

O-319-15

ORDER under the Companies Act 2006

In the matter of application

No. 934 by JP Morgan Chase & Co Ltd

For a change of company name of registration

No. 09143628

DECISION

The company name JP Morgan Chase & Co Ltd has been registered since 23 July 2014 under number 09143628.

By an application filed on 13 April 2015, JP Morgan Chase & Co applied for a change of name of this registration under the provisions of section 69(1) of the Companies Act 2006 (the Act).

A copy of this application was sent to the primary respondent's registered office on 22 April 2015, in accordance with rule 3(2) of the Company Names Adjudicator Rules 2008. The copy of the application was sent by Royal Mail special delivery. On the same date, the Tribunal wrote to Valerii Fridman to inform him that the applicant had requested that he be joined to the proceedings. No comments were received from Mr Fridman in relation to this request. On 2 June 2015, Valerii Fridman was joined as a co-respondent. On the same date, the parties were advised that no defence had been received to the application and so the adjudicator may treat the application as not being opposed. The parties were granted a period of 14 days to request a hearing in relation to this matter, if they so wished. No request for a hearing was made.

The primary respondent did not file a defence within the one month period specified by the adjudicator under rule 3(3). Rule 3(4) states

“The primary respondent, before the end of that period, shall file a counter-statement on the appropriate form, otherwise the adjudicator may treat it as not opposing the application and may make an order under section 73(1).”

Under the provisions of this rule, the adjudicator may exercise discretion so as to treat the respondent as opposing the application. In this case I can see no reason to exercise such discretion and, therefore, decline to do so.

As the primary respondent has not responded to the allegations made, it is treated as not opposing the application. Therefore, in accordance with section 73(1) of the Act I make the following order:

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- (a) JP Morgan Chase & Co Ltd shall change its name **within one month** of the date of this order to one that is not an offending nameⁱ;
- (b) JP Morgan Chase & Co Ltd and Valerii Fridman each shall:
 - (i) take such steps as are within their power to make, or facilitate the making, of that change;
 - (ii) not to cause or permit any steps to be taken calculated to result in another company being registered with a name that is an offending name.

In accordance with s.73(3) of the Act, this order may be enforced in the same way as an order of the High Court or, in Scotland, the Court of Session.

In any event, if no such change is made within one month of the date of these orders, I will determine a new company name as per section 73(4) of the Act and will give notice of that change under section 73(5) of the Act.

All respondents, including individual co-respondents, have a legal duty under Section 73(1)(b)(ii) of the Companies Act 2006 not to cause or permit any steps to be taken calculated to result in another company being registered with an offending name; this includes the current company. *Non-compliance may result in an action being brought for contempt of court and may result in a custodial sentence.*

JP Morgan Chase & Co, having been successful, is entitled to a contribution towards its costs. In its application, the applicant states at paragraph 16:

“1. A previous company (company no. 08144953) (the “Former Company”) was registered with the identical name “JP MORGAN CHASE & CO LTD”. Mr Fridman was also the sole director and sole shareholder of this Former Company. The Applicant applied successfully to the Company Names Tribunal in 2012 under Application 494 seeking an order that the Former Company change its name (Order O-088-13). The Former Company failed to comply with the order and on 11 April 2013 the adjudicator ordered that the Former Company’s name be changed to its registration number in accordance with Sections 73(4) and (5) of the Companies Act 2006.

...

3. The Former Company never filed any accounts or traded to the best of the Applicant’s knowledge. It was dissolved without the Former Company satisfying the cost order made in Order O-088-13.

...

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5. Mr Fridman's conduct is particularly egregious in light of the fact that he was the sole director and sole shareholder of the Former Company, which had an identical name to the Respondent and which, as explained above, was ordered to change its name. Mr Fridman's conduct is abusive and seeks simply to circumvent a prior decision of the Company Names Tribunal. As such, not only should Mr Fridman be made a co-respondent but costs should be awarded at the top end of the standard scale for a party without legal representation."

It is appropriate, in the circumstances, to award the applicant the costs it seeks, according to the scale published in the Practice Direction. Although the applicant is without separate legal representation, it has been put to repeated costs and the necessity to provide a comprehensive record of the background to this case. I will therefore make an award at the top end of the scale for the statement of case, in addition to the statutory fee.

I order JP Morgan Chase & Co Ltd and Valerii Fridman, being jointly and severally liable, to pay JP Morgan Chase & Co costs on the following basis:

Fee for application:	£400
Statement of case:	£500
Total:	£900

This sum is to be paid within seven days of the expiry of the appeal period or within seven days of the final determination of this case if any appeal against this decision is unsuccessful.

Any notice of appeal against this decision to order a change of name must be given within one month of the date of this order. Appeal is to the High Court in England, Wales and Northern Ireland and to the Court of Session in Scotland.

The company adjudicator must be advised if an appeal is lodged, so that implementation of the order is suspended.

Dated this 8th day of July 2015

Judi Pike
Company Names Adjudicator

ⁱAn "offending name" means a name that, by reason of its similarity to the name associated with the applicant in which he claims goodwill, would be likely to be the subject of a direction under section 67 (power of Secretary of State to direct change of name), or to give rise to a further application under section 69.

