To the Board of Directors at OpenAI,

OpenAI is the world's leading AI company. We, the employees of OpenAI, have developed the best models and pushed the field to new frontiers. Our work on AI safety and governance shapes global norms. The products we built are used by millions of people around the world. Until now, the company we work for and cherish has never been in a stronger position.

The process through which you terminated Sam Altman and removed Greg Brockman from the board has jeopardized all of this work and undermined our mission and company. Your conduct has made it clear you did not have the competence to oversee OpenAI.

When we all unexpectedly learned of your decision, the leadership team of OpenAI acted swiftly to stabilize the company. They carefully listened to your concerns and tried to cooperate with you on all grounds. Despite many requests for specific facts for your allegations, you have never provided any written evidence. They also increasingly realized you were not capable of carrying out your duties, and were negotiating in bad faith.

The leadership team suggested that the most stabilizing path forward - the one that would best serve our mission, company, stakeholders, employees and the public - would be for you to resign and put in place a qualified board that could lead the company forward in stability. Leadership worked with you around the clock to find a mutually agreeable outcome. Yet within two days of your initial decision, you again replaced interim CEO Mira Murati against the best interests of the company. You also informed the leadership team that allowing the company to be destroyed "would be consistent with the mission."

Your actions have made it obvious that you are incapable of overseeing OpenAI. We are unable to work for or with people that lack competence, judgement and care for our mission and employees. We, the undersigned, may choose to resign from OpenAI and join the newly announced Microsoft subsidiary run by Sam Altman and Greg Brockman. Microsoft has assured us that there are positions for all OpenAI employees at this new subsidiary should we choose to join. We will take this step imminently, unless all current board members resign, and the board appoints two new lead independent directors, such as Bret Taylor and Will Hurd, and reinstates Sam Altman and Greg Brockman.

1. Mira Murati
2. Brad Lightcap
3. Jason Kwon
4. Wojciech Zaremba
5. Alec Radford
6. Anna Makanju
7. Bob McGrew
8. Srinivas Narayanan
9. Che Chang
10. Lillian Weng
11. Mark Chen
12. Ilya Sutskever
13. John Schulman
14. Barret Zoph

Δ DEFENDANT Δ
United States District Court
Northern District of California
Case No. 4:24-CV-04722-YGR
Case Title Musk et al. v. Altman et al.
Exhibit No. DX-1046
Date Entered
Mark Busby, Clerk
By: , Deputy Clerk

15. Nick Ryder
16. Alex Paino
17. Miles Brundage
18. Matt Knight
19. Peter Welinder
20. Hannah Wong
21. Diane Yoon
22. William Fedus
23. Arka Dhar
24. Peter X. Deng
25. Jonathan Lachman
26. Aaron Hurst
27. Abe Land
28. Abigail Raman
29. Abram Wiesman
30. Adam Goldberg
31. Adam Goucher
32. Adam Groth
33. Adam Hupp
34. Adam Nace
35. Adam Perelman
36. Aditya Ramesh
37. Adrian Spânu
38. Adrien Ecoffet
39. Afsha Shaikh
40. AJ Ostrow
41. Ahmed El-Kishky
42. Aidan Clark
43. Akila Welihinda
44. Akshay Nathan
45. Alan Hickey
46. Aleksandr Borzunov
47. Alex Baker-Whitcomb
48. Alex Beutel
49. Alex Carney
50. Alex Chow
51. Alex Gee
52. Alex Iftimie
53. Alex Nichol
54. Alex Renzin
55. Alexander Karpenko
56. Alexei Karpenko
57. Alexey Ivanov
58. Alexander King
59. Alexander Kirillov
60. Alexandre Tachard Passos
61. Alexis Conneau
62. Ali Kamali
63. Alice Lee
64. Aliisa Rosenthal
65. Alison Harmon
66. Alison McPhail
67. Allan Jabri
68. Allie Teague

