

That Which We Call a Company, By Any Other Name

Contributed by John Browning
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With all apologies to Shakespeare, just as a rose would smell as sweet if we called it by another name, one would think that it shouldn't matter what business owners name their companies. However, as corporate lawyers will attest, sometimes a good deal of thought goes into naming a corporate entity. For one thing, the very idea of creating an entity like, say, a limited liability company (LLC) is about insulating oneself from legal exposures and, in many cases, shielding one's identity. While Donald Trump may like putting his name on everything, celebrities and others interested in keeping a measure of privacy feel differently when it comes to public transactions like purchasing real estate.

Look at some of the deed records in virtually any state, and chances are you will see a few odd names. "Bubble & Squeak, LLC," for example, is a New York real estate company that rehabs and gentrifies older buildings. Appropriately enough, it takes its name from a traditional English dish made from fried leftovers of things like potatoes and cabbage. Other LLCs in New York that have somewhat unexpected names are "Worm in the Big Apple," "Hot Potato," "Rabbit Properties," "Song for My Father," and "Shabbos Goy LLC" ("shabbos goy" is a Yiddish term for a non-Jew employed by Orthodox Jews to perform chores on the Sabbath, when working is forbidden). Sometimes, the names chosen spring from either a sense of whimsy or a nod to pop culture. Cogswell Realty, LLC, for example, takes its name from Cogswell's Cosmic Cogs, the chief competitor of Spacely Sprockets in the beloved cartoon "The Jetsons." And when it came time for Cogswell to set up separate LLCs for some of the properties it owns, it chose names that George Jetson himself could appreciate: "Elroy, L.L.C.," "Judy, L.L.C.," and "Astro LLC" (what, nothing named after Jane, his wife?).

Look at some of the lesser known publicly-traded companies on some stock exchanges, and you will see more odd names. For instance, there may be a story behind the name of the holding company for Wyoming's Buffalo Federal Savings Bank—called Crazy Woman Creek Bancorp, Inc. You may not want to keep Foley Dog Show Organ and Bull Dog Sauce Company in the same stock portfolio as Big Cat Energy Corporation or Mad Catz Interactive, Inc. (which makes videogame accessories)—dogs and cats don't mix. And while you might expect Coda Octopus Group, Inc. to have something to do with underwater technologies, you'd probably be surprised to learn that Snake Eyes, Inc. has nothing to do with gambling and everything to do with golf clubs.

Of course, the names that are chosen for a corporate entity can sometimes come back to haunt it. Remember Enron, which referred to its special purpose entities as "raptors"? Another company that was burdened with a division overrun by product liability claims decided to create two spinoff entities—one that would emerge fresh and clean and the other that would contend with all the claims and lawsuits. Guess which one they named "GoodCo" and which they named "CrapCo"? Another corporation spun off a separate investment vehicle that was risky. How risky? It turns out that its name SNP, Inc. stood for "Should Not Participate, Inc." And yet another corporation had a shell company with the mysterious-sounding acronym LHIW, Inc. During litigation involving that entity, it was revealed that LHIW, Inc. stood for "Let's Hope It Works"—hardly the sort of thing to inspire investor confidence. When lawsuits come along, a lot of dirty laundry winds up being aired. Shadow corporate entities and shell companies or projects with names like "death star" or "piranha" tend to leave a bad impression with jurors.

And you thought it was tough naming a child.