him awake at night was
24 AGI?
25 A. I believe that he was saying that he -- I

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1 expected he was saying that he was thinking a lot
2 about AGI and how it can be -- you know, what --
3 what its impact on the world could be.
4 And, actually, if I may add to that. And
5 specifically, also being uncertain as to the correct
6 approach to have a positive impact.
7 (Exhibit 23 was marked for
8 identification.)
9 BY ATTORNEY KRY:
10 Q. This is Exhibit 23, stamped
11 OPENAI_MUSK741. It's an email to Mr. Musk and
12 Mr. Altman from Mr. Sutskever but signed at the
13 bottom by both Mr. Sutskever and yourself, dated
14 September 20th, 2017.
15 Do you recall this email?
16 A. I do recall this email.
17 Q. Did you collaborate with Mr. Sutskever to
18 draft it?
19 A. I did collaborate with Mr. Sutskever to
20 write this together.
21 Q. Under the Elon section, a couple
22 paragraphs in, it states:
23 [As Read] The current structure
24 provides you with a path where you end up
25 with unilateral, absolute control over the

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1 AGI. You stated that you don't want to
2 control the final AGI, but during this
3 negotiation, you've shown to us that
4 absolute control is extremely important to
5 you.
6 During the discussions over restructuring,
7 did Mr. Musk propose alternatives in which he would
8 retain control over the new for-profit entity?
9 A. I'm not sure if I understand the detail of
10 that question.
11 Could you repeat that?
12 Q. During the discussions over restructuring
13 that you were having with Mr. Musk and Mr. Altman in
14 the September 2017 time frame, did Mr. Musk propose
15 structures in which he would have control over the
16 new for-profit entity that was going to be formed?
17 A. During our discussions, Elon made
18 proposals where he would have control over whatever
19 for-profit we would form together.
20 Q. And did Mr. Musk give any reasons why that
21 control was important to him?
22 ATTORNEY SAVITT: Object to the form.
23 Foundation.
24 THE WITNESS: Elon did state reasons that
25 he wished to have full control.

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1 BY ATTORNEY KRY:
2 Q. What were those reasons that you recall?
3 A. Elon stated that part of why he wanted
4 full control was that he had experienced
5 configurations where he did not have full control
6 and either felt powerless or unable to be as
7 effective in that configuration as he would wish.
8 Q. What other reasons did he state?
9 A. I believe that was the main reason that he
10 stated explicitly.
11 Q. Did Mr. Musk ever convey that the reason
12 control was important to him was so that he could
13 ensure that OpenAI stayed on mission?
14 A. I do not recall him saying that he needed
15 control to make sure that we stayed on mission.
16 Q. Did Mr. Musk ever convey that he needed
17 control to achieve some other goal unrelated to the
18 mission of OpenAI?
19 A. I do not recall Elon stating he needed
20 control in order to achieve any specific objective
21 one way or another.
22 Q. Mr. Musk responds to you at the top of
23 this document:
24 [As Read] Guys, I've had enough.
25 This is the final straw. Either go do

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1 something on your own or continue with
2 OpenAI as a nonprofit. I will no longer
3 fund OpenAI until you have made a firm
4 commitment to stay, or I'm just being a
5 fool who's essentially providing free
6 funding for you to create a startup.
7 Discussions are over.
8 What was your reaction upon receiving
9 Mr. Musk's response?
10 A. It's hard to remember exactly how to
11 characterize how I reacted upon receiving it, but
12 the thing that I remember as a theme that emerged
13 was trying to figure out how do we pursue and
14 achieve the OpenAI mission?
15 Q. Was it your perception that both you and
16 Mr. Musk agreed on the mission and were just
17 debating different ways to achieve that mission? Or
18 was it your perception that you had entirely
19 different missions?
20 ATTORNEY SAVITT: Objection. Compound.
21 THE WITNESS: I had no anticipation that
22 Elon's interpretation of the mission differed from
23 my own.
24 (Exhibit 24 was marked for
25 identification.)

