

EXHIBIT 1

Elon Musk v.
Samuel Altman

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September 26, 2025
Elon Musk

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IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

ELON MUSK, et al.,
Plaintiffs,

v.

SAMUEL ALTMAN, et al.,
Defendants.

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

VIDEO DEPOSITION OF
Elon Musk
September 26, 2025
San Francisco, California
LEAD: William Savitt, Esquire
FIRM: Wachtell Lipton Rosen & Katz

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1 Friday, September 26, 2025

2 San Francisco, California

3 - - -

4 THE VIDEOGRAPHER: This is the start of
5 Media Number 1 in the deposition of Elon Musk in
6 the matter of Elon Musk v. Samuel Altman in the
7 court of the United States District Court for the
8 Northern District of California; Case Number
9 4:24-cv-04722-YGR.

10 This deposition is being taken at 755
11 Sansome Street in San Francisco, California, on
12 September 26th, 2025, at approximately 9:53 a.m.

13 My name is Jason Butko with Jane Rose
14 Reporting, here with our court reporter,
15 Gail Inghram, with Jane Rose Reporting.

16 Counsel can you please identify yourself
17 and who you represent, starting with the
18 questioning attorney.

19 ATTORNEY SAVITT: William Savitt,
20 Wachtell Lipton Rosen & Katz, for the OpenAI
21 defendants. With me are my colleagues Sarah Eddy,
22 Ionnis Drivas, and Nate Cullerton.

23 ATTORNEY COHEN: Good morning. Russell
24 Cohen for Microsoft. With me is Jay Jurata from
25 the Dechert LLP firm.

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1 ATTORNEY FRENTZEN: Morning. William
2 Frentzen here for the OpenAI defendants.

3 ATTORNEY MOLO: Steven Molo from
4 MoloLamken on behalf of Mr. Musk and the
5 plaintiffs.

6 ATTORNEY TOBEROFF: Marc Toberoff,
7 Toberoff & Associates, on behalf of Mr. Musk, the
8 plaintiff.

9 ATTORNEY KRY: Robert Kry from
10 MoloLamken on behalf of Mr. Musk.

11 ATTORNEY HAWES: Walter Hawes from
12 MoloLamken on behalf of Mr. Musk.

13 ATTORNEY PARKKINEN: Jaymie Parkkinen,
14 Toberoff & Associates, on behalf of Mr. Musk.

15 THE VIDEOGRAPHER: Will the court
16 reporter please swear in the witness.

17

18 WHEREUPON,

19

ELON MUSK,

20 being first duly sworn or affirmed to testify to the
21 truth, the whole truth, and nothing but the truth,
22 was examined and testified as follows:

23 ///

24 ///

25 ///

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1

EXAMINATION

2

BY ATTORNEY SAVITT:

3

Q. Good morning, Mr. Musk.

4

A. Good morning.

5

Q. Thank you for being here.

6

You're the CEO of xAI?

7

A. Yes.

8

Q. xAI was once incorporated as a public

9

benefit corporation; is that right?

10

A. I think so.

11

Q. In November 2024, you filed an amended

12

complaint in this case.

13

Do you know that?

14

A. I don't recall exactly.

15

Q. Do you recall that you filed an amended

16

complaint in this case?

17

A. I don't recall.

18

Q. One way or another?

19

A. I don't recall.

20

Q. Do you recall swearing the truth of the

21

complaint under penalty of perjury?

22

A. I don't recall the specifics of this

23

complaint.

24

Q. And you don't recall signing complaints

25

in this action under penalty of perjury?

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1 A. I'm sure I signed a complaint, but if
2 you're asking me to recall specific details, I
3 don't recall.

4 Q. So you don't recall either that you a
5 affirmed in the complaint that you swore under
6 penalty of perjury that xAI was a public
7 benefit corporation.

8 Do I have that right?

9 A. I don't recall.

10 Q. You don't know.

11 And you don't know -- or do you recall
12 that you said that xAI was organized as a public
13 benefit corporation because AGI is an existential
14 threat?