69. Allison Tam
70. Alvin (Jiahua) Wang
71. Amanda Anderson
72. Amanda Tenanes
73. Amin Tootoonchian
74. Amol Shah
75. Ananya Kumar
76. Andre Saraiva
77. Andrea Vallone
78. Andrej Karpathy
79. Andrew Braunstein
80. Andrew Cann
81. Andrew Kondrich
82. Andrew Peng
83. Andrew Top
84. Andrew Tulloch
85. Andrew YuXuan Liu
86. Andrew Busker
87. Andrey Mishchenko
88. Andy Brown
89. Angel Demirev
90. Angela Jiang
91. Angie Luo
92. Anish Tondwalkar
93. Ankush Gupta
94. Anna-Luisa Brakman
95. Anna McKean
96. Anna Tifft
97. Anthony Malinao
98. Anton Tananaev
99. Anushree Agrawal
100. Artemis Seaford
101. Arun Vijayvergiya
102. Arushi Sardana
103. Arvind Neelakantan
104. Arzav Jain
105. Ashley Pantuliano
106. Ashvin Nair
107. Atty Eleti
108. Avi Nayak
109. Avital Oliver
110. Barak Michener
111. Rebecca Waite
112. Behrooz Ghorbani
113. Belinda Truong
114. Ben Leimberger
115. Ben Rossen
116. Ben Wang
117. Benjamin Burrell
118. Benjamin Sokolowsky
119. Benjamin Zweig
120. Bertrand Fan
121. Bianca Martin
122. Bill Peebles

123. Bill Stavroulakis
124. Billie Jonn
125. Blake Samic
126. Bob Rotsted
127. Bobby Wu
128. Bogo Giertler
129. Boris Power
130. Bowen Baker
131. Boyang Niu
132. Brad Biegler
133. Brandon Wang
134. Brandon Houghton
135. Brendan Herron
136. Brendan Quinn
137. Brian Kelleher
138. Brittany Carey
139. Brittany Smith
140. Britton Jamison
141. Brock Whittaker
142. Brooke Chan
143. Bryan Ashley
144. Brydon Eastman
145. Cadran Cowansage
146. Caitlin Carroll
147. Cameron Raymond
148. Camillo Lugaresi
149. Carl Ross
150. Cary Bassin
151. Casey Chu
152. Catherine Yeh
153. Chak Ming Li
154. Chan Park
155. Coley Czarnecki
156. Corey Nayden
157. Channing Conger
158. Chelsea Carlson
159. Chelsea Voss
160. Chen Ding
161. Chia Chung (Yoshi) Wang
162. Chong Zhang
163. Chris Berner
164. Chris Brown
165. Chris Clark
166. Chris Finlayson
167. Chris Haugli
168. Christian Gibson
169. Christian Sotto
170. Christina Kim
171. Christina Strong
172. Christine Choi
173. Christine Nguyen
174. Chris Koch
175. Christine McLeavey
176. Chris Hallacy

177. Christopher Hesse
178. Cindy Yong
179. CJ Minott
180. CJ Weinmann
181. Clarence Ng
182. Clemens Winter
183. Colin Jarvis
184. Colin Seale
185. Cory Decareaux
186. Colin Wei
187. Conor Dragomanovich
188. Dalton Hubble
189. Damien Deville
190. Dan Fliflet
191. Dan Mossing
192. Daniel Adamson
193. Daniel Galin
194. Daniel Kappler
195. Daniel Levine
196. Daniel Levy
197. Daniel Selsam
198. Dante' Robinson
199. Daryl Neubieser
200. Dave Cummings
201. David Carr
202. David Clyde
203. David Dohan
204. David Duxin
205. David Farhi
206. David Hao
207. David Hengky
208. David Katz
209. David Kjelkerud
210. David Medina
211. David Mely
212. David Newman
213. David Robinson
214. David Sasaki
215. Davis Robertson
216. David Schnurr
217. David Smock
218. Davin Bogan
219. Denny Jin
220. Derek Chen
221. Derrick Tyler
222. Devon Lloyd
223. Diane Techer
224. Diogo Almeida
225. Dimitris Tsipras
226. Don Lee
227. Dominic Grillo
228. Dominick Lim
229. Douglas Li
230. Duc Phong Nguyen

231. Duncan Findlay
232. Dylan Royan Almeida
233. Edmund Wong
234. Edward J. Hu
235. Elena Chatziathanasiadou
236. Elie Georges
237. Eliot Hijano
238. Elizabeth Tseng
239. Elizabeth Olin
240. Elizabeth Proehl
241. Elizabeth Yang
242. Emma Lalley
243. Emma Redmond
244. Emma Tang
245. Emily Stern
246. Enoch Cheung
247. Erik Ritter
248. Eric Antonow
249. Eric Horacek
250. Eric Jiang
251. Eric Rynerson
252. Eric Sigler
253. Erica Lee
254. Erica Tom
255. Eric Luhman
256. Ehsan Asdar
257. Ethan Stock
258. Evan Lee
259. Evan Morikawa
260. Evan Weiss
261. Faiz Munshi
262. Farouk El Hamzawi
263. Fan Wang
264. Farzad Khorasani
265. Felipe Such
266. Felipe Torres
267. Fereshte Khani
268. Filipe de Avila Belbute Peres
269. Filippo Raso
270. Florencia Leoni Aleman
271. Foivos Tsimpourlas
272. Fotios Chantzis
273. Francis Real
274. Francis Song
275. Francis Zhang
276. Fred von Lohmann
277. Gabriel Goh
278. Garrett McCarthy
279. Gavin Ahern
280. Gene Oden
281. Geoffrey Salmon
282. Giambattista Parascandolo
283. Gideon Myles
284. Gildas Chabot