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1 BY ATTORNEY KRY:
2 Q. I've marked as Exhibit 24 the document
3 OPENAI_MUSK29720. This is another entry from your
4 journal, and the production on data indicates --
5 pardon me. And the production data indicates that
6 this one is from November 6th, 2017.
7 A. Okay.
8 Q. At the top of this document, you write:
9 [As Read] Next day, Ilya feeling like
10 we morally should not be kicking Elon out
11 and should be trying to make the nonprofit
12 work and convince him to stay.
13 What were you referring to in that note?
14 A. In consideration of how to pursue the
15 mission, we had concluded, or our belief was, that
16 the top way to do it was to create a PBC B corp or
17 something like that that could raise the money
18 needed for the mission. We had spent those six
19 weeks trying to negotiate on it with Elon. Those
20 fell through.
21 We believed there was a path to
22 potentially doing such an entity together with him
23 in the future, but not at that moment. And so as we
24 thought about how to pursue the mission, one option
25 was that we may have to fire Elon from the nonprofit

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1 in order to be able to then pursue the mission.
2 Q. And in the statement that you're recording
3 here, was Mr. Sutskever expressing moral qualms
4 about that course of action?
5 ATTORNEY SAVITT: Objection.
6 Answer if you can.
7 THE WITNESS: We decided or felt in this
8 moment that it just would not, at a personal level,
9 be something that we wanted to do.
10 BY ATTORNEY KRY:
11 Q. And did Mr. Sutskever express to you that
12 instead, you should be trying to make the nonprofit
13 work and convince Mr. Musk to stay?
14 A. What we felt was the best plan B was to
15 say, let's see if we can make the nonprofit work in
16 a configuration where we can all continue working
17 together.
18 Q. Next, in these notes, you write:
19 [As Read] Going to do a 9 A call with
20 Sam.
21 On it, the questions are:
22 [As Read] One, suppose we do
23 nonprofit and E stays, are you cool with
24 us doing hardware in Tesla?
25 Is "E" a reference to Elon there?

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1 A. "E" does, indeed, refer to Elon here.
2 Q. And when you proposed to ask Mr. Altman if
3 he was cool with doing hardware in Tesla, what were
4 you referring to?
5 A. We knew -- we felt to succeed at the
6 mission, we needed far more compute and far better
7 computational hardware than OpenAI had access to,
8 and so one question was, could we somehow work with
9 Tesla to create said hardware?
10 Q. Did you, in fact, have that 9:00 A.M. call
11 with Mr. Altman?
12 A. I have no specific memory of whether that
13 9:00 A.M. call did or did not happen.
14 Q. Do you know whether you raised with
15 Mr. Altman the point you proposed to raise here,
16 namely, whether he was cool with doing the hardware
17 in Tesla?
18 ATTORNEY SAVITT: Objection.
19 THE WITNESS: I'm not certain whether I --
20 yeah, I have no specific memory of asking this
21 specific question.
22 BY ATTORNEY KRY:
23 Q. On the next page, there's a header at the
24 very top "Ilya and me breakfast."
25 And you write:

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1 [As Read] Conclusion is we truly want
2 the B corp. Honestly, we also want to get
3 back to work. That is not super clear how
4 we get there. One realization is that we
5 always have the option to quit and put up
6 the public job posting. Also, we're so
7 close to the hand (and probably the 5V5)
8 that we should finish those up for sure.
9 One sad outcome here would be to wind
10 down the nonprofit on those. Hopefully
11 not going to be so needed. Would only
12 really be needed because Elon blocks us
13 going B corp.
14 Was the formation of a B corporation your
15 preferred option at this time?
16 A. It seems that at this specific moment that
17 finding a way to create the B corp was the thing we
18 most believed would advance the mission.
19 Q. And if you formatted the B corp structure
20 would that allow investors to own shares in the B
21 corp entity?
22 A. We did not discuss at a level of detail of
23 exactly how investment would be made into such an
24 entity.
25 Q. If -- well, did you understand that if you