15 A. I don't recall.

16 Q. Do you think AGI is an existential
17 threat?

18 A. It has a risk.

19 Q. Do you know whether xAI was registered
20 as a PBC in November 2024?

21 A. I don't recall.

22 Q. Do you know whether xAI is still a PBC?

23 A. I believe it is not currently.

24 Q. Yeah, it is not currently.

25 A. Yeah.

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1 Q. So you don't know whether you
2 truthfully told the Court that xAI was a public
3 benefit corporation?

4 ATTORNEY MOLO: Objection; form of the
5 question.

6 You can go ahead and answer.

7 A. I don't recall.

8 BY QUESTIONER:

9 Q. You don't know one way or the other
10 whether you told the truth in that pleading?

11 ATTORNEY MOLO: Object to the form of
12 the question.

13 A. I don't recall.

14 BY QUESTIONER:

15 Q. Now, in the past, you've told -- in the
16 past, you've tweeted on X, and previously what
17 was called Twitter, that you donated \$100 million
18 to OpenAI.

19 Do you remember that?

20 A. Yes. I guess my estimates were higher
21 than I thought.

22 Q. It wasn't true that you had donated
23 \$100 million to OpenAI, was it?

24 A. I was mistaken.

25 Q. You were mistaken.

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1 execution of the company. And in order to
2 emphasize the difficulty of competing with Google,
3 I need to be emphatic that outstanding execution
4 is needed for a small company to be a large
5 company.

6 Q. Do you recall that earlier this year
7 OpenAI announced a Stargate UAE initiative?

8 A. Yes.

9 Q. What's your understanding of that
10 initiative, sir?

11 A. I don't know the details.

12 Q. You don't know?

13 A. No.

14 Q. Do you remember that the initiative was
15 to be announced on a presidential trip?

16 A. Something to that effect.

17 Q. When did you learn that Stargate was
18 going to be announced, Mr. Musk?

19 A. I don't recall.

20 Q. Did you have a role with the federal
21 government at the time the Stargate initiative
22 was announced?

23 A. [REDACTED]

24 Q. You were in frequent contact with the
25 President; isn't that right?

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1 A. [REDACTED]

2 Q. When you learned that Stargate was to
3 be announced, you complained to White House
4 officials, didn't you?

5 A. [REDACTED]

6 Q. What did you tell them?

7 A. [REDACTED]

8 [REDACTED]

9 Q. Did you propose that your company xAI
10 be among the companies that were supported?

11 ATTORNEY MOLO: So I object. You're
12 asking questions that go to Phase II of the case.
13 If you want to describe how they go to Phase I
14 that's fine; but --

15 ATTORNEY SAVITT: Are you instructing
16 the witness not to answer?

17 ATTORNEY MOLO: I'm objecting, and
18 telling you that your questions are addressing
19 issues that relate to the competition part of the
20 case, which the judge has designated, quote,
21 Phase II claims.

22 ATTORNEY SAVITT: Mr. Molo, I'm aware of
23 that. Are you objecting?

24 ATTORNEY MOLO: So you are aware that
25 you're asking Phase II claims?

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1 ATTORNEY SAVITT: I don't think that is
2 right. If you have a relevance objection and you
3 wish to say --

4 ATTORNEY MOLO: That is a relevant
5 objection.

6 ATTORNEY SAVITT: Then state it and let
7 the witness answer the question. And if you want
8 to instruct him not to answer, we'll see about
9 that.

10 ATTORNEY MOLO: If you're going to go
11 down this line -- I've let you ask a few
12 questions. If you're going to go down this line,
13 we can get on the phone with the magistrate judge
14 and sort this out now, and it will make the day
15 much shorter for all of us. But we're not going
16 to go into Phase II claims in this deposition.

17 ATTORNEY SAVITT: So I'm going to ask my
18 questions, and you can keep your speeches for
19 yourself. And if you want to call the judge, you
20 can be my guest.

21 ATTORNEY MOLO: Okay.

22 BY ATTORNEY SAVITT:

23 Q. What did you tell White House officials
24 when you complained about Stargate?

25 A. [REDACTED]

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1 Q. So I'm asking you to answer the
2 question. You're obligated to do so, absent an
3 instruction not to answer.

