

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA, *et al.*,

Plaintiffs,

v.

GOOGLE LLC,

Defendant.

Case No. 1:20-cv-03010-APM

HON. AMIT P. MEHTA

STATE OF COLORADO, *et al.*,

Plaintiffs,

v.

GOOGLE LLC,

Defendant.

Case No. 1:20-cv-03715-APM

HON. AMIT P. MEHTA

REDACTED

DECLARATION OF TOM BROWN

I, Tom Brown, declare as follows:

1. I am over the age of eighteen, and I am competent to provide this declaration.
2. I co-founded Anthropic as a public benefit company in 2021, alongside six other former OpenAI employees. Our mission is to develop transformative artificial intelligence (“AI”) systems that benefit humanity. Our main product is Claude, a family of large language models that can be used for a variety of tasks, including text generation, translation, and coding.
3. At Anthropic, I am the individual with primary responsibility for securing Anthropic access to high-quality compute, which (as I explain more fully below) is a key—and

costly—input Anthropic requires to operate its business. In this capacity, I negotiate directly with Google and Amazon, and I manage the relationship Anthropic has with both companies.

4. My experience at Anthropic, as well as my previous experience at OpenAI, have given me significant knowledge about the AI industry, AI technology, and the history of Anthropic, including our investment deals.

BACKGROUND ON ANTHROPIC

5. Building and running AI systems is expensive, especially when it comes to securing “compute.” Compute is an umbrella term that refers to several important inputs on which Anthropic’s AI models are built.

6. One important aspect of compute is the sophisticated microchips that process the computations underlying AI models. Most companies rely on chips produced by NVIDIA. Anthropic, by contrast, has committed extensively to chips produced by Amazon and Google (called Trainium and TPUs, respectively).

7. Another element of compute is cloud computing services, such as the server boxes in which chips are arranged, the networking services that coordinate the work of many chips across many servers, and the data centers that house and power the servers. Here, again, Anthropic relies on Amazon and Google, while other AI companies use Microsoft or smaller players like IBM and Oracle.¹

8. To secure the necessary funding, most AI companies are owned or dominated by a single tech giant. For example, Google owns DeepMind, OpenAI is tightly aligned with Microsoft, Elon Musk owns xAI, and Meta owns MetaAI.

¹ Amazon is Anthropic’s primary training partner and primary cloud provider.

9. At Anthropic, we decided from the outset to prioritize our independence. Anthropic committed to raising the necessary funds while avoiding any entanglements that would jeopardize Anthropic's autonomy or ability to fulfill its public interest mission.

GOOGLE'S INVESTMENTS IN ANTHROPIC

10. Anthropic has received investments from many sources. Amazon and Google are two of Anthropic's biggest investors, and both have invested billions of dollars in the company.

11. Since 2022, Google has invested in Anthropic both by purchasing equity directly and by purchasing convertible notes—debt instruments that can be converted to equity.

12. Google is a minority shareholder in Anthropic. Today, Google's total investment represents about a [REDACTED] stake in Anthropic on a fully diluted basis, and just over [REDACTED] of outstanding shares. In addition, [REDACTED]

[REDACTED]. Google and Anthropic have agreed [REDACTED]
[REDACTED]

ANTHROPIC REMAINS INDEPENDENT

13. Google's investments give it no role in Anthropic's governance and no control over its operations.

14. Google has no voting rights, board seats, or even board observer rights. Nor does Google have any exclusive rights to any Anthropic product.

15. Anthropic spends most of the money raised from Google's investments to purchase compute, which is the lifeblood of AI models. Securing all the compute Anthropic needs costs hundreds of millions or billions of dollars per year, and sourcing the necessary compute from multiple partners helps preserve Anthropic's autonomy.

16. While Google and Amazon are large and powerful companies, in the AI chip market, they are dwarfed by NVIDIA and its GPU chips. By committing extensively to chips from Google and Amazon, Anthropic has created more parity and competition in the chip market. And by using multiple types of chips, Anthropic avoids reliance on any single company, allowing it to preserve its independence.

17. The story is similar in cloud computing. There, Amazon and Google compete aggressively with Microsoft, a large player that has a significant relationship with OpenAI (among many other customers). Anthropic's reliance on both Google and Amazon thus fosters competition while preventing Anthropic from becoming overly dependent on any one supplier.

CONSEQUENCES OF PLAINTIFFS' PROPOSED REMEDY

18. If the Court were to order Google to sever its relationship with Anthropic, sell its current equity, and [REDACTED], Anthropic would suffer grievous harm.

19. Because Anthropic's valuation has grown over time, Google's total investment in Anthropic is now worth [REDACTED] our most recent series E funding round, a huge round that required months of diligent work to raise the necessary capital.

20. Forcing Google to divest its existing stake in Anthropic within a short period could diminish our ability to raise funding through additional equity offerings. Investors who might have participated in future funding rounds could instead acquire equity by buying Google's shares without providing Anthropic the funding it needs to run and grow. This could put pressure on the company's valuation at its next financing and impact the company's ability to compete against larger companies.

21. The divestiture remedy would also force us to [REDACTED], further impacting Anthropic's ability to fund its operations.

22. The AI industry moves at a rapid pace, and Anthropic must be able to raise substantial funds to pay for compute and continue to develop its products. Losing even a week or two can create a serious disadvantage. Losing billions of dollars, all at once, is that much more serious, especially as the capital markets react to the increasingly fierce competition between U.S. and Chinese AI labs (such as DeepSeek).

23. Harming Anthropic in this way would not benefit competition. On the contrary, it would *reduce* competition by enabling the tech giants Anthropic competes with to capture more market share. This includes OpenAI/Microsoft, xAI, Meta AI, and, ironically, Google's DeepMind and its Gemini models, which compete directly with Anthropic's Claude models.

24. Plaintiffs' remedy would also hurt competition in the AI chip market. By committing extensively to Google's TPU chips and Amazon's Trainium chips, as well as helping build the software ecosystems on which these platforms rely, Anthropic supports competitors to NVIDIA's dominant GPU chips and encourages competition in the chip market. Starving Anthropic of funds would reduce demand for those NVIDIA competitors and likely increase NVIDIA's market share.

25. Likewise, Plaintiffs' remedy would harm competition in cloud computing services. Currently, Anthropic is a significant customer for both Amazon and Google in their aggressive competition with Microsoft and others. Diminishing Anthropic's competitiveness at the AI frontier would negatively impact Amazon and Google, while Microsoft—which partners with OpenAI—would (if anything) see its position improved.

26. In sum, Plaintiffs' proposed remedy would severely injure Anthropic without providing any corresponding benefits to competition or consumers. Instead, it would benefit some of the world's largest and most powerful companies.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 14 day of February, 2025.

By: 

Tom Brown