π PLAINTIFF π
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. 12
Date Entered
Mark Busby, Clerk
By: , Deputy Clerk

From: "Elon Musk" <erm@spacex.com>
To: "Sam Altman" <sam@ycombinator.com>
Subject: Re: Thought Summary
Date: Mon, 23 Nov 2015 03:50:06 -0000
Importance: Normal

Great.

Something Turing-related that doesn't sound too ominous might be good. Want to avoid the Turing Test association though, as that sounds too much like we are replacing humans.

From: [redacted] on behalf of Sam Altman <sam@ycombinator.com>
Sent: Sunday, November 22, 2015 7:36 PM
To: Elon Musk
Subject: Re: Thought Summary

Ok, let me work on a draft of how to step up the bonuses for the senior positions.

I'm warming up fast to freemind. It definitely coveys the right spirit. Also thinking about names related to Turing somehow.

I think both as co-chairs works best. We can evolve from there as needed.

On Sun, Nov 22, 2015 at 7:32 PM, Elon Musk <erm@spacex.com> wrote:

> Great, sounds like we are independently following the same thought tracks.
>
> No problem with YC support in the beginning. That's normal for a lot of companies, so I don't think it materially affects the neutrality position.
>
> The "mind' part of Freemind is partly an intentional philosophical counter to Deepmind and also, as mentioned, I couldn't find a synonym for "mind" that wasn't terrible.
>
> I like Axon as an option, although it does slightly sound like Google Brain or, more generally, that we think digital intelligence consists of brain emulation. Pretty much all names suck in the beginning though. Given several choices, I tend to favor names that convey the mission of the company and hopefully have a positive impact on recruitment.
>
> Yeah, my role should be clear and I have to bite the bullet on admitting real involvement. This will come as a shocker to many, but so be it. Can't be lukewarm about this.
>
> In terms of title, what about me as chair and you as CEO or us both as co-chairs? My main concern about being called a co-CEO, even if that is de facto true, is that it might cause problems at SpaceX and Tesla, where they know I'm already overbooked.

From: [redacted] on behalf of Sam Altman <sam@ycombinator.com>
Sent: Sunday, November 22, 2015 7:08 PM
To: Elon Musk
Subject: Re: Thought Summary

Yes--I think an independent 501c3 is correct. Are you ok if, initially, it shares a building with YC and YC helps with legal stuff etc? I think that will save us a few months while we hire dedicated people.

I like the idea of defaulting to a cash bonus that stacks each year--I'd independently come to that same conclusion after talking to Greg yesterday. Offering them the option to convert it to SpaceX or YC stock sounds great to me.

Making Tesla data available would be incredible. I think most YC companies will offer to do the same.

Freemind seems pretty good to me but I'd to keep thinking--it may be a little too close to Deepmind. I really like the word free here thought--freethink? freemerge?

Best idea I've had so far is Axon, which I think we could get .com for from TPG-Axon. Intelligence.com looks getable, but perhaps too generic.

I'll keep thinking.

Half a day per week sounds awesome. I assume that if gets to the point where AGI looks like it's about to happen, you and I will both find a way to spend a lot of time on it. And if it seems further off, then I expect you'll be very busy getting to Mars.

Have you given any thought to how you want to describe you involvement? I'm fine with anything from "advisor" to "co-CEO" but think it's probably good to have a clear answer.

On Sun, Nov 22, 2015 at 6:54 PM, Elon Musk <erm@spacex.com> wrote:

> Had a great call with Greg. I'm super impressed with everyone so far. This is a great team.
>
> Doing this as an independent, pure play 501c3, but with a crystal clear focus on the positive advent of strong AI distributed widely to humanity does seem to make the most sense to me. Please correct me if we aren't on the same page. The company would still aim to bring in revenue in excess of costs at some point, but positive net revenue would just flow to cash reserves.
>
> On the comp front, I think having the default approach be a cash salary and a cash bonus that vests over four years and stacks with refresher vesting bonuses every year is the way to go. People could, at their option, if you are amenable, convert that cash amount to YC stock. I'm also fine if they want to convert some or all to SpaceX stock. I can pretty much do what I want on the SpaceX side, as it is private (thank goodness).
>
> Also, we will have insane amounts of real world sensor data -- several orders of magnitude greater than any other company -- at Tesla that the team could use when helpful.

Was thinking a bit about names. It is always super hard to come up with one that doesn't suck and isn't already taken by someone that won't give it up. Least bad name I have thought of so far is Freemind. Conveys the sense that we are trying to create digital intelligence that will be freely available to all -- the opposite of Deepmind's one-ring-to-rule-them-all approach. Having "mind" in there isn't great, but the synonyms suck and their name has been subsumed in the public sphere by Google/Alphabet. You come up with anything?

On the time allocation front, I've decided to dedicate whatever amount of my time that is materially useful, even though it will come at some cost to SpaceX and Tesla. If I really believe that this is potentially the biggest near-term existential threat, then action should follow belief. That said, this probably amounts to half a day per week (higher in the beginning), with more time allocated when we hit a key decision point or crisis.

From: Sam Altman on behalf of Sam Altman <sam@ycombinator.com>
Sent: Saturday, November 14, 2015 6:04 PM
To: Elon Musk
Subject: Re: Great Acton quotes

the second is one of my all-time favorite quotes!

https://www.youtube.com/watch?v=f-bwW1czuL4&feature=youtu.be&t=122

On Sat, Nov 14, 2015 at 5:19 PM, Elon Musk <erm@spacex.com> wrote:

> "Liberty consists in the division of power. Absolutism, in concentration of power."
>
> And
>
> **"There is no error so monstrous that it fails to find defenders among the ablest men"**