4 A. Well, should we ask the judge, given
5 that the judge's instructions not to -- postpone
6 this to Phase II?

7 ATTORNEY MOLO: If you want to explain
8 how this relates to Phase I --

9 ATTORNEY SAVITT: I'm not explaining
10 anything to you, Mr. Molo. I'm asking my
11 questions.

12 ATTORNEY MOLO: Okay. All right.

13 ATTORNEY SAVITT: Do you understand
14 that?

15 ATTORNEY MOLO: Let's just go ahead and
16 get the magistrate judge on the phone, and
17 we'll --

18 THE WITNESS: Let's call the judge.

19 ATTORNEY SAVITT: Perfect. We can go
20 off the record.

21 ATTORNEY MOLO: Sure.

22 THE VIDEOGRAPHER: We're off the record
23 at 10:02 a.m.

24 (Recess taken from 10:02 a.m. to
25 10:22 a.m.)

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1 THE VIDEOGRAPHER: This is the beginning
2 of Media Number 2. We're back on the record at
3 10:22 a.m.

4 ATTORNEY SAVITT: Are you going to make
5 an objection to --

6 ATTORNEY MOLO: So that's the
7 question -- okay. Objection. The question goes
8 to issues that are outside of Phase I, consistent
9 with the Court's orders in Dockets Number 237,
10 228, 199, 200 and 201.

11 So I instruct the witness not to answer.
12 BY ATTORNEY SAVITT:

13 Q. And, Mr. Musk, are you going to follow
14 your lawyer's instruction?

15 A. Yes.

16 Q. All right.

17 ATTORNEY SAVITT: Well, we certainly
18 disagree with your contention. We'll take this
19 matter up with the Court at a convenient time.
20 Naturally, we reserve our right to re-examine
21 Mr. Musk in respect to this and any other such
22 matter as you may choose to block on relevance
23 grounds.

24 BY ATTORNEY SAVITT:

25 Q. Did you -- do know who Peng Xiao is?

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1 A. [REDACTED]

2 Q. Did you arrange a call with Peng and
3 other representatives of G42 before the Stargate
4 transaction was announced?

5 A. [REDACTED]

6 Q. [REDACTED] [REDACTED]

7 [REDACTED]

8 A. [REDACTED]

9 Q. You're aware, aren't you, sir, of
10 public reports that you told G42 and Peng that
11 they would have no chance of securing Mr. Trump's
12 backing, the president's backing, unless your own
13 company, xAI, was included in the deal?

14 A. [REDACTED]

15 ATTORNEY MOLO: Objection. These
16 questions go to Phase II of the case pursuant to
17 orders 237, 228, 199, 200 and 201.

18 And I'm instructing the witness not to
19 answer consistent with the conversations that we
20 had off the record with defense counsel.

21 If it's okay with you, rather than cite
22 the docket numbers each time I make this
23 objection, if I can just say "the Court's orders,"
24 do we have an understanding --

25 ATTORNEY SAVITT: We do.

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1 ATTORNEY MOLO: -- that that's what I'm
2 referring to?

3 ATTORNEY SAVITT: Thank you. We do.
4 Thank you.

5 ATTORNEY MOLO: Okay.

6 BY ATTORNEY SAVITT:

7 Q. And, Mr. Musk, are you going to follow
8 your counsel's instructions?

9 A. Yes.

10 Q. Okay.

11 ATTORNEY SAVITT: We reserve, of course,
12 our objections to those instructions.

13 BY ATTORNEY SAVITT:

14 Q. You called Peng to try to stop the
15 Stargate project from going forward with OpenAI,
16 did you?

17 A. [REDACTED]

18 ATTORNEY MOLO: Objection. This is a
19 question that goes to Phase II of the case, and
20 consistent with the Court's orders, I'm
21 instructing the witness not to answer.

22 BY ATTORNEY FRENTZEN:

23 Q. Are you going to follow your counsel's
24 instruction?

25 A. Yes.

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1 Q. All right. Have you consulted with
2 Alex Spiro in connection with your deposition
3 today?

4 A. No.

5 Q. Whose idea was it to form the AI lab
6 that became OpenAI?

7 A. I think -- well, my perspective is that
8 the origin of OpenAI, the reason it exists and I
9 don't think it would exist otherwise, is that I
10 was increasingly concerned about the danger of
11 Google being a monopoly in AI. And my
12 conversations with Larry Page were alarming in
13 that he did not seem to be taking AI safety
14 seriously.

