Is the contract fully integrated?

Extrinsic evidence is inadmissible for any purpose unless an exception applies or the UCC governs*

Yes

Is the fully integrated K unambiguous?

Extrinsic evidence may explain, but may not contradict, an integrated term unless an exception applies

No

Who decides?: Judge
How?: Matter-of-law
What may TJ consider?: Same as before, plus Rules of C&I

Is the partially integrated K unambiguous?

Extrinsic evidence may explain or supplement, but may not alter or contradict, an integrated term unless an exception applies

Yes

Is the K partially integrated?

No

Who decides?: Judge
How?: Matter-of-law
What may TJ consider?: Same as before, plus Rules of C&I

Is the K partially integrated?

Extrinsic evidence is freely admissible with respect to an unintegrated term, and may explain or supplement, but not alter or contradict, an integrated term, unless an exception applies

Yes

Is the partially integrated K unambiguous?

No

Who decides?: Judge
How?: Matter-of-law
What may TJ consider?: Same as before, plus Rules of C&I

Is the partially integrated K unambiguous?

Extrinsic evidence may explain or supplement, but may not contradict, an integrated term unless an exception applies

Yes

Is the partially integrated K unambiguous?

No

Is the K partially integrated?

Extrinsic evidence is admissible for all purposes

Yes

Is the K partially integrated?

No

Is the contract fully integrated?

Who decides?: Judge
How?: Matter-of-law
What may TJ consider?:

(1) “Objectivist” approach: K only ("four corners")
(2) “Modified Objectivist” approach: K + surrounding circumstances, etc.
(3) UCC approach: K plus, at a minimum, trade usage, course of dealing, and course of performance

Extrinsic evidence is inadmissible for any purpose unless an exception applies or the UCC governs*

* The UCC is agnostic about ambiguity but instructs courts to admit usages of trade, course of dealing, and course of performance to explain or supplement even integrated terms. Additionally, if the contract is not fully integrated, the UCC also allows evidence of consistent additional terms to explain or supplement the writing.

Is the fully integrated K unambiguous?

Extrinsic evidence may explain, but may not contradict, an integrated term unless an exception applies

Yes

Is the K partially integrated?

No

Who decides?: Judge
How?: Matter-of-law
What may TJ consider?: Same as before, plus Rules of C&I

Extrinsic evidence is freely admissible with respect to an unintegrated term, and may explain or supplement, but not alter or contradict, an integrated term, unless an exception applies

Yes

Is the K partially integrated?

No

Is the K partially integrated?

Extrinsic evidence may explain or supplement, but may not contradict, an integrated term unless an exception applies

Yes

Is the partially integrated K unambiguous?

No

Who decides?: Judge
How?: Matter-of-law
What may TJ consider?: Same as before, plus Rules of C&I

Extrinsic evidence is freely admissible with respect to an unintegrated term, and may explain or supplement, but not alter or contradict, an integrated term, unless an exception applies

Yes

Is the partially integrated K unambiguous?

No

Is the partially integrated K unambiguous?

Extrinsic evidence is admissible for all purposes

Yes

Is the partially integrated K unambiguous?