

No. S246669
Court of Appeal No. B283606

IN THE SUPREME COURT OF THE STATE OF CALIFORNIA

SOUTHERN CALIFORNIA GAS COMPANY,
Respondent to Petition for Review,

vs.

THE SUPERIOR COURT OF LOS ANGELES COUNTY,
Respondent to Petition for Writ of Mandate.

FIRST AMERICAN WHOLESALE
LENDING CORPORATION et al.,
Real Parties in Interest, Petitioners.

After a Decision by the Court of Appeal,
Second Appellate District, Division Five, Case No. B283606

The Superior Court of Los Angeles County,
Judicial Council Coordination Proceeding No. 4861,
The Hon. John Shepard Wiley, Jr., Judge

REPLY IN SUPPORT OF PETITION FOR REVIEW

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INTRODUCTION

Defendant Southern California Gas Company (“SoCalGas”) makes three main points, none of which refutes the need for this Court’s review.

First, SoCalGas claims that the Majority Opinion below (“Opinion”) is not the first time this Court and the Court of Appeal have applied the economic loss rule outside the transactional context. But the cases it cites undermine its own argument, merely showing instead that before the Opinion, no published case had applied the economic loss rule outside of the transactional context. Accordingly, this Court has never addressed the question.

Second, SoCalGas appears to concede what Petitioners argued in their Petition—that, assuming *Biakanja v. Irving* (1958) 49 Cal.2d 647 (*Biakanja*) applies, courts must *balance* all of the six factors articulated in that case. According to SoCalGas the factors cannot apply at all absent a transaction by the defendant, which is only one of the six factors that must be balanced.

But this reasoning contravenes not only the plain language of *Biakanja* but also *Quelimane Co. v. Stewart Title Guaranty Co.* (1998) 19 Cal.4th 26 (*Quelimane*), which applied the *Biakanja* factors to a transactional context, but one that did not feature a transaction by the defendant. Moreover, SoCalGas fails to refute the Petition’s showing that there is a conflict in the Courts of Appeal on whether the first *Biakanja* factor is dispositive.

Third, SoCalGas maintains that the Opinion faithfully applied the well-established economic loss rule to the facts of this case. Not so. The Opinion applied the rule inconsistently and in a new context that will sow confusion in the lower courts.

ARGUMENT IN REPLY

I. The Answer fails to refute the Petition’s showing that this Court has not addressed whether economic loss rule applies outside of the transactional context to bar recovery for economic loss.

As Petitioners showed in their Petition, this Court has yet to address whether the economic loss rule¹ applies in circumstances where the wrongful conduct that causes a party’s economic loss does not arise from one or more contracts. (Pet. at 14-16.) SoCalGas, however, argues that *Fifield Manor v. Finston* (1960) 54 Cal.2d 632 (*Fifield*), and *County of Santa Clara v. Atlantic Richfield Co.* (2006) 137 Cal.App.4th 292 (*Santa Clara*), barred recovery for economic loss outside of the transactional context.

SoCalGas is incorrect. In fact, *Fifield* and *Santa Clara* only confirm that prior to the Opinion, no California court had recognized the existence of any general economic loss rule outside of the traditional transactional context involving a contract, warranty or product.

In *Fifield*, a nursing home had contracted with Ross to provide him with lifetime medical care. The defendant driver negligently struck Ross with an automobile, leading to Ross’s death six weeks later. (*Fifield, supra*, 54 Cal.2d at p. 634.) The nursing home sued the driver for the costs it incurred paying for Ross’s medical care after the accident. It alleged that it had a right to recover because the driver’s actions rendered performance of the contract more expensive and burdensome. The Court declined to hold the defendant liable for the additional costs the nursing home incurred pursuant to its contractual obligations. Accordingly, *Fifield* does nothing to show that this Court has addressed the question whether the economic loss rule applies in a non-transactional context.

¹ As before (Pet. at 16, fn. 4), the term “economic loss rule” is used here to refer to any rule that bars the recovery of economic losses unless the plaintiff has also suffered property damage or personal injury.

Santa Clara, a lawsuit against manufacturers of lead paint, is part of a larger line of cases that includes *Aas v. Superior Court* (2000) 24 Cal.4th 627. (See *Santa Clara, supra*, 137 Cal.App.4th at pp. 319–20 [discussing *Aas* in detail].) These product-liability cases deny damages for economic loss because those damages constitute “the difference between price paid and value received,” and hence are “primarily the domain of contract and warranty law or the law of fraud, rather than of negligence.” (*Aas, supra*, 24 Cal.4th at p. 636.) In these cases, economic losses arise from consumers’ purchase of a product. This purchase then enables consumers² to use contractual remedies such as warranties³—but *only* those remedies—to recover their lost “benefit of a contractual bargain.” (*Id.* at p. 640.) This is the “general principle” established in *Seely v. White Motor Corp.* 63 Cal.2d 9 (1965), and to which *Aas* refers. (*Id.* at p. 636, quoted by Answer to Petition at 20.) Accordingly, *Santa Clara* helps prove Petitioners’ point—that the economic loss rule has hitherto applied exclusively to traditional transactional contexts.

