

Vendor Relationships End. Audit Rights Often Don't.

What Broadcom v. Allstate reveals about proving an exit



THE SEQUENCE

A Migration Completed. An Audit Followed.

Sept 2025

Allstate tells Broadcom it removed VMware from all devices

Dec 2025

VMware sues, alleging audit obstruction

Jun 2026

Allstate: the audit intensified once its exit became visible

Sequence, not motive — the piece takes no position on why.



THE CLAUSE

The Contract Outlives The Project.

ACTIVE LICENSE TERM

RECORD RETENTION / AUDIT RIGHTS WINDOW — 2 YEARS



Audit rights and record-retention obligations survive termination by design — most licensing frameworks include a fixed post-termination window.



The migration ended
when the infrastructure moved.

The audit obligation ended
when the contract said it ended.

Two Views Of The Same Exit.

INFRASTRUCTURE TEAM

Workloads moved

Platform removed

Migration complete

CONTRACTUAL VIEW

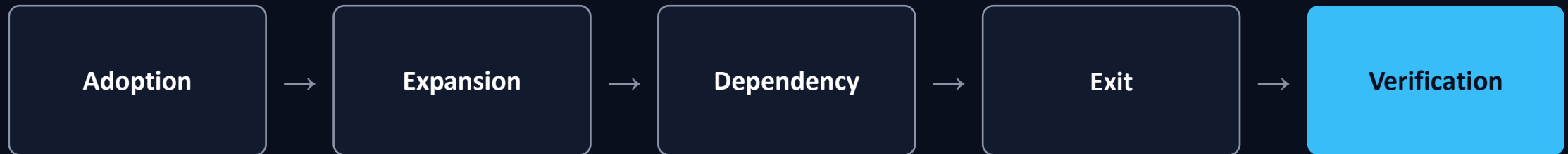
Records retained

Audit rights active

Exit still provable



The Lifecycle Was Missing A Stage.



Framework #143 (Dependency Visibility Boundary) covered the first four stages. Allstate exposes the fifth.

THE TAKEAWAY

**Exiting a platform and proving
you exited it are not the
same architectural activity.**

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