United States District Court
Northern District of California
Δ DEFENDANT Δ
Case No. 4:24-CV-04722-YGR
Case Title Musk et al. v. Altman et al.
Exhibit No. DX-0708
Date Entered
Mark Busby, Clerk
By:_____, Deputy Clerk

From: Sam Teller [steller@openai.com]
Sent: 9/28/2017 1:37:03 AM
To: Shivon Zilis [shivon@tesla.com]
Subject: Re: Greg and Ilya

Cool

Thank you

> On Sep 28, 2017, at 6:05 PM, Shivon Zilis <shivon@tesla.com> wrote:
>
> (nothing big here and I know we are tabling until next week or at least after IAC, but if you want anything shared lmk)
>
> Shared Elon's rough expectations for them to think about in advance of next week. To be precise: I did not say that you / me / Jared may take seats but I shared that he would need 1) control in the form of equal seats for Elon vs. rest of seats 2) two year commitment 3) a reasonable non-solicit.
>
> They took it in stride... I just said I thought they should internalize it and at least think through all the best possible ways this could play out practically vs. getting stuck in philosophical platitude land like the last two months.
>
> For your knowledge:
>
> Control:
> They claim that the *only* non-starter for them in the for-profit or now in the non-profit the transfer to a long-term control structure that included many people, not just Elon. They were scared it wouldn't happen and needed an "iron clad" structure that couldn't be gamed. I said it was on them to figure out what would satisfy this requirement for them (and also gave personal advice to stop coming up with general complaints about things without having any idea of what solution they would want to solve the problem).
>
> Structure:
> They were like, "well it sounds like he expects that all of the things he wanted for the for-profit he also wants for the non-profit, which sucks because the for profit was clearly the better structure. If that's the case is he still open to the for-profit?" I said I had no idea but said I personally thought it was on them to think through whether there was concrete and simple solution they could propose on the long-term control front that satisfies all their anxieties before even raising such a thing, since moot point otherwise.
>
> No-Go:
> On the above, they said there is some probability that their long-term control requirement may just be fundamentally incompatible with Elon's desire for short term control because you can't guarantee transfer. In that case they said they wouldn't be able to move forward in any structure. I said that seemed silly to me since I see no reason why a clause for transfer of majority control after 2-3 years that was well thought through wouldn't work. They said they'd have to think about it and perhaps get Sam A's thoughts on it.
>
> Symmetry:
> Said if they went all and committed to not doing anything else for two years they'd want to know that Elon wouldn't spin up another AGI thing for next two years too. I said I obviously couldn't speak on behalf of him but that if they decided they are all in they could raise it.
>
> Sam A:
> They said they think Sam is hopeful Elon will still want to work with OpenAI and actually really likes the non-profit structure for now. I asked on their guess on how likely the giant Azure deal was and they guessed 25% but said we probably wouldn't know the outcome for a couple of months.