Unable to point to a single case applying the economic loss rule outside of the transactional context, SoCalGas cites the statement from *Quelimane*, that “[r]ecognition of a duty to manage business affairs so as to prevent purely economic loss to third parties in their financial transactions is the exception, not the rule, in negligence law.” (*Quelimane, supra*, 19 Cal.4th at p. 58.) But, as Petitioners already noted, this statement has been limited to the contractual context. (See Pet. at 15.) SoCalGas’s Answer contained no response to this observation.

SoCalGas also argues that even though this Court’s cases applying the economic loss rule “all involved contractual relationships,” this fact

² In *Santa Clara*, those consumers happened to be public entities that owned the structures containing lead paint. (See *Santa Clara, supra*, 137 Cal.App.4th at p. 325.)

³ “A warranty is a *contractual* term concerning some aspect of the sale, such as title to the goods, or their quality or quantity.” (4 Witkin, Summary of Cal. Law (11th ed. 2017) Sales, § 51, italics added.)

should not be surprising. (Answer to Pet. at 20.) After all, SoCalGas argues, it is the “existence of such a transaction” that allows plaintiffs to take advantage of the “special relationship” exception to the economic loss rule. (*Ibid.*)

This argument is not persuasive. The special relationship cases show merely that a transaction triggers the economic loss rule. They show no more. SoCalGas’s contrary argument would have force only if it could point to a case *outside* of the transactional context that bars the recovery of economic loss. As Petitioners have already noted, however, it cannot point to such a case.

Finally, SoCalGas notes that the economic loss rule’s “premise” is “to limit defendants’ duties in negligence and strict liability.” (Answer to Pet. at 19.) *Of course* that is the premise of the economic loss rule; no one doubts that when the rule applies, it bars recovery in negligence and strict liability. The relevant question is *under what circumstances* does the economic loss rule apply. The Opinion below held—for the first time in California—that because the economic loss rule is a “general rule,” it bars recovery for pure economic loss unless there is a transaction. (*Southern California Gas Leak Cases* (2017) 18 Cal.App.5th 581, 595 (*Gas Leak*)). No other California court has gone so far.

SoCalGas also misreads how other courts have applied negligence law for economic losses in environmental disaster cases. (Answer to Pet. at 17 n.2.) It cites to a single case to support its proposition that the Opinion is consistent with cases “across the nation.” (*Ibid*, citing *State of La. ex rel. Guste v. M/V Testbank* (5th Cir.1985) 752 F.2d 1019 (en banc) (*Testbank*)). But that case applied federal maritime law, not state negligence law, to bar the claims of businesses *up to four hundred miles away from a toxic spill in the Mississippi river*. This legal distinction is significant, because disasters that occur in waterways have the potential to spread quickly beyond what is

reasonably foreseeable. Thus, while restaurants and tackle shops hundreds of miles away from the spill did not recover, the claims of commercial oystermen, shrimpers, crabbers and fishermen, who had been making a commercial use of the embargoed waters, were not barred from economic recovery. (*Id.* at p. 1021.)

Testbank therefore helps demonstrate exactly what SoCalGas denies: that courts are competent both to award pure economic damages and to set firm limits on liability. Here, Petitioners in fact seek certification of a sharply limited class of small businesses—defined to include only those businesses located within the borders of the evacuation area of the gas leak, and no farther. What is more, unlike imposing virtually unlimited liability on a driver blocking traffic (*cf.* Answer to Pet. at p. 16), liability here would not be disproportionate to fault. First, as noted, the class is limited to businesses located within the evacuation zone, and no others. Second, the small class size is meant to limit SoCalGas’ liability to those businesses whose losses were most readily foreseeable to SoCalGas. Finally, it is relevant that SoCalGas’s wrongful conduct resulted in the largest release of greenhouse gases in the nation’s history, entirely undermining California’s efforts to reduce greenhouse gases, conduct for which it likely will never be held economically responsible. This case therefore does not involve the potential for limitless liability disproportionate to fault. Far from it.

