



## "Stand Up for your Product": Allocating Liability for Open Source Software

2017

## Who has the "moral high ground"?

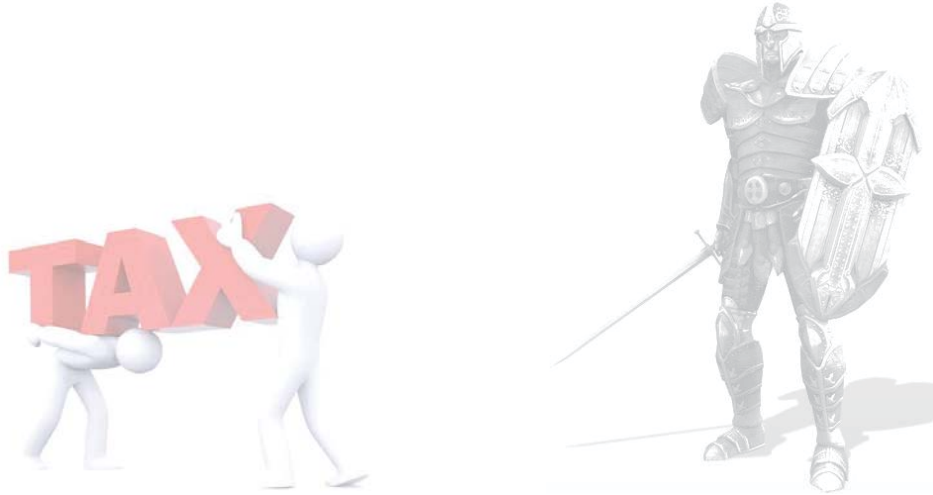


Vendor – See Indemnity as Tax



Customer – Sees Indemnity as Protection

But indemnities are not about what is right, but what is commercially reasonable



Economics – What is the most efficient way to avoid or resolve problems?

3

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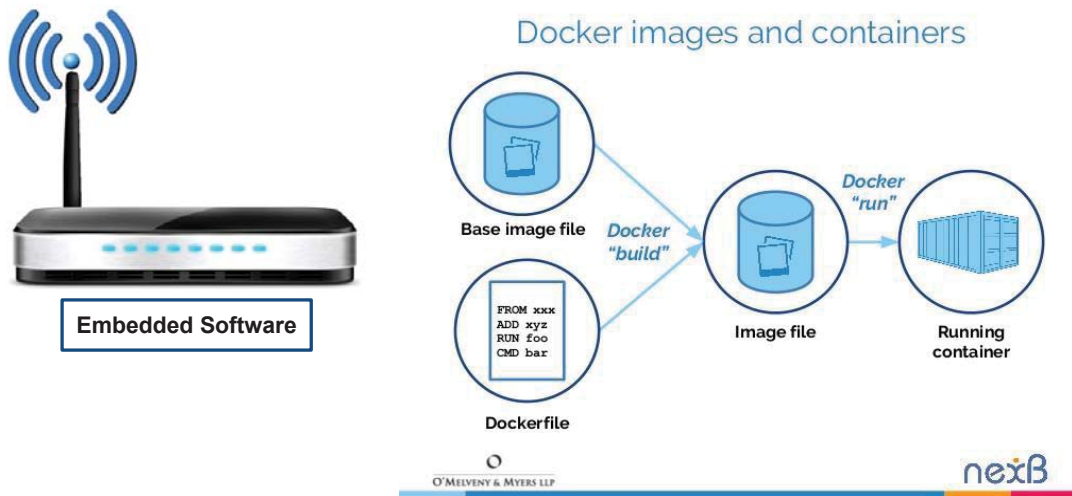
## Non Compliance



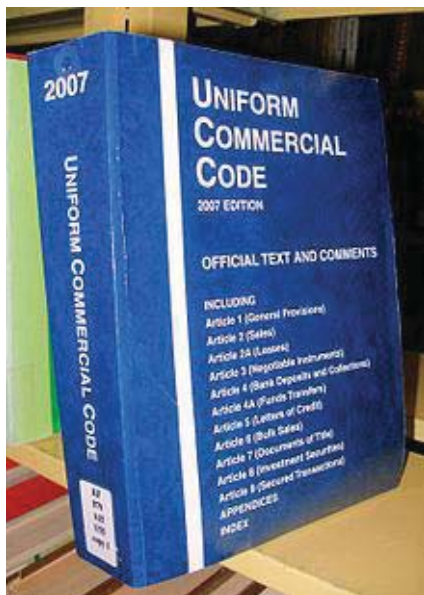
4

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## How is Open Source different?



## Modified UCC Approach



- § 2-312. **Warranty of Title and Against Infringement; Buyer's Obligation Against Infringement.**

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## Title search: "Stand Up for Your Product": Allocating Liability for Open Source Software

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First appeared as part of the conference materials for the  
30<sup>th</sup> Annual Technology Law Conference session

"Negotiating in the Open: Open Source Warranties and Indemnities in Transactions"