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1 formed a B corp, investors would have stakes in that
2 entity in some fashion?
3 A. We did expect that if we were to form a B
4 corp, that investors would have some form of stake
5 in it.
6 Q. Did you anticipate at this point that if
7 you formed a B corp, you, personally, would have
8 some sort of stake in that entity?
9 A. We never specifically discussed what the
10 economics would be, but we did assume that if we
11 were to create some sort of B corp, that we would
12 have stakes in that entity.
13 Q. Was it a desirable feature of this
14 approach for you, that it would enable you to get a
15 stake in the for-profit OpenAI entity?
16 ATTORNEY SAVITT: Objection.
17 Answer if you can.
18 THE WITNESS: The primary consideration
19 and the thing that we spent all this time really
20 trying to solve for was how do we actually achieve
21 the OpenAI mission.
22 BY ATTORNEY KRY:
23 Q. Was it an important secondary
24 consideration that this approach would allow you to
25 get an equity stake in the B corp?

1 A. I -- our view was that if anyone was going
2 to be getting equity stakes, then it would only be
3 fair that we would -- we would indeed want to get
4 equity stakes. But we were really trying to solve
5 for the mission.

6 Q. About halfway down this page, you write:
7 [As Read] Cannot say that we are
8 committed to the nonprofit. Don't want to
9 say that we're committed if three months
10 later we're doing B corp. Then it was a
11 lie.

12 At this point in the November 2017 were
13 you no longer committed to OpenAI's nonprofit
14 structure?

15 ATTORNEY SAVITT: Objection. Form.

16 THE WITNESS: Ever since the September
17 email that Elon had sent requesting a commitment to
18 the nonprofit, that we had understood that
19 committing to the nonprofit was a very specific
20 thing that Elon requested of us that he had never
21 requested previously.

22 BY ATTORNEY KRY:

23 Q. At this point in time, though, that you
24 were writing these notes, you were, in fact,
25 committed to the nonprofit?

1 ATTORNEY SAVITT: Objection.

2 THE WITNESS: When we talk about
3 commitment here, it is a specific request that Elon
4 had of us and that we were contemplating whether or
5 not to say to Elon that we would grant that specific
6 whatever terms he was asking for.

7 BY ATTORNEY KRY:

8 Q. And when you wrote your notes here, had
9 you decided, one way or the other, whether you would
10 make that commitment?

11 A. When we wrote -- when I wrote these notes
12 here, we had not decided what we wanted to do.

13 Q. On the following page, second paragraph,
14 you write:

15 [As Read] Can't see us turning this
16 into a for-profit without a very nasty
17 fight. I'm just thinking about the
18 office. And we're in the office and his
19 story will correctly be that we weren't
20 honest with him in the end about still
21 wanting to do the for-profit, just without
22 him.

23 Who was the "him" that you're referring to
24 in that paragraph?

25 A. In this paragraph, "him" refers to Elon.

1 Q. And when you wrote that you "were just
2 thinking about the office and were in the office,"
3 which office were you referring to?

4 A. By those references to an office, I am
5 referring to the Pioneer Building.

6 Q. Is the reason why you mentioned that that
7 you were feeling guilty because Mr. Musk had been
8 donating the funds to rent that office space for
9 some time by this point?

10 ATTORNEY SAVITT: Objection. Answer,
11 please, if you can.

12 THE WITNESS: By writing these words I was
13 indicating that I was worried that he would remove
14 us physically from the office.

15 BY ATTORNEY KRY:

16 Q. At this point in time, were you completely
17 candid with Mr. Musk about your plans for a
18 for-profit OpenAI company?

19 ATTORNEY SAVITT: Objection.

20 Go ahead and answer.

21 THE WITNESS: At this time, there were
22 many discussions that were happening about different
23 ways that we could pursue OpenAI mission.

24 BY ATTORNEY KRY:

25 Q. At this time were you completely candid

1 with Mr. Musk about your plans to form a new
2 for-profit AI company separate from OpenAI?

3 ATTORNEY SAVITT: Objection.

4 THE WITNESS: At this time, we were really
5 brainstorming many different configurations. The
6 primary one that Elon had proposed was Tesla, and he
7 still was thinking that we were going to, until we
8 had committed to the nonprofit, potentially quit and
9 do our own thing as he indicated in his September
10 email.

