**ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA**

Sections 12586 and 12587, California Government Code
11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of $800, plus interest, and/or fines or filing penalties as defined in Government Code Section 12586.1. IRS extensions will be honored.

State Charity Registration Number 0253793

**OPENAI INC.**

Name of Organization

3180 18TH ST., SUITE 100

Address (Number and Street)

SAN FRANCISCO, CA 94110

City or Town State ZIP Code

**ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)**

Make Check Payable to Attorney General's Registry of Charitable Trusts

<table>
<thead>
<tr>
<th>Gross Annual Revenue</th>
<th>Fee</th>
<th>Gross Annual Revenue</th>
<th>Fee</th>
<th>Gross Annual Revenue</th>
<th>Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less than $25,000</td>
<td>$0</td>
<td>Between $100,001 and $250,000</td>
<td>$50</td>
<td>Between $1,000,001 and $10 million</td>
<td>$150</td>
</tr>
<tr>
<td>Between $25,000 and $100,000</td>
<td>$25</td>
<td>Between $250,001 and $1 million</td>
<td>$75</td>
<td>Between $10,000,001 and $50 million</td>
<td>$225</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Greater than $50 million</td>
<td>$300</td>
</tr>
</tbody>
</table>

**PART A – ACTIVITIES**

For your most recent full accounting period (beginning 1/01/16 ending 12/31/16) list:

- Gross annual revenue $13,807,074
- Total assets $2,662,055

**PART B – STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT**

Note: If you answer ‘yes’ to any of the questions below, you must attach a separate sheet providing an explanation and details for each ‘yes’ response. Please review RRF-1 instructions for information required.

1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest? **Yes** **No**

   **SEE STATEMENT 1**

2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds? **Yes** **No**

3. During this reporting period, did non-program expenditures exceed 50% of gross revenues? **Yes** **No**

4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy. **Yes** **No**

5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If yes, provide an attachment listing the name, address, and telephone number of the service provider. **Yes** **No**

6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number. **Yes** **No**

7. During this reporting period, did the organization hold a raffle for charitable purposes? If yes, provide an attachment indicating the number of raffles and the date(s) they occurred. **Yes** **No**

8. Does the organization conduct a vehicle donation program? If yes, provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes. **Yes** **No**

9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period? **Yes** **No**

Organization’s area code and telephone number 833-927-2677

Organization’s e-mail address ACCOUNTING@OPENAI.COM

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

[Signature] CHRIS CLARK DIR/COO 12/04/2017
During the year Director Sam Altman loaned $3,750,000 bearing a 1% interest rate to the organization for its operations. The loan was forgiven in 2016 and as of December 31, 2016 there was no outstanding balance on the loan.