285. Glory Jain
286. Gretchen Krueger
287. Hadi Salman
288. Haidee Schwartz
289. Haiming Bao
290. Haitang Hu
291. Haozhun Jin
292. Harold Nguyen
293. Hart Andrin
294. Harri Edwards
295. Heather Schmidt
296. Heewoo Jun
297. Henk Tillman
298. Henri Roussez
299. Henrique Ponde de Oliveira Pinto
300. Henry Head
301. Hessam Bagherinezhad
302. Hongyu Ren
303. Huiwen Chang
304. Hugh Drinkwater
305. Hyung Won Chung
306. Hyunil (Chester) Cho
307. Hunter Lightman
308. Hyeonwoo Noh
309. Ian Kivlichan
310. Ian Mobbs
311. Ian O'Connell
312. Ian Osband
313. Ian Silber
314. Ian Sohl
315. Ibrahim Okuyucu
316. Ikai Lan
317. Ilan Bigio
318. Ilge Akkaya
319. Ilya Kostrikov
320. Ingmar Kanitscheide
321. Irwan Bello
322. Isa Fulford
323. Isabella D'Agostino
324. Ishaan Gulrajani
325. Jackie Hehir
326. (Jan) Hendrik Kirchner
327. Jacob Coxon
328. Jacob Menick
329. Jake Brill
330. Jake McNeil
331. Jamel Cooney
332. James Betker
333. Jamie Caulkins
334. James Dyett
335. James Hills
336. Jamie Kiros
337. Janine Korovesis
338. Jarad Gilmore

339. James Hairston
340. Janice Kwong
341. Jason Teplitz
342. Jason Tunzini
343. Jason Wei
344. Jason Wolfe
345. Javier Soto
346. Jean Harb
347. Jean Neaylon
348. Jeff Belgum
349. Jeff Chan
350. Jeff Harris
351. Jelani Robinson
352. Jenia Varavva
353. Jennifer Lau
354. Jeorge Corcoran
355. Jeremiah Currier
356. Jerry Tworek
357. Jessica James
358. Jessica Lee
359. Jessica Shieh
360. Jiacheng Feng
361. Jiahui Yu
362. Jiayi Weng
363. Jie Tang
364. Jieqi Yu
365. Jigar Bhati
366. Jillian Khoo
367. Joanne Jang
368. Jodi Kean
369. Joe Gillespie
370. Joe Palermo
371. Joe Taylor
372. Joel Parish
373. Joey Flynn
374. Johannes Heidecke
375. John Allard
376. John Lam
377. John Rizzo
378. Jonathan Ward
379. Jonathan Becton
380. Jonathan Gordon
381. Jonathan McKay
382. Jonathan Reiber
383. Jong Wook Kim
384. Joost Huizinga
385. Jordan Sitkin
386. Jordan Williams
387. Jos Kraaijeveld
388. Joscelyne Jauregui
389. Joseph Landers
390. Joseph Millman
391. Josh Gross
392. Josh Kaplan

393. Josh Snyder
394. Joshua Achiam
395. Joy Cashman
396. Joyce Lee
397. Juan “Red” Avila
398. Juntang Zhuang
399. Justin Boyle
400. Justin Lebar
401. Justin Wang
402. Juston Forte
403. Kai Chen
404. Kai Fricke
405. Kai Hayashi
406. Kai Xiao
407. Kaitlin Gottfried
408. Karen Toro
409. Karen Walsh
410. Karolis Kosas
411. Karl Cobbe
412. Karthik Rangarajan
413. Katarina Slama
414. Kathy Son
415. Katie Mayer
416. Katy Elkin
417. Kayla Wood
418. Kendra Rimbach
419. Ken Langlinais
420. Kenny Hsu
421. Kevin Button
422. Kevin Cavanagh
423. Kevin Gladstone
424. Kevin Liu
425. Kevin Metti
426. Kevin Park
427. Kevin Yu
428. Kia Hoxie
429. Kiel Howe
430. Kim Malfacini
431. Kleanthes Koniaris
432. Krissi Robinson
433. Kristen Dallara
434. Krithika Muthukumar
435. Kyla Sheppard
436. Kyle Miller
437. Kyle Luther
438. Lane Dilg
439. Lama Ahmad
440. Larry Kai
441. Larry Xu
442. Laura Wang
443. Lauren Itow
444. Lauren Workman
445. Lee Grimes
446. Lee Wei An