11 At least that's my understanding of what
12 he would've believed.

13 BY ATTORNEY KRY:

14 Q. On the second to last page of this email
15 thread, the one that ends in 29727 there's a header
16 that says "Post Meeting."

17 What meeting does that header refer to?

18 A. I believe that that header refers to a
19 meeting with Elon, and I believe others were present
20 as well.

21 Q. Do you recall who else was present?

22 A. I believe that Ilya Sutskever was there.

23 I would expect that Shivon Zilis and Sam Teller
24 would potentially be there, potentially others, but
25 I do not recall additional.

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1 Q. You write:
2 [As Read] Shit, I feel so good. The
3 meeting was simple. We said that we want
4 to get more results in the nonprofit and
5 to fundraise there.
6 He asked if there had been any new
7 commitments.
8 I talked about the Azure and GCP deals
9 and mentioned Sam has been talking to
10 Reid, et cetera, he's like Azure is not
11 just going to give you 280 million would
12 be way too massive. I said yeah, can see
13 it. Last deal was a lot.
14 And then you write:
15 [As Read] We also showed him our
16 deck, and I mentioned that we've been
17 putting these together over the weekend
18 and wanted it show them to him today. He
19 said, yeah, what was up with that email?
20 Sounded like you were being deceptive. I
21 said just an accidental bcc and we were
22 going to have this meeting today and
23 wanted you to see them here. He said you
24 should've replied with context and sharing
25 the documents so it doesn't look like

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1 you're both boneheaded and dumb. He was
2 very engaged with the deck, all 40 slides
3 of it.
4 Do you remember the 40 page deck that you
5 prepared for this meeting with Mr. Musk?
6 A. I do not remember all 40 slides of the
7 deck that we created, but I do remember creating a
8 deck.
9 Q. Was the central thrust of the deck a plan
10 for continuing OpenAI as a nonprofit?
11 A. The central thrust of the deck was really
12 about establishing that AGI was coming and that,
13 yeah, that was -- that was really the main thing was
14 establishing.
15 (Clarification inquiry by The Court
16 Reporter.)
17 A. The main thrust of the deck was
18 establishing that AGI progress was rapid.
19 Q. When you refer to the "accidental bcc"
20 there, do you recognize what that is a reference to?
21 A. I do recognize what the reference
22 "accidental bcc" refers to.
23 Q. What happened?
24 A. I accidentally bcc'd Elon on an email
25 containing a link to the deck.

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1 Q. And how did he react to that?
2 A. I did not receive a direct reaction from
3 Elon.
4 (Exhibit 25 was marked for
5 identification.)
6 ATTORNEY KRY: This is Exhibit 25 --
7 THE COURT REPORTER: Yes.
8 ATTORNEY KRY: -- stamped
9 OPENAI_MUSK23954.
10 The email chain from November 4th and 5th
11 and 6th, 2017. It's an email at the bottom. It's
12 from you. It's the only one I'm going to ask about.
13 Do you recognize this as the accidental
14 bcc?
15 THE WITNESS: I do recognize this as the
16 accidental bcc.
17 BY ATTORNEY KRY:
18 Q. And there's a reference to the
19 presentation in your Google Docs folder.
20 Do you know -- do you still have a copy of
21 that presentation?
22 A. I would expect that I still have a copy of
23 that presentation.
24 Q. Do you know if it's been produced in this
25 litigation?

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1 A. I do not know if it has been produced.
2 ATTORNEY KRY: We haven't located it, so
3 we'll request to counsel to produce that document.
4 ATTORNEY SAVITT: Thank you. I have the
5 request.
6 ATTORNEY KRY: More generally, do you know
7 if your Google docs folder, did you provide access
8 to it to your litigation counsel to be searched in
9 connection with the litigation?
10 ATTORNEY SAVITT: You can answer that
11 "Yes" or "No," sir.
12 THE WITNESS: I provided full access to my
13 Google account.
14 BY ATTORNEY KRY:
15 Q. The -- in the following paragraph,
16 Mr. Musk writes:
17 [As Read] He was like --
18 Well, as characterized by you. You state:
19 [As Read] He was like okay
20 fundraising is super hard --
21 ATTORNEY SAVITT: Are you back in this
22 previous one?
23 ATTORNEY KRY: Yeah, I'm sorry.
24 (Indiscernible cross-talk.)
25 ATTORNEY SAVITT: What number was this

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1 one?

