

**COURT OF APPEALS
DECISION
DATED AND FILED**

March 23, 2006

Cornelia G. Clark
Clerk of Court of Appeals

NOTICE

This opinion is subject to further editing. If published, the official version will appear in the bound volume of the Official Reports.

A party may file with the Supreme Court a petition to review an adverse decision by the Court of Appeals. See WIS. STAT. § 808.10 and RULE 809.62.

Appeal No. 2003AP1936

Cir. Ct. No. 2002CV1006

STATE OF WISCONSIN

**IN COURT OF APPEALS
DISTRICT IV**

THE DELONG COMPANY, INC.,

PLAINTIFF-RESPONDENT,

V.

**THOMAS A. RYAN D/B/A GOODALL FARMS AND
GOODALL OIL COMPANY,**

DEFENDANTS-APPELLANTS.

APPEAL from a judgment of the circuit court for Rock County:
JOHN W. ROETHE, Judge. *Affirmed.*

Before Dykman, Vergeront and Deininger, JJ.

¶1 PER CURIAM. Thomas Ryan appeals from the circuit court's judgment in favor of the DeLong Company, Inc. The issue is whether the circuit

court correctly ruled that Ryan was personally liable for the goods and services DeLong provided to Goodall Farms. We affirm.

¶2 DeLong furnished agricultural chemicals and other goods and services to Thomas Ryan of Goodall Farms for several decades. DeLong sued Ryan for unpaid bills in 2002. Ryan argued that he was not personally responsible for the bills because he was acting as an agent for Goodall Oil Company, which owned Goodall Farms and made the purchases from DeLong. After a trial, the circuit court found as a matter of fact that Ryan had not disclosed that he was acting as an agent for Goodall Oil Company, and that he was therefore personally liable for the debts.

¶3 The general rule is that an agent who contracts on behalf of a corporation is not personally liable for the contractual obligations of the corporation. *Benjamin Plumbing, Inc. v. Barnes*, 162 Wis. 2d 837, 848-50, 470 N.W.2d 888 (1991). However, “an agent is liable where the contracting party is not aware of the corporate status of the principal.” *Id.* at 850-51. “[T]he agent who seeks to escape liability ... has the burden of proving that the principal’s corporate status was disclosed.” *Id.* at 851. “[T]he contracting party does not have any duty to inquire into the corporate status of the principal” *Id.* “Because the contracting party needs notice of the principal’s corporate status, the use of a trade name is normally not sufficient disclosure.” *Id.* “The failure to use the ‘Inc.’ notation in correspondence between the agent and the third party or in the contract itself is often critical in the determination of whether there was adequate disclosure of corporate status.” *Id.*

¶4 Whether the contracting party has sufficient notice of the principal’s corporate identity is a question of fact. *Id.* at 852. We will not overturn the circuit

court's findings of fact unless they are clearly erroneous. WIS. STAT. § 805.17(2) (2003-04).¹

¶5 The circuit court found that Ryan did not disclose that he was acting as an agent for Goodall Oil Company. This finding is supported by the evidence. In a detailed oral ruling, the court concluded that, although there was some evidence that DeLong knew in the early 1960s that Goodall was a corporation, there had since been a change in the personnel at DeLong and, at the time the bills at issue were incurred, Ryan did not disclose that he was acting as an agent for the Goodall Oil Company. The court noted that there was no indication that Goodall was a corporation on the checks used by Goodall, nor was there any indication that Ryan was signing as a corporate agent. To the contrary, Ryan told DeLong that he and his sister would take care of the bills, which led DeLong to believe that Ryan was personally responsible for the debts. Ryan bore the burden of disclosing his agency. Because the circuit court's finding that he did not disclose his agency was not clearly erroneous, we affirm the judgment.

By the Court.—Judgment affirmed.

This opinion will not be published. See WIS. STAT. RULE 809.23(1)(b)5.

¹ All references to the Wisconsin Statutes are to the 2003-04 version unless otherwise noted.

