

Preface

This short book will help you negotiate, draft, and understand indemnity terms in contracts about software and other types of information technology.

This book is for both lawyers and nonlawyers. It's meant as a practical, easy-to-use guide, without technical jargon, like "legalese," "engineerese," or "programmerese." In other words, this book is written in simple English, like a good contract.

The text below covers indemnities only, not any of the other terms you find in technology contracts. But you can learn about those other terms from my larger manual, *The Tech Contracts Handbook: Cloud Computing Agreements, Software Licenses, and Other IT Contracts for Lawyers and Businesspeople*.¹ The *Handbook* also covers indemnities, but this book provides more detail.

This book covers most types of information technology (IT) contracts. Usually, those contracts address deals involving one or more of the following:

- *On-premise software* means software the customer gets to copy and install on its own computers (owned or leased).
- *IT professional services* means tech-related services provided by people, like computer programming, tech support, and software implementation.
- *Cloud services* (a.k.a. *cloud computing services*) means technology the customer accesses and uses remotely, usually through the Internet. The provider runs software on its own computers, for instance, and makes it available to the customer, but the customer doesn't get a copy. Or the provider makes computers available but hosts them in its own

¹ Second Edition, ABA Publishing, IP Section, 2015, by David W. Tollen. (A third edition of the *Handbook* is in the works but not finished as of this publication.)

data center. Cloud services come in multiple types and flavors. The most common are *software-as-a-service* (SaaS), *platform-as-a-service* (PaaS), and *infrastructure-as-a-service* (IaaS).²

All these IT offerings typically involve contracts with indemnity terms.

² Despite the name, cloud services are not services as traditionally defined. Services involve help from people—humans—while cloud services don't. No human gets directly involved in SaaS or other cloud services. You could call them services by computers, but it's probably simpler to think of them as a new category of offering: neither product nor service (despite the "service" in the name). Rather, cloud services stand between the two older categories, similar to each but also quite different. For more on this issue, see my article, "Cloud Services Are Neither Products Nor Services," at TechContracts.com: <https://techcontracts.com/2020/02/20/cloud-services-neither-products-nor-services-understanding-saas-contracts/>.