

Best Way to Sue a P in Contract

Type	Description	Dutiful Agent	Rogue Agent	Imposter Agent
Actual Express Authority	Authority through express manifestations to A	✓	🚫	🚫
Actual Implied Authority	Actual + incidental, necessary, and customary	✓	🚫 But implied authority may be worth arguing	🚫
Apparent Authority	Manifestations to 3 rd party traceable to P (holding out)	✓ But not necessary b/c actual	✓	🚫 Holding out unlikely & maybe agency required
Undisclosed Principal	Negates unusual limitations by undisclosed principal	✓ But not necessary b/c actual	✓	🚫 Requires P
Ratification	Acceptance of results w/ intent	✓ But not necessary b/c actual	✓	✓
EstoppeL	Carelessly allowing rogue or imposter agent	🚫 Just the way rule is written	✓ Apparent easier b/c it's not equitable	✓

Best Way to Sue a P in Tort

Type	Description	Actual control over details of the work	Limited agent (for contracts)	Looser affiliations
		E.g., <i>Humble Oil</i> <i>Miller v. McDonald's</i>	E.g., operator signs up customers for rewards program operated by Sun Oil	E.g., <i>Holiday Inn?</i> <i>Top 10 Independent Steakhouses?</i>
Vicarious liability/respondeat superior	Employer/master liable for employee/servant torts in scope of employment	✓	🚫	🚫
Apparent Agency	Holding out causing plaintiff to rely on skill and care of purported agent; reliance tricky to prove	✓ E.g., <i>Miller v. McDonalds</i> (court found both) But plaintiffs try to rely on actual to avoid reliance issue	✓ E.g., plaintiff chose a Sun Oil station based on belief it's the safest gas	✓ E.g., plaintiff chose steakhouse based on belief that top 10 steakhouses are safe
Direct Principal Liability	Limited exceptions we didn't discuss (e.g., P specifically directs A to commit tort)		✓	✓