

SECOND DIVISION

[G.R. No. 122174, October 03, 2002]

**INDUSTRIAL REFRACTORIES CORPORATION OF THE
PHILIPPINES, PETITIONER, VS. COURT OF APPEALS,
SECURITIES AND EXCHANGE COMMISSION AND REFRACTORIES
CORPORATION OF THE PHILIPPINES, RESPONDENTS.**

DECISION

AUSTRIA-MARTINEZ, J.:

Filed before us is a petition for review on certiorari under Rule 45 of the Rules of Court assailing the Decision of the Court of Appeals in CA-G.R. SP No. 35056, denying due course and dismissing the petition filed by Industrial Refractories Corp. of the Philippines (IRCP).

Respondent Refractories Corporation of the Philippines (RCP) is a corporation duly organized on October 13, 1976 for the purpose of engaging in the business of manufacturing, producing, selling, exporting and otherwise dealing in any and all refractory bricks, its by-products and derivatives. On June 22, 1977, it registered its corporate and business name with the Bureau of Domestic Trade.

Petitioner IRCP on the other hand, was incorporated on August 23, 1979 originally under the name "Synclaire Manufacturing Corporation". It amended its Articles of Incorporation on August 23, 1985 to change its corporate name to "Industrial Refractories Corp. of the Philippines". It is engaged in the business of manufacturing all kinds of ceramics and other products, except paints and zincs.

Both companies are the only local suppliers of monolithic gunning mix.^[1]

Discovering that petitioner was using such corporate name, respondent RCP filed on April 14, 1988 with the Securities and Exchange Commission (SEC) a petition to compel petitioner to change its corporate name on the ground that its corporate name is confusingly similar with that of petitioner's such that the public may be confused or deceived into believing that they are one and the same corporation.^[2]

The SEC decided in favor of respondent RCP and rendered judgment on July 23, 1993 with the following dispositive portion:

"WHEREFORE, judgment is hereby rendered in favor of the petitioner and against the respondent declaring the latter's corporate name 'Industrial Refractories Corporation of the Philippines' as deceptively and confusingly similar to that of petitioner's corporate name 'Refractories Corporation of the Philippines'. Accordingly, respondent is hereby directed to amend its Articles of Incorporation by deleting the name 'Refractories Corporation of the Philippines' in its corporate name within thirty (30) days from

finality of this Decision. Likewise, respondent is hereby ordered to pay the petitioner the sum of P50,000.00 as attorney's fees."^[3]

Petitioner appealed to the SEC *En Banc*, arguing that it does not have any jurisdiction over the case, and that respondent RCP has no right to the exclusive use of its corporate name as it is composed of generic or common words.^[4]

In its Decision dated July 23, 1993, the SEC *En Banc* modified the appealed decision in that petitioner was ordered to delete or drop from its corporate name only the word "Refractories".^[5]

Petitioner IRCP elevated the decision of the SEC *En Banc* through a petition for review on certiorari to the Court of Appeals which then rendered the herein assailed decision. The appellate court upheld the jurisdiction of the SEC over the case and ruled that the corporate names of petitioner IRCP and respondent RCP are confusingly or deceptively similar, and that respondent RCP has established its prior right to use the word "Refractories" as its corporate name.^[6] The appellate court also found that the petition was filed beyond the reglementary period.^[7]

Hence, herein petition which we must deny.

Petitioner contends that the petition before the Court of Appeals was timely filed. It must be noted that at the time the SEC *En Banc* rendered its decision on May 10, 1994, the governing rule on appeals from quasi-judicial agencies like the SEC was **Supreme Court Circular No. 1-91**. As provided therein, the remedy should have been a petition for review filed before the Court of Appeals within fifteen (15) days from notice, raising questions of fact, of law, or mixed questions of fact and law.^[8] A motion for reconsideration suspends the running of the period.^[9]

In the case at bench, there is a discrepancy between the dates provided by petitioner and respondent. Petitioner alleges the following dates of receipt and filing:
^[10]

June 10, 1994	Receipt of SEC's Decision dated May 10, 1994
June 20, 1994	Filing of Motion for Reconsideration
September 1, 1994	Receipt of SEC's Order dated August 3, 1994 denying petitioner's motion for reconsideration
September 2, 1994	Filing of Motion for extension of time
September 6, 1994	Filing of Petition

Respondent RCP, however, asserts that the foregoing dates are incorrect as the certifications issued by the SEC show that petitioner received the SEC's Decision dated May 10, 1994 on June 9, 1994, filed the motion for reconsideration via registered mail on June 25, 1994, and received the Order dated August 3, 1994 on

August 15, 1994.^[11] Thus, the petition was filed twenty-one (21) days beyond the reglementary period provided in Supreme Court Circular No. 1-91.^[12]

If reckoned from the dates supplied by petitioner, then the petition was timely filed. On the other hand, if reckoned from the dates provided by respondent RCP, then it was filed way beyond the reglementary period. On this score, we agree with the appellate court's finding that petitioner failed to rebut respondent RCP's allegations of material dates of receipt and filing.^[13] In addition, the certifications were executed by the SEC officials based on their official records^[14] which enjoy the presumption of regularity.^[15] As such, these are *prima facie* evidence of the facts stated therein.^[16] And based on such dates, there is no question that the petition was filed with the Court of Appeals beyond the fifteen (15) day period. On this ground alone, the instant petition should be denied as the SEC *En Banc's* decision had already attained finality and the SEC's findings of fact, when supported by substantial evidence, is final.^[17]

Nevertheless, to set the matters at rest, we shall delve into the other issues posed by petitioner.

Petitioner's arguments, substantially, are as follows: (1) jurisdiction is vested with the regular courts as the present case is not one of the instances provided in P.D. 902-A; (2) respondent RCP is not entitled to use the generic name "refractories"; (3) there is no confusing similarity between their corporate names; and (4) there is no basis for the award of attorney's fees.^[18]

Petitioner's argument on the SEC's jurisdiction over the case is utterly myopic. The jurisdiction of the SEC is not merely confined to the adjudicative functions provided in Section 5 of P.D. 902-A, as amended.^[19] By express mandate, it has absolute jurisdiction, supervision and control over all corporations.^[20] It also exercises regulatory and administrative powers to implement and enforce the Corporation Code,^[21] one of which is **Section 18**, which provides:

"SEC. 18. *Corporate name.* -- No corporate name may be allowed by the Securities and Exchange Commission if the proposed name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws. When a change in the corporate name is approved, the Commission shall issue an amended certificate of incorporation under the amended name."

It is the SEC's duty to prevent confusion in the use of corporate names not only for the protection of the corporations involved but more so for the protection of the public, and it has authority to de-register at all times and under all circumstances corporate names which in its estimation are likely to generate confusion.^[22] Clearly therefore, the present case falls within the ambit of the SEC's regulatory powers.^[23]

Likewise untenable is petitioner's argument that there is no confusing or deceptive similarity between petitioner and respondent RCP's corporate names. **Section 18 of the Corporation Code** expressly prohibits the use of a corporate name which is "*identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or*