15 So I felt there needed to be a
16 counterbalance to Google, given that Larry Page
17 did not seem to be taking AI safety seriously.

18 At one point, he called me a specieist
19 for favoring humanity, which I felt was odd
20 because what side is he on? Clearly, not
21 humanity's side, it would seem.

22 That's led me to conclude that we really
23 need to have some counterbalance to Google's AI
24 power. The opposite of what Google was -- Google
25 is a for-profit, closed source company. The

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1 counterbalance -- direct counterbalance seems to
2 me would be to have an open source nonprofit as
3 a -- to be the opposite of Google.

4 Q. Thank you.

5 Is it your -- is it your point of view
6 that the idea for creating the AI lab that became
7 OpenAI was your idea?

8 A. Yes.

9 ATTORNEY SAVITT: Let's take a look and
10 mark what's been premarked as Exhibit 1, please.

11 Give a copy to the witness.

12 (Whereupon, Musk Exhibit Number 1 was
13 marked for identification.)

14 BY ATTORNEY SAVITT:

15 Q. That's for you, sir.

16 Mr. Musk this is a June 24, 2015, email
17 exchange. Do you see that?

18 A. Yes.

19 Q. Subject line: "AI lab," and it's
20 between you and Sam Altman; right?

21 A. Uh-huh.

22 Q. What was the context, if you recall, of
23 this email exchange?

24 A. I think this probably references a
25 number of conversations that I had with Sam and

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1 agreement forever; correct?

2 A. I'm saying you can't steal a charity.

3 Q. Yeah, but that wasn't my question. My
4 question was whether you think Mr. Altman is
5 obligated to follow the terms of what you say --

6 A. Yeah, I don't think you should steal --
7 I don't think Sam Altman should steal a charity,
8 that's wrong.

9 Q. Right.

10 You visited with Brockman and Altman
11 before filing your lawsuit in 2023, didn't you?

12 A. I don't recall.

13 Q. You proposed to them that OpenAI merge
14 with xAI; isn't that true?

15 A. I don't recall.

16 Q. You don't recall one way or another?

17 A. No.

18 Q. Okay. You know it's true that you
19 proposed that xAI and OpenAI open merge, don't
20 you?

21 ATTORNEY MOLO: Object to the form of
22 the question.

23 A. I don't recall.

24 BY ATTORNEY SAVITT:

25 Q. Okay. You certainly can't say it

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1 didn't happen; right?

2 ATTORNEY MOLO: Object to the form of
3 the question.

4 A. I don't recall.

5 BY ATTORNEY SAVITT:

6 Q. You don't recall.

7 You don't recall. So you don't recall
8 one way or another whether you made that proposal?

9 ATTORNEY MOLO: Asked and answered.

10 Objection.

11 BY ATTORNEY SAVITT:

12 Q. You can answer.

13 ATTORNEY MOLO: Don't answer the
14 question.

15 ATTORNEY SAVITT: You're instructing him
16 not to answer?

17 ATTORNEY MOLO: I'm instructing him not
18 to answer the question that he's answered three
19 times already. Correct.

20 BY ATTORNEY SAVITT:

21 [REDACTED]

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1 Q. And a C Corp. is a for-profit
2 corporation, isn't it?

3 A. Yes.

4 Q. And a public benefit corporation is
5 also a for-profit corporation; right?

6 A. I don't know that much about public
7 benefit corporations.

8 Q. Until recently, you were the CEO of
9 one, weren't you?

10 A. I don't know that much about public
11 benefit corporations.

12 Q. When you were the CEO of xAI, when it
13 was a benefit corporation, did you think it was a
14 for-profit organization?

15 A. My understanding is it is largely a
16 for-profit corporation.

17 Q. Right.

18 Did you discuss in 2017 a merger with
19 Tesla and OpenAI?

20 A. It was one of the ideas bounced around.

21 Q. Did you discuss an acquisition of
22 OpenAI by Tesla?

23 A. Not exactly, no. It was -- I don't
24 think OpenAI can be acquired, because it's a
25 nonprofit. But, potentially, people could leave

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1 OpenAI, or those who wanted to could leave OpenAI
2 to join Tesla.

