

Contract Law Resources

By Daniel D. Kopka

Contract law resources are plentiful in print and online. Although Michigan-specific resources are not as prevalent, there are a number of ways to find answers to contract law research questions or sample contracts or contract language, whether in a law library or on the Internet.

Print Resources

The premier treatise on contract law in Michigan is *Michigan Contract Law* (John R. Trentacosta, ed.; 1998 and supps), published by the Institute of Continuing Legal Education (ICLE). This book covers substantive contract law issues from formation to damages, with chapters discussing statutes of frauds, contract interpretation and the parol evidence rule, joint and several contracts, modification, conditions, third-party beneficiaries, assignment and delegation, warranties and disclaimers, performance and breach, specific performance, and the equitable remedies of reformation, rescission, and restitution. There are separate chapters on drafting contracts and litigating contract disputes. The book's intent is to provide Michigan authority for black letter contract law principles, with citations to national sources where no Michigan authority is available.

Besides the print version, ICLE (<http://www.icle.org>) also provides an online version of *Michigan Contract Law* that is regularly updated with significant contract law developments soon after they occur. The online version of the book may be purchased as part of the Institute's Online Library or separately. The online version of the book links to Michigan statutes and caselaw.

ICLE also publishes other resources with Michigan-specific contracts and discussion. These include the *Michigan Business Form-*

book (2nd ed., Mark A. Kleist, et al., eds, 2001 and supps), which devotes a chapter to sample contract clauses and includes 14 other chapters that have various specialized agreements ranging from employment and commercial finance to electronic commerce; *Buying and Selling a Business in Michigan* (2nd ed., Thomas G. Appleman et al., eds, 2003 and supps), with annotated asset purchase and stock and membership interest purchase agreements, as well as merger and escrow agreements; *Michigan Lease Drafting and Landlord-Tenant Law* (Roger B. Chard and Lawrence Shoffner, 2004 and supp), which contains annotated commercial and residential leases; and *Michigan Limited Liability Companies* (2nd ed., James R. Cambridge and George J. Christopoulos, 1998 and supps), which contains detailed sample operating agreements and other contracts relating to LLCs.

Thomson-West's *Michigan Legal Forms* (Justin G. Klimko, 1993 and supps) has a volume-length chapter on contract drafting and numerous chapters dealing with specific contract matters such as suretyship and guaranty, indemnity, and arbitration. Matthew Bender's *Midwest Transaction Guide* is a 14-volume work that covers, among other things, general contract issues and various types of business and service contracts. Another valuable resource for sample forms and analysis is *Nichols Cy-*

clopedia of Legal Forms Annotated (Clark Boardman Callaghan, 1982 and supps). This multi-volume set also includes drafting and research checklists, alternative clauses, and state-specific provisions.

Legal encyclopedias devoted to Michigan law that contain extensive discussion of contract law generally as well as other contract-related matters include *Michigan Law and Practice Encyclopedia* (Matthew Bender, 2005 and supp) and *Michigan Civil Jurisprudence* (West Group, 2002 and supp). West's *Michigan Pleading and Practice* (2002 and supp) contains discussion of various litigation matters concerning contracts.

A contract law resource that should not be overlooked is *Drafting Effective Contracts: A Practitioner's Guide* (2nd ed., Aspen Law & Business, 1995) by Robert A. Feldman and Raymond T. Nimmer. Besides analysis of drafting contracts in general and specific consideration of sales contracts, promissory notes, and security agreements, this book contains an appendix on litigated language and has a practical approach that is often missing from other treatises or practice handbooks.

Other venerable contract law resources in print include these treatises:

- Arthur L. Corbin, *Corbin on Contracts* (Rev ed., Matthew Bender, 2002 and supps)

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- E. Allan Farnsworth, *Farnsworth on Contracts* (3rd ed., Aspen Publishers, 2004 and supps)
- Joseph M. Perillo, *Calamari and Perillo on Contracts* (5th ed., Thomson West, 2003 and supps)
- Samuel Williston, *A Treatise on the Law of Contracts* (4th ed., Lawyers Cooperative Publishing Co., 1990 and supps)

Online Resources

While Westlaw and Lexis each have voluminous resources relating to contracts, both in terms of primary authorities and secondary sources, there are many other resources online for those with contract law questions. Findlaw (<http://www.findlaw.com>) has links to newsletters, sample contracts and briefs, expert witnesses and consultants, and a message board. LexisOne (http://www.lexisone.com/legalresearch/legalguide/practice_areas/contract_law.htm) also has links to contract law resources, including practice resources, free case law, and federal and state statutes relating to contract law.

As for sample contracts or contract language, an invaluable resource in Michigan is the formbank in ICLE's Online Partnership (subscription required). The formbank has hundreds of Michigan-specific forms provided by Michigan practitioners. The forms may be downloaded in Microsoft Word or WordPerfect and have substantive and practice commentary. The formbank covers the major practice areas of business and real estate, while also containing other specialized contracts. The Contracting and Organizations Research Initiative (CORI; <http://cori.missouri.edu/index.htm>) has an extensive collection of over 200,000 executed contracts from a wide variety of transactions and businesses. Registration is free. CORI is associated with the University of Missouri–Columbia. ■

Daniel D. Kopka is a senior publications attorney with the Institute of Continuing Legal Education, Ann Arbor, Michigan, and a member of the State Bar Committee on Libraries, Legal Research, and Legal Publications.