447. Leigh Ann Montano
448. Lenny Bogdonoff
449. Li Jing
450. Lia Guy
451. Lien Mamitsuka
452. Lin Yang
453. Lindsey held
454. Lisa Pan
455. Logan Kilpatrick
456. Louis Feuvrier
457. Loren Kwan
458. Lorenz Kuhn
459. Lu Zhang
460. Lucy Chen
461. Lukasz Kaiser
462. Lukasz Kondraciuk
463. Luke Metz
464. Luke Miller
465. Mada Aflak
466. Maddie Casey
467. Maddie Simens
468. Madelaine Boyd
469. Madeleine Thompson
470. Madeline Casey
471. Maggie Hott
472. Manas Joglekar
473. Marat Dukhan
474. Marc Manara
475. Marco Noce
476. Mario Saltarelli
477. Marko Tintor
478. Mark Hudnall
479. Mark Jaroszewski
480. Marvin Zhang
481. Mason Meyer
482. Mateusz Litwin
483. Matt Benice
484. Matt Beutler
485. Matt Castle
486. Matt Chung
487. Matt Hartill
488. Matt Yoshida
489. Matthew Lim
490. Max Reid
491. Meghan Shah
492. Mehmet Yatbaz
493. Mengyuan Yan
494. Michael Flossman
495. Michael Janner
496. Michael Kolhede
497. Michael McGrew
498. Michael Lampe
499. Michael Petrov
500. Mikhail Pavlov

501. Michael Schade
502. Michael Trinh
503. Michael Wu
504. Michelle Fradin
505. Michelle Kim
506. Michelle Pokrass
507. Michelle Zheng
508. Miguel Castro
509. Miguel Manriquez
510. Mike Heaton
511. Mike Hunter
512. Mike Pahre
513. Ming Chen
514. Mohammad Bavarian
515. Mollie Javerbaum
516. Molly Lin
517. Morgan Grafstein
518. Morgan Griffiths
519. Mostafa Rohaninejad
520. Naga Sai Anup Krishnamraju
521. Natalia Gimelshein
522. Natalie Summers
523. Natalie Staudacher
524. Natalie Cone
525. Natalie Kim
526. Neal Chuenprateep
527. Nick Cooper
528. Nick Hamilton
529. Nick Kartashov
530. Nick Turley
531. Nicholas Martin
532. Nick Lee
533. Nickolas Stathas
534. Nicolai Skabo
535. Nik Tezak
536. Nikki Sommer
537. Niko Felix
538. Nikunj Handa
539. Nitish Shirish Keskar
540. Noah Deutsch
541. Noah Jorgensen
542. Noam Brown
543. Noel Bundick
544. Ola Okelola
545. Oleg Boiko
546. Oleg Murk
547. Olivia Cheung
548. Olivier Godement
549. Orla McHenry
550. Owen Campbell-Moore
551. Owen Lin
552. Pamela Mishkin
553. Patricia Lue
554. Patryk Lesiewicz

555. Parijat Talkad
556. Patrik Goethe
557. Patrick Geonetta
558. Paul Baltescu
559. Paul McMillan
560. Paul Punia
561. Paul Shen
562. Pavel Izmailov
563. Pedram Keyani
564. Peter Dolan
565. Peter Hoeschele
566. Peter Zhokhov
567. Pei-Chee Juang
568. Phil Dibowitz
569. Philip Pronin
570. Philip Su
571. Philippe Tillet
572. Pia Santos
573. Phong Nguyen
574. Prafulla Dhariwal
575. Prasad Chakka
576. Pritesh Badiani
577. Qiming Yuan
578. Rachel Lee
579. Rachel Yun Shi Lim
580. Radhika Mathur
581. Raf Jakubanis
582. Rahul Arora
583. Rajan Troll
584. Rajeev Nayak
585. Randall Lin
586. Rapha Gontijo Lopes
587. Rasmus Rygaard
588. Raul Puri
589. Reiichiro Nakano
590. Reimar Leike
591. Reggie Hall
592. Renaud Gaubert
593. Renny Hwang
594. Reza Zamani
595. Rhythm Garg
596. Richard Hasslacher
597. Richard Ho
598. Richard Ngo
599. RJ Marsan
600. Rob Honsby
601. Robert Infantino
602. Robert Pulford
603. Rocky Smith
604. Rod Solaimani
605. Rohan Sahai
606. Rohit Ramchandani
607. Romain Huet
608. Roshan James