2 ATTORNEY BORENZWEIG: 24 -- 25 is that

3 one.

4 ATTORNEY SAVITT: I got it. Sorry.

5 Excuse me.

6 BY ATTORNEY KRY:

7 Q. You say:

8 [As Read] He was, like, okay.

9 Fundraising is super hard. I've worked

10 hard on Gates, and he didn't even stop by

11 office. Dustin donated. That doesn't

12 even show up personally. That's how

13 much these people care about this. I

14 didn't expect to be 70 percent of the cash

15 contributions. Thought I'd be one piece.

16 There are all these names on the website,

17 and they haven't contributed.

18 Reality check: No one's going to give

19 you this amount of money. When they see

20 the 10 billion, they're going to run to

21 the hills.

22 Do you remember Musk venting about the

23 difficulties he had faced trying to seek donations

24 for OpenAI as a nonprofit?

25 ATTORNEY SAVITT: Objection.

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1 You can answer if you can.

2 THE WITNESS: I remember Elon mentioning

3 that he talked to Gates, I believe, he said, like,

4 four times, and he hasn't even stopped by the

5 office.

6 He mentioned Dustin doesn't even want to

7 be on the board directly.

8 BY ATTORNEY KRY:

9 Q. When Mr. Musk refers to names on the

10 website that hadn't contributed, are you one of the

11 names on the website that hadn't contributed?

12 ATTORNEY SAVITT: Objection. Speculation.

13 THE WITNESS: I am a name on the website,

14 and I feel that I had contributed quite a lot of

15 sweat labor.

16 BY ATTORNEY KRY:

17 Q. But not any money.

18 ATTORNEY SAVITT: Objection.

19 If that's a question. You can answer it.

20 THE WITNESS: I had not contributed in

21 cash.

22 BY ATTORNEY KRY:

23 Q. Next on this page, you write:

24 [As Read] But he was super supportive

25 of us trying and said, "Go ahead" --

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1 A. I'm sorry. May I just amend or add to

2 that answer?

3 Q. Okay.

4 A. I had not contributed in cash to the

5 nonprofit.

6 Q. Thank you.

7 In the next paragraph, you write:

8 [As Read] But was he super supportive

9 of us trying and said, "Go ahead. I'm

10 happy with anyone, even people who just

11 want to get access to me. Happy to give

12 them any fancy title, diminish my own

13 title, et cetera. If you can do it, then

14 I want to learn from you."

15 Do you recall Mr. Musk encouraging your

16 efforts to raise donations for the nonprofit in this

17 discussion?

18 A. I remember Elon saying that he would be

19 supportive of us trying to raise in the nonprofit.

20 Q. Does this refresh your recollection that

21 one element of your presentation in the associated

22 deck that you made to Mr. Musk was that you intended

23 to continue with pursuing a nonprofit status for

24 OpenAI?

25 ATTORNEY SAVITT: Objection.

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1 THE WITNESS: It does not refresh my

2 recollection of the thing you said.

3 BY ATTORNEY KRY:

4 Q. In the course of this meeting, did you

5 state to Mr. Musk that you planned to continue to

6 support OpenAI as a nonprofit entity and to seek

7 charitable donations for it?

8 A. In this meeting, we said that we wanted to

9 try fundraising further in the nonprofit.

10 Q. On this page a bit later, you write:

11 [As Read] By the way, another

12 realization from this is that it would be

13 wrong to steal the nonprofit from him to

14 convert to a B corp without him. That

15 would be pretty morally bankrupt, and he's

16 really not an idiot.

17 Was that statement an accurate account of

18 your feelings at the time?

19 A. I would say that at the time, at a

20 personal level, even if it would be better for the

21 mission to do this without him, I just didn't want

22 to go through the hard route where we would forcibly

23 ask him to leave.

24 (Exhibit 26 was marked for

25 identification.)

