

Contracts Outline - Penn - Madison - Fall 2005

1. OLD Rule: Parol evidence may not be admitted to prove that parts of the contract were omitted and then to add a new term.
 - a. Four Corners Rule: "The only criterion of the completeness of the written contract as a full expression of the agreement of the parties is the writing itself."
 - ii. *Brown v. Oliver* - D stole furniture out of P's hotel, claiming that it was theirs to begin with. P bought the hotel from D; the written contract of sale made no mention of personal property and dealt only with land. There was significant parol evidence to indicate that an oral agreement to sell the furniture existed. The trial court concluded that the written contract was meant to cover only land, and admitted parol evidence to establish what, beyond land, the transaction included. D appeals on the ground that the parol evidence was inadmissible because the writing alone established what was included in the transaction.
1. Rule: Extrinsic evidence may be admitted to determine whether or not the agreement is completely integrated.
2. Rule: If it is found that the agreement is completely integrated, then no extrinsic evidence, including that admitted to determine the first question, will be admitted to alter or add to the terms of the written contract. Otherwise the jury will be permitted to hear extrinsic evidence.
 - b. to establish terms, if ok under parol evidence rule
 - c. to establish illegality, fraud, duress, mistake
 - d. to determine whether there is ground for reformation (mistake)
 - e. To determine the meaning of the writing.
 - i. Plain meaning rule - extrinsic evidence may be used to interpret the meaning of ambiguous terms (but not plainly stated terms).
 - ii. *Pacific Gas & Electric v. Thomas Drayage & Rigging* - D contracted with P to repair P's steam turbine. D agreed to indemnify P "against all loss, damage, expense and liability resulting from injury to property, arising out of or in any way connected with the performance of this contract." D also agreed to get \$50,000 worth of liability insurance. During the work, the steam turbine was damaged and P sued for \$25,000 for subsequent repairs to it. It won on the theory that the indemnity clause covered damage to its property. D offered to show by extrinsic evidence that the clause was intended to cover injury to the property of third parties only. The trial court refused to admit extrinsic evidence after deciding that the "plain language" of the agreement required defendant to indemnify plaintiff for injury to its property.

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