Moreover, courts outside of California have found a duty of care under state law in cases such as this one, where plaintiffs suffered economic losses resulting from a forced evacuation due to an environmental disaster caused by defendants’ negligence. *People Express Airlines, Inc. v. Consolidated Rail Corp.* (App. Div. 1984) 194 N.J. Super. 349, 356, *aff’d as mod.*, (1985) 100 N.J. 246, is instructive. In *People Express*, a railroad company punctured a tank car, causing its contents, ethylene oxide, to escape and ignite. (*Id.* at p. 352.) An order was then

issued to evacuate the surrounding area, which included plaintiff airline transportation company's principal business operation. (*Ibid.*) The plaintiff did not suffer property damage as a result of the explosion, but nevertheless sought to recover its economic losses caused by the interruption of its business. (*Ibid.*) Specifically, most of its flights were cancelled and it could not receive telephone calls to book reservations during the 12 hours the evacuation order was in effect. (*Ibid.*) The appellate court allowed the negligence claims to proceed, and the New Jersey Supreme Court affirmed, holding:

a defendant owes a duty of care to take reasonable measures to avoid the risk of causing economic damages, aside from physical injury, to particular plaintiffs or plaintiffs comprising an identifiable class with respect to whom defendant knows or has reason to know are likely to suffer such damages from its conduct. A defendant failing to adhere to this duty of care may be found liable for such economic damages proximately caused by its breach of duty.

(*People Express, supra*, 100 N.J. 246 at p. 263.)

Courts adjudicating environmental disasters have found that defendants owed a duty of care to take reasonable measures to avoid economic losses to reasonably foreseeable plaintiffs who suffer foreseeable damage, *i.e.*, to those within the zone of danger. (See, e.g., *Mattingly v. Sheldon Jackson College* (Alaska 1987) 743 P.2d 356, 361 (finding that a defendant excavator company owed a duty of care to avoid negligently causing economic loss to plaintiff contractor, whose employees were hospitalized after the defendant's negligence caused a trench to collapse on top of them); *Carbone v. Ursich* (9th Cir. 1953) 209 F.2d 178 (plaintiff seaman recovered lost wages resulting from lack of work while the ship on which they were employed, damaged through defendant's negligence, was being repaired); *Masonite Corp. v. Steede* (1945) 198 Miss. 530 (en banc) (operator of fishing resort may recover lost profits due to pollution);

Hampton v. N. C. Pulp Co. (1943) 223 N.C. 535 (polluter liable for economic losses of downstream riparian landowners); *Columbia River Fishermen’s Protective Union v. City of St. Helens* (1939) 160 Or. 654 (same as *Union Oil Co. v. Oppen* (9th Cir. 1974) 501 F.2d 558 (*Union Oil*), *supra*, 501 F.2d 558); see also *Burgess v. M/V Tamano* (D. Me. 1973) 370 F.Supp. 247 (on nuisance theory, commercial fisherman may recover lost profits due to oil spill.)

Indeed, the Restatement 3d of Torts: Liability for Economic Harm (tentative draft 2012), on which SoCalGas relies, explicitly rejects the position adopted by the Opinion below—describing it as the “minority” view “that there is generally no liability in tort for causing pure economic loss to another.” (*Id.* § 1, cmt. b.) The Restatement instead endorses the “majority” view of the economic loss rule that is “narrower and more robust” and limited to contract. (*Id.* § 3, cmt. a.)

Regardless of whether this Court ultimately agrees with the minority or the majority view on this important question, the fact is that this Court has not yet addressed it—and the Answer to the Petition failed to show otherwise.

II. SoCalGas fails to refute the Petition’s showing that there is a conflict among the Courts of Appeal.

SoCalGas fails to refute the Petition’s showing that there is a conflict among the Courts of Appeal.

SoCalGas appears to concede that the *Biakanja* factors must be balanced (Answer at 21-22), but it goes on to claim they cannot be balanced in the absence of a transaction by the defendant, because the factors “presuppose[]” a transaction. (*Id.* at 21.)

SoCalGas is wrong for two reasons: First, *Quelimane* shows the error in SoCalGas’s argument. There, while the plaintiffs’ losses did arise from contracts, thus triggering application of the economic loss rule, those

losses arose from plaintiffs’ own contracts. (Pet. 15.) The defendants had not entered into transactions—indeed, the whole premise of the plaintiffs’ claims in *Quelimane* was that the defendants had *declined* to issue contracts for title insurance. Yet, rather than holding that the *Biakanja* factors did not apply at all, this Court went ahead and balanced the factors. (*Quelimane, supra*, 19 Cal.4th at p. 58.)

