[2016] UKFTT 621 (TC)

TC05357

Appeal number: TC/2015/06668

Income tax – share loss relief eligibility under s131 Income Tax Act 2007 – whether appellant subscribed for shares in the company – absence of direct evidence that shares issued – whether circumstantial evidence was sufficient to infer that subscription had taken place – no – appeal dismissed

FIRST-TIER TRIBUNAL
TAX CHAMBER

RICHARD ALBERG **Appellant**

- and -

THE COMMISSIONERS FOR HER MAJESTY'S REVENUE & CUSTOMS **Respondents**

TRIBUNAL: JUDGE ZACHARY CITRON
MR IAN ABRAMS

Sitting in public at Fox Court, London on 16 May 2016

The Appellant in person

Mr Anthony O'Grady, Presenting Officer, for the Respondents

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DECISION

1. The issue in this case was whether shares were issued to the appellant when he invested £250,000 into a company he jointly owned with a business partner. The company's business failed and the appellant could only deduct the loss for income tax purposes if it was in respect of shares that had been issued to him.

The appeal

2. On 2 June 2015 HMRC issued a closure notice in respect of the appellant's 2008-09 tax return disallowing his claim for £250,000 of share loss relief, resulting in additional income tax of £100,000.

3. The appellant requested, by letter of 31 August 2015, a review of the closure notice. In their review decision letter of 16 October 2015 HMRC upheld the decision to issue the closure notice.

4. The appellant appealed by notice of appeal dated 9 November 2015.

Evidence

5. We had two hearing bundles containing copies of correspondence between the parties, as well as various corporate documents and administrators' reports in respect of Spring Fine Foods Distribution Ltd (the "company"). The appellant also gave evidence at the hearing. We found the appellant to be a credible witness who, correctly and commendably, did not overstate his recollection of events that had occurred eight years prior to the hearing: when he was not certain, he said so.

Findings of fact - background

6. Early in 2008, the appellant entered into a business venture with a business partner, Mr Jayesh Patel. The venture involved buying a specialist food snacks and drinks business in financial difficulties from a company in administration (Spring Fine Foods Ltd) and then running the business.

7. The appellant and Mr Patel appointed a firm of solicitors (Sprecher Grier Halberstam LLP) (the "solicitors") located in the City of London to set up a company to acquire and run the business, and to prepare the required legal documentation. The company was duly incorporated on 8 February 2008 (originally called Corezest Ltd, it was renamed Spring Fine Foods Distribution Ltd on 26 February 2008).

8. On 12 February 2008, the appellant and Mr Patel were appointed as directors of the company, and Ms Shreya Patel (Mr Patel's sister) was appointed as company secretary.

9. The appellant paid £250,000 into the company in two tranches: he transferred £200,000 to the solicitors on 12 February 2008 (to fund the company's acquisition of the business) and on 14 February 2008 he transferred £50,000 to the company itself. Mr Patel invested a matching amount (£250,000) in the company. In addition, Vagards Investment Corporation ("Vagards"), a Panamanian company associated with Mr Patel, provided a loan facility to the company, secured by a debenture dated 17 March 2008 incorporating fixed and floating charges over the company's assets.

10. The appellant was the day to day managing director of the business. As it was a business that had recently failed, he was very busy with customers, suppliers and staff, all of whom needed to be won over and reassured. In this regard, it was important to customers and suppliers that the company had £500,000 of equity.

11. The venture proved unsuccessful within a few months. In November 2008, Mr Patel told the appellant that Vagards were going to call in the debenture. Concerned about what could be improper trading, the appellant resigned as a director of the company on 24 November 2008 and ended his involvement with the business soon afterwards.

12. In December 2008, the company received correspondence from Vagards stating that the company had failed to pay interest due and that if payment was not received Vagards would issue formal notice of default and take recovery action.

13. Insolvency practitioners from the firm of Leonard Curtis were appointed as administrators of the company on 5 February 2009. Vagards were owed over £2 million as at that date. The appellant was not a creditor of the company. The company was eventually dissolved on 13 September 2011.

Evidence relating to the issuance of shares by the company to the appellant

14. The key question in this case is whether the company issued shares to the appellant in consideration of the £250,000 he put in to the company in February 2008. We shall summarise here the evidence relating to this, and making findings of fact in our discussion below.

Company documents not produced in evidence

15. None of the following forms of evidence of shareholding in the company were produced in evidence (in original or copy):

(1) the register of members of the company

(2) share certificates relating to shares in the company held by the appellant

(3) an annual return of the company with details of its shareholders.

16. Solicitors for the appellant wrote to Mr Patel and Ms Patel requesting copies of items (1) and (2) above on 1 February 2012; solicitors for Ms Patel responded on 29 February 2012 as follows:

> "[Ms Patel] has confirmed that she received no instructions to issue 250,000 shares and even if she had received such instruction she could not have done so as the share capital of the company was only a £1,000."

17. The company's administrators told the appellant (by email of 31 October 2011) that they had asked Mr Patel for records of the company but these had never been provided.

18. No copy of the form to be filed at Companies House in respect of an increase in authorised capital of the company was produced in evidence.

Appellant's oral evidence

19. In his oral evidence, the appellant could not specifically recall seeing the register of members of the company, or share certificates, indicating that he was the owner of shares in the company. Nor did he specifically recall signing a resolution to increase the authorised share capital of the company. However, he did recall signing all of the documents sent to him and Mr Patel by the solicitors for signature around the time the company was set up; the one document he specifically recalled signing was the debenture in favour of Vagards. The appellant told us that he believed:

(1) that the documents given to him by the solicitors for signature around the time the company was set up included any documents necessary for the issuance of new shares to him in exchange for his £250,000 investment into the company; and

(2) that Ms Patel carried out any necessary company secretarial tasks associated with the issuance of these shares to him.

20. The appellant said he did not take copies of the documents he signed at the solicitors' request around the time the company was set up, as he was very busy trying to run the business at that time. The appellant also said he did not take documents from his office with him when he left the business in November 2008 due to the difficult situation at the time. The appellant said he knew at that time that the company was insolvent and therefore that his shares in it were worthless. He said he did not then realise that documents evidencing his shareholding could be important to his tax affairs.

Company documents produced in evidence

21. The memorandum of association of the company at the date of its formation (8 February 2008) stated that its share capital was £1,000 divided into 1,000 ordinary shares of £1 each and recorded SDG Secretaries Ltd as the sole subscriber (of one share).

22. Minutes of a board meeting of the company held on 12 February 2008, attended by the appellant (who acted as chairman) and Mr Patel, indicated as follows:

(1) a stock transfer form whereby the single £1 subscriber share was transferred to the appellant from SDG Secretaries Ltd was produced to the meeting; the board resolved that the transfer be approved and registered in the

books of the company, and that the sum of £1 be immediately called up and paid by the transferee (the appellant)); and authorisation was given to issue an appropriate share certificate to the transferee (the appellant).

(2) it was reported to the board that an application had been received from Mr Patel for the allotment of one ordinary share of £1 in the capital of the company; the board resolved that such share be allotted to Mr Patel