3 Q. So --

4 A. Tesla can't acquire a nonprofit. That's
5 not a thing.

6 Q. You think that a for-profit corporation
7 cannot acquire a not-for-profit corporation?

8 A. Maybe I'm wrong, but I don't think so.

9 Q. Didn't xAI make a bid to buy OpenAI
10 in the past year?

11 A. I think that was more about the
12 intellectual property.

13 Q. I see.

14 Well, so help them, then. What do you
15 understand your idea to have been about Tesla
16 acquiring assets of OpenAI as a solution to
17 OpenAI's situation in 2017?

18 A. There were many ideas that were
19 discussed. But, I mean, just -- there -- we were
20 just spitballing. There was just ideas being
21 passed around, not --

22 Q. Okay. I don't want to interrupt you,
23 sir, so my apologies.

24 But what ideas did you have for Tesla
25 being involved in advancing OpenAI and OpenAI's

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1 Q. And the only answer you'll give me is
2 you'll leave it up to the system?

3 A. I leave that up to the legal system.

4 Q. You incorporated a new AI development
5 company called xAI in March 2023, didn't you?

6 A. Yes.

7 Q. When did you first start contemplating
8 forming xAI?

9 A. I don't recall.

10 Q. Were you contemplating forming xAI
11 when you purchased Twitter?

12 A. I don't recall.

13 Q. You don't know one way or another?

14 A. I don't think so. I don't think so.

15 Q. When you incorporated xAI in March of
16 2023, you didn't publicly announce that you had
17 done so, did you?

18 A. I don't recall.

19 Q. Did you issue a press release or a blog
20 post respecting the formation of xAI?

21 A. At some point, we did.

22 Q. Do you know when that was?

23 A. I don't recall the date.

24 Q. It was a long time thereafter, wasn't
25 it?

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1 A. I don't know.

2 Q. It was in July 2023 that you publicly
3 announced the formation of xAI; isn't that
4 right, sir?

5 A. Yeah, probably.

6 Q. And you recruited heavily from OpenAI
7 in seeking to launch the xAI venture, didn't
8 you?

9 A. I wouldn't say we recruited heavily.

10 Q. In March 2023, you signed a public
11 letter calling for AI Labs to immediately pause
12 for at least six months to train its AI systems
13 more powerful than GPT-4.

14 Do you remember doing that?

15 A. Yes.

16 Q. Okay. Why did you sign that letter?

17 A. I was worried about AI safety.

18 Q. That's why?

19 A. Yeah.

20 Q. And you signed it in your capacity as
21 the CEO of SpaceX, Twitter, and Tesla; is that
22 right?

23 A. I don't recall how -- in what capacity I
24 signed it, but I was asked to, you know, sign the
25 thing about AI safety, and it seemed like a good

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1 idea.

2 Q. Did you disclose that you were -- had
3 just incorporated an AI company that was seeking
4 to develop advanced AI yourself?

5 A. No, I just signed a -- I signed it, as
6 many people did, to urge caution with AI
7 development.

8 Q. So you wanted the leaders in the -- in
9 the AI business to slow down, didn't you?

10 A. I just wanted to -- AI safety to be
11 prioritized.

12 Q. And you prioritize AI safety at xAI?

13 A. I think we do.

14 Nobody has committed suicide because of
15 Grok, but apparently they have because of
16 Chat GPT.

17 ATTORNEY SAVITT: Let's take a look at
18 Tab 254.

19 Please mark this as Exhibit 22.

20 (Whereupon, Musk Exhibit Number 22
21 was marked for identification and is
22 attached hereto.)

23 BY ATTORNEY SAVITT:

24 Q. I've marked -- Exhibit 22, Mr. Musk, is
25 a text exchange between you and Helen Toner;

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1 Q. Anything else other than this that you
2 recall reading about that formed your view about
3 the circumstances of Altman's removal?