Second, SoCalGas also fails to refute Petitioners’ showing of a conflict. *Ott v. Alfa-Laval Agri, Inc.* (1995) 31 Cal.App.4th 1439 (*Ott*), did, in fact, make the first *Biakanja* factor dispositive. *Ott* stated that because the first *Biakanja* factor was not satisfied, “[t]he absence of this foundation precludes a finding of ‘special relationship’ as required by *J’Aire*.” (*Id.* at pp. 1455-56, italics added.) The court did go on to discuss the second factor, but in light of its statement about the first factor, that discussion is dicta at best. SoCalGas also quotes *Ott*’s reference to “the full six-part test,” but that reference simply rejected the plaintiffs’ position that foreseeability was enough to establish a duty. (*Id.* at pp. 1454-55.)

Alereza v. Chicago Title Co. (2016) 6 Cal.App.5th 551 (*Alereza*) squarely conflicts with *Ott* and the Opinion below. *Ott* stated that a special relationship did not exist if the defendant did not intend to benefit the plaintiff, i.e., the first *Biakanja* factor was not satisfied. *Alereza* held that the defendant in that case likewise did not intend to benefit the plaintiff. (*Alereza, supra*, 6 Cal.App.5th at p. 560 [“At most, the benefit to Alereza was a collateral benefit of the escrow transaction.”].) If *Alereza* followed *Ott*, this would have been enough to conclude that there was no special relationship. Instead, *Alereza* merely stated that “the first *Biakanja* factor counsels against a duty of care to Alereza,” and went on to weigh the other factors. (*Ibid.*)⁴

⁴ In *Andrews et al. v. Plains All American Pipeline, LP* (C.D. Cal. 2017) No. 2:15-cv-04113-PSG-JEM, Dkt. 350, a federal district judge recently described this conflict in the California Courts of

Finally, even if *Ott* did not conflict with *Alereza*, the Opinion below would conflict with *Alereza*.

Accordingly, the Courts of Appeal are in conflict about how to apply the *Biakanja* factors, warranting this Court's review.

III. The Court of Appeal did not “faithfully” apply the economic loss rule—rather, it applied the rule in a new and confusing way.

According to SoCalGas, the Opinion applied a “well established” rule in a straightforward way to this case. (Answer to Pet. 13–17.) That is precisely what the Opinion did *not* do.

The Opinion broke new ground in two ways. First and most importantly, it applied the economic loss rule outside the transactional context. *See supra* Argument in Reply § I.

Second, but also deserving of review, the economic loss rule that the Opinion articulated was new and confusing. The Court of Appeal held that the plaintiffs in both *Adams v. Southern Pac. Transp. Co.* (1975) 50 Cal.App.3d 37 (*Adams*), and *Union Oil Co. v. Oppen* (9th Cir. 1974) 501 F.2d 558 (*Union Oil*), should have been allowed to recover for their lost income. While there was no transaction in either case, the plaintiffs should have been allowed to recover because *others'* property had been destroyed—property that allowed the plaintiffs to earn a living. (*Gas Leak, supra*, 18 Cal.App.5th at p. 594.) No California court has previously announced such a rule.

Besides being novel, the rule is also confusing in its application. Here, the customers that enabled Petitioners to earn a living – i.e., those Porter Ranch residents forced to evacuate their homes -- suffered not only property damage but also physical injury—as the Court of Appeal itself recognized. (*Gas Leak, supra*, 18 Cal.App.5th at p. 584.) The reason for

Appeal, and adopted a “Solomonic” approach wherein the district court considered all six factors, but gave special attention to the first factor. *Id.* at pp. 14-15.

the evacuation was due to the physical harm the blowout was causing residents. The Court of Appeal never explained why that damage and injury are insufficient to allow Petitioners to recover under its new rule.

Though Petitioners articulated this point (Pet. at 20-22), SoCalGas made no response to it, conceding by its silence that the rule is confusing. Confusion in an area of such great societal importance warrants this Court's review.

CONCLUSION

For the reasons given here and in their Petition for Review, Petitioners respectfully request that this Court grant review.

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CERTIFICATE OF LENGTH OF BRIEF

The text of this Reply in Support of Petition for Review, including footnotes, consists of 2,948 words. Counsel relies on the word count of the Microsoft Word computer program used to prepare this brief.

By: /s/ Robert J. Nelson

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REPLY IN SUPPORT OF PETITION FOR REVIEW

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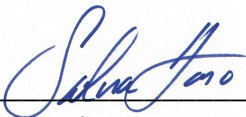
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I declare under penalty of perjury under the laws of the State Bar of California that the foregoing is true and correct, and that this declaration was executed on February 23, 2018, at Woodland Hills, California.

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CASES**

Case Number: **S246669**

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