609. Rosie Campbell
610. Rory Carmichael
611. Rowan Zellers
612. Roy Ziv
613. Ruby Chen
614. Rui Shu
615. Ruslan Nigmatullin
616. Ryan Biddy
617. Ryan Cheu
618. Ryan Greene
619. Ryan Hartnett
620. Ryan Lowe
621. Ryan Peterson
622. Ryan Ragona
623. Sabrina Dermody
624. Sam Schoenholz
625. Sam Toizer
626. Samuel Wolrich
627. Sandhini Agarwal
628. Sarah Burns
629. Sandro Gianella
630. Sarah Shoker
631. Sarah Wray
632. Sarah Yoo
633. Saravpreet Hira
634. Scott Gray
635. Scott Lau
636. Scott Lessans
637. Scott Mayer McKinney
638. Sean Grove
639. Sean Metzger
640. Sean Murphy
641. Shantanu Jain
642. Sherry Lachman
643. Shyamal Anadkat
644. Shaun Van Weelden
645. Sheila Dunning
646. Shengjia Zhao
647. Shengli Hu
648. Sherwin Wu
649. Shibani Santurkar
650. Shino Jomoto
651. Shirong Wu
652. Shuyuan Zhang
653. Sierra Jackson
654. Simon Posada Fishman
655. Siyuan Fu
656. Soo Jin Park
657. Sophie Rose
658. Sowmya Ranganathan
659. Spencer Papay
660. Sriya Santhanam
661. Stacie Faggioli
662. Stefanie Biaggi

663. Stephanie Tran
664. Stephanie Lin
665. Stephen Petersilge
666. Steven Adler
667. Steven Bills
668. Steven Heidel
669. Stewart Hall
670. Suchir Balaji
671. Sully Chen
672. Tabarak Khan
673. Tal Broda
674. Tal Stramer
675. Tao Wang
676. Tao Xu
677. Tatiana Zolotova
678. Tarun Gogineni
679. Taylor Gordon
680. Teddy Lee
681. Tejal Patwardhan
682. Theresa Lopez
683. Thomas Degry
684. Thomas Dimson
685. Thomas Raoux
686. Tianhao Zheng
687. Tifa Chen
688. Tiffany Citra
689. Tim Brooks
690. Todd Underwood
691. Todor Markov
692. Toki Sherbakov
693. Tom Dupre la Tour
694. Tom Rubin
695. Tom Stasi
696. Tomer Kaftan
697. Tong Mu
698. Tony Wu
699. Trapit Bansal
700. Trevor Cai
701. Trevor Hildenberger
702. Tristan Heywood
703. Trevor Mavrakis
704. Troy Luhman
705. Troy Peterson
706. Tyna Eloundou
707. Ugurcan Turkdogan
708. Valerie Balcom
709. Vanessa Gatihi
710. Victoria Lampton
711. Victoria Spiegel
712. Vineet Kosaraju
713. Vinnie Monaco
714. Vishal Kuo
715. Vitchyr Pong
716. Wade Morgan

717. Warren Ouyang
718. Weiland Fong
719. Weiyi Zheng
720. Wenda Zhou
721. Wenlei Xie
722. Wesam Manassra
723. William Butler
724. Will DePue
725. Will Saborio
726. Xin Hu
727. Xinyang Geng
728. Xuanhan (Eimi) Zhang
729. Yang Song
730. Yash Patil
731. Yasu Sakamoto
732. Yilei Qian
733. Yining Chen
734. Yonadav Shavit
735. Yongjik Kim
736. Youlong Cheng
737. Yu Zhang
738. Yuchen He
739. Yuchen Zhang
740. Yufei Guo
741. Yujia Jin
742. Yunxing Dai
743. Jp Villafuerte
744. Yunxin Joy Jiao
745. Yury Malkov
746. Yuri Burda
747. Yutian Liu
748. Zahi Moudallal
749. Zhi Bie
750. Zheng Shao
751. Zhengwen Zhou