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1 BY ATTORNEY KRY:
 2 Q. This is Exhibit 26, stamped
 3 OPENAI_MUSK29733. This is another page from your
 4 journal. The production data indicates that this
 5 one is from November 12th, 2017, so six days after
 6 the -- the previous one.
 7 I'm only going to ask you about the first
 8 page, if you've -- if once I've asked the question,
 9 you feel you need more context, you can -- you can
 10 look.
 11 A. Mm-hmm.
 12 Q. But on the first page, the document says
 13 "Our plan," and you write:
 14 [As Read] Okay. So the thing to
 15 think through is what path we really want
 16 to take. It would be nice to be making
 17 the billions and to have a concrete
 18 technical problem we can go and solve and
 19 all that.
 20 And then there's a redaction.
 21 And then you say:
 22 [As Read] We've been thinking that
 23 maybe we should just flip to a for-profit.
 24 Making the money for us sounds great and
 25 all.

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1 At the point you wrote this journal entry
 2 six days later, were you planning to convert OpenAI
 3 into a for-profit company?
 4 A. At the point that I wrote this, we were
 5 continuing to try to find a path to achieve the
 6 mission.
 7 Q. Why did you write that "it would be nice
 8 to be making the billions"?
 9 A. I believe that this was a reference to
 10 having some revenue plan as a path to have the -- to
 11 not be dependent on further donations, investments,
 12 at some point, in order to pursue the mission.
 13 Q. So is there a revenue plan for the
 14 not-profit entity and not a revenue plan for your
 15 personal bank account?
 16 ATTORNEY SAVITT: Objection. Form.
 17 If you can answer the question, go ahead.
 18 THE WITNESS: I believe this specific
 19 statement referred to a revenue plan for whatever
 20 entity or collection of entities would pursue the
 21 mission.
 22 BY ATTORNEY KRY:
 23 Q. And did Mr. Musk resign from the OpenAI
 24 board in February 2018?
 25 A. I do not know if Elon actually resigned

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1 from the OpenAI board in February of 2018.
 2 Q. Was it reported that he was resigning from
 3 the board in February 2018?
 4 A. I believe it was reported that Elon Musk
 5 was resigning from the OpenAI board in February of
 6 2018.
 7 Q. In March of 2019, did OpenAI launch a new
 8 for-profit entity named OpenAI LP?
 9 A. I believe that there were public
 10 communications about OpenAI LP in March of 2019.
 11 Q. What was your role in conceiving of that
 12 new for-profit entity?
 13 ATTORNEY SAVITT: Object to the form.
 14 Foundation.
 15 THE WITNESS: I would say that OpenAI LP,
 16 the seeds really date back to December of 2017 when
 17 we realized that, to pursue the mission, we would
 18 have to somehow be able to work with far larger
 19 resources.
 20 BY ATTORNEY KRY:
 21 Q. Does OpenAI LP -- excuse me.
 22 Did OpenAI LP have a capped for-profit
 23 structure?
 24 A. I believe that OpenAI LP did have a
 25 bespoke capped structure.

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1 Q. And did that structure entitle investors
 2 to receive a multiple of their investments before
 3 any residual funds were distributed to the
 4 nonprofit?
 5 A. The cap was implemented in a fairly
 6 nuanced way that I -- yeah, it's -- it's hard to put
 7 into one sentence exactly how it was implemented.
 8 Q. Is that a substantively more or less
 9 accurate description of what happened?
 10 A. Substantively, I would say that investment
 11 from any investors would have some capped threshold
 12 in March of 2019.
 13 Q. And for the first round of investors that
 14 came in, in March of 2019, was the target multiplier
 15 100 times?
 16 ATTORNEY SAVITT: Object to the form.
 17 You can answer.
 18 THE WITNESS: Yeah, my understanding is
 19 that for investors in March of 2019, that their cap
 20 was 100 times the capital that they'd put in.
 21 BY ATTORNEY KRY:
 22 Q. So if an investor had put in \$10 million,
 23 they would be entitled to get a billion dollars back
 24 before residuals went to the nonprofit?
 25 A. I believe that there were nuances on