4 A. There were a lot of posts on X about it.

5 Q. Anything else you recall specifically?

6 A. No.

7 Q. On February 10th, 2025, you purported
8 to make a bid to purchase the assets of OpenAI,
9 didn't you?

10 A. I think so.

11 Q. xAI joined that bid, Mr. Musk?

12 A. I don't recall.

13 Q. Were there a number of other private
14 investors with you as well?

15 ATTORNEY MOLO: Object. I'm going to
16 object here. I didn't know where you're going.
17 But the judge has clearly ruled that this is
18 Phase II -- the bid was Phase II.

19 ATTORNEY SAVITT: Are you instructing
20 the witness not to answer?

21 ATTORNEY MOLO: No. I'm raising this to
22 you to say to you that this is supposed to be
23 discovery that would occur in Phase II of the
24 case. The case has been bifurcated in that way.

25 The witness is not obligated to answer.

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1 And, no, you should not answer questions about
2 Phase II issues.

3 ATTORNEY SAVITT: Okay. So why don't we
4 just make a good record, and I'll ask my question.
5 You can instruct the witness not to answer. Is
6 that okay?

7 ATTORNEY MOLO: Okay.

8 BY ATTORNEY SAVITT:

9 Q. Did xAI join your bid that you made
10 on February 10th, 2025, to purchase the assets
11 of OpenAI?

12 A. I don't recall.

13 Q. Do you recall seeking to enlist private
14 investors to join you in your bid for OpenAI on
15 February 10th, 2025?

16 ATTORNEY MOLO: I object to the
17 question. This is discovery into Phase II of the
18 case. The Court's orders in Dockets Number 237,
19 228, 199, 200, 203 prohibit that. And I'm
20 instructing you not to answer those.

21 BY ATTORNEY SAVITT:

22 Q. And you're going to follow that
23 instruction, Mr. Musk?

24 A. Yes.

25 Q. You contacted Mark Zuckerberg about

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1 your bid?

2 ATTORNEY MOLO: Objection; same
3 objection.

4 And directing the witness not to answer
5 that.

6 BY ATTORNEY SAVITT:

7 Q. You're going to take -- you're not
8 going to answer my question?

9 A. Yes.

10 Q. What did you discuss with
11 Mr. Zuckerberg?

12 ATTORNEY MOLO: Objection. The same
13 objection that this is Phase II discovery.

14 And I'm directing the witness not to
15 answer questions relating to Phase II discovery.

16 BY ATTORNEY SAVITT:

17 Q. Are you focused on trying to slow
18 OpenAI down?

19 ATTORNEY MOLO: Objection; this is
20 Phase II discovery.

21 I'm instructing the witness not to
22 answer questions in Phase II discovery.

23 ATTORNEY SAVITT: You're saying that the
24 question whether the witness is trying to slow
25 OpenAI down is Phase II discovery?

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1 ATTORNEY MOLO: Correct.

2 ATTORNEY SAVITT: Okay. That's great.

3 BY ATTORNEY SAVITT:

4 Q. So are you doing -- are you working to
5 try to slow OpenAI down, Mr. Musk?

6 ATTORNEY MOLO: Objection. This is
7 Phase II discovery.

8 And I'm directing the witness not to
9 answer Phase II discovery questions.

10 BY ATTORNEY SAVITT:

11 Q. Are you going to follow that
12 instruction?

13 A. I don't think I'm trying to slow OpenAI
14 down.

15 Q. It's right, isn't it, that xAI is
16 offering a special bonus to departing employees
17 that they receive if they go anywhere but OpenAI?

18 ATTORNEY MOLO: Objection; this is
19 Phase II discovery.

20 And I'm directing the witness not to
21 answer questions that are Phase II discovery.

22 A. Well, in this case, that's --

23 ATTORNEY MOLO: You don't have to answer
24 the question.

25 A. Okay. Well -- I don't think so.

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1 BY ATTORNEY SAVITT:

2 Q. I'm sorry. Are you answering the
3 question, Mr. Musk?

4 A. Yeah. I think I can answer that
5 question because I think -- I think -- that's not
6 happening, to the best of my knowledge.

7 Q. So are you answering questions when the
8 answer is "no" but not answering when the answer
9 is "yes" in response to Mr. Molo's --

10 ATTORNEY MOLO: Objection; that is
11 really --

12 A. I can just not answer if you'd prefer.

13 BY ATTORNEY SAVITT:

14 Q. I don't prefer. I'm just trying to
15 understand whether your basis for ignoring your
16 counsel's instruction was the substance of your
17 answer.

18 ATTORNEY MOLO: Object to the form of
19 the question.

20 A. Going forward, I'll just adhere to
21 counsel's advice.

22 BY ATTORNEY SAVITT:

23 Q. All right. You caused GPT-5 to be
24 deboosted on X, didn't you?

25 ATTORNEY MOLO: Objection to the form of

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1 the question. This is Phase II discovery. We've
2 raised this issue. We can take up the rest of the
3 deposition doing this but he's not going to answer
4 Phase II questions --

5 ATTORNEY SAVITT: Just state your
6 objection. Just tell him not to answer, and he'll
7 either listen or not. It's fine. Just do it.
8 That's all. I'm going to ask my questions. You
9 note your objections.

10 That's what we do, okay?

11 BY ATTORNEY SAVITT:

12 Q. You cancelled OpenAI's contract with X,
13 didn't you?

14 ATTORNEY MOLO: Object to the form of
15 the question.

16 This is Phase II discovery, and I'm
17 instructing the witness not to answer questions
18 that are Phase II discovery.

19 BY ATTORNEY SAVITT:

20 Q. Are you going to follow that
21 instruction?

22 A. Yes.

23 Q. You've contacted the Attorney General
24 of Delaware about OpenAI's potential
25 restructuring, haven't you?

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1 ATTORNEY MOLO: Object to the form of
2 the question.

3 This is Phase II discovery, and I'm
4 directing the witness not to answer questions that
5 are Phase II discovery.

6 BY ATTORNEY SAVITT:

7 Q. Are you going to follow that
8 instruction, Mr. Musk?

9 A. Yes.

10 Q. Will you tell me with whom you met at
11 the Attorney General of Delaware?

12 ATTORNEY MOLO: Objection.

13 This is Phase II discovery, and I am not
14 going to allow the witness to answer questions
15 that are Phase II discovery.

16 BY ATTORNEY SAVITT:

17 Q. You've also contacted the Office of the
18 Attorney General of California about OpenAI's
19 potential --

20 ATTORNEY MOLO: Excuse me one second.

21 Can we take a very short break? I mean
22 very short break.

23 ATTORNEY SAVITT: Yeah.

24 THE VIDEOGRAPHER: We're off the record
25 at 6:11 p.m.

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1 (Recess taken from 6:11 p.m. to
2 6:17 p.m.)

3 THE VIDEOGRAPHER: This is the beginning
4 of Media Number 8. We're back on the record at
5 6:17 p.m.

6 ATTORNEY MOLO: Okay. Just for the
7 record, I objected to a question. The question
8 was: "You contacted the Attorney General of
9 Delaware about OpenAI's potential restructuring,
10 haven't you?"

11 And you also were asked a question:
12 "You also contacted the office of the Attorney
13 General of California by" -- it says "by OpenAI's
14 potential" -- and I withdraw my objections to
15 those questions.

16 So you can go ahead and ask the
17 questions again if you'd like or, however,
18 Mr. Musk will answer them.

19 ATTORNEY SAVITT: Thank you. And I take
20 it, however, you stand on all the other
21 objections.

22 ATTORNEY MOLO: Yes.

23 BY ATTORNEY SAVITT:

24 Q. So you've contacted the Attorney
25 General of Delaware about OpenAI's potential

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1 restructuring, haven't you?

2 A. My counsel contacted.

3 Q. Which counsel?

4 A. I believe Mr. Toberoff.

5 Q. And anyone else?

6 A. Not that I'm aware of.

7 Q. Do you know how many times your counsel
8 contacted the Delaware Attorney General?

9 A. No.

10 Q. Do you know anything about those
11 contacts?

12 A. Not much.

13 Q. Did you instruct Mr. Toberoff to
14 contact the Delaware Attorney General?

15 ATTORNEY MOLO: Object to the form of
16 the question -- object to the question that it
17 calls for an attorney-client-privileged
18 conversation.

19 A. Yeah, privileged conversation.

20 BY ATTORNEY SAVITT:

21 Q. Did Mr. Toberoff contact the Delaware
22 Attorney General with your knowledge?

23 THE WITNESS: Is that privileged?

24 ATTORNEY MOLO: To the extent that it
25 requires a conversation or would disclose a

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1 conversation or communication between you and your
2 counsel, I'm instructing you not to answer.

3 THE WITNESS: Okay. Seems like it might
4 be privileged.

5 BY ATTORNEY SAVITT:

6 Q. Might be privileged, so you're not
7 going to answer?

8 A. Yeah.

9 Q. Did you know that Mr. Toberoff was
10 going to contact the Delaware Attorney General?

11 ATTORNEY MOLO: Same objection that
12 it -- to the extent that it calls for a
13 confidential communication between you and your
14 lawyer, I'm directing you not to answer.

15 A. Privileged conversation.

16 BY ATTORNEY SAVITT:

17 Q. And you're not going to answer?

18 A. Yes.

19 Q. And to your knowledge, what did
20 Mr. Toberoff tell the Delaware Attorney General?

21 ATTORNEY MOLO: To the extent that the
22 conversation -- that the question calls for you to
23 disclose a confidential communication between you
24 and Mr. Toberoff, I'm directing you not to answer.

25 ///

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1 BY ATTORNEY SAVITT:

2 Q. And you're not going to answer?

3 A. Correct.

4 Q. So let me just make sure my question is
5 really clear. I'm asking you to tell me what you
6 know of what Mr. Toberoff said to the Delaware
7 Attorney General. Can you please answer that.

8 ATTORNEY MOLO: And to the extent that
9 the question calls for you to disclose a
10 confidential attorney-client communication, I'm
11 directing you not to answer.

12 A. Then I will not answer.

13 BY ATTORNEY SAVITT:

14 Q. Okay. And you also contacted the
15 Office of the Attorney General of California
16 about OpenAI's potential restructuring; right?

17 A. I think that was Mr. Toberoff.

18 Q. Anyone other than Mr. Toberoff contact
19 the California Attorney General's office?

20 A. Not that I'm aware of.

21 Q. There was -- how many times did
22 Mr. Toberoff contact the California Attorney
23 General's office, to your knowledge?

24 ATTORNEY MOLO: To the extent that that
25 calls for you to disclose a confidential

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1 attorney-client communication, I'm directing you
2 not to answer.

3 A. I will not answer that.

4 BY ATTORNEY SAVITT:

5 Q. Do you know what constitutes a
6 confidential attorney-client communication?

7 ATTORNEY MOLO: You didn't have to
8 answer that question. A confidential
9 communication between you and your lawyer for
10 purposes of rendering legal advice.

11 THE WITNESS: Yeah.

12 BY ATTORNEY SAVITT:

13 Q. Yeah. So you're not going to tell me
14 how many times time Mr. Toberoff contacted the
15 California Attorney General, to your knowledge?

16 ATTORNEY MOLO: To the extent that that
17 question calls for you to disclose a confidential
18 communication between you and your lawyer, I'm
19 directing you not to answer the question.

20 BY ATTORNEY SAVITT:

21 Q. You're not going to answer?

22 A. I will not answer.

23 Q. And to your knowledge, what did
24 Mr. Toberoff communicate to the Office of the
25 Attorney General of California?

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1 ATTORNEY MOLO: To the extent that the
2 question calls for you to disclose a confidential
3 communication between you and your lawyer, for
4 purposes of rendering legal advice, I'm directing
5 you not to answer the question.

6 BY ATTORNEY SAVITT:

7 Q. Will you answer the question?

8 A. I'll decline to answer in that case.

9 Q. And here again, just so it's real
10 clear: I'm asking for your recitation of what
11 was communicated between Mr. Toberoff and the
12 California Attorney General's office, and you're
13 declining to answer my question; correct?

14 ATTORNEY MOLO: Objection. My objection
15 is to the extent that the question calls for you
16 to disclose a confidential communication between
17 you and your lawyer, I'm directing you not to
18 answer the question on the basis that it's
19 privileged.

20 A. I guess I will not answer.

21 BY ATTORNEY SAVITT:

22 Q. Because you think that what
23 Mr. Toberoff said to the California Attorney
24 General is a confidential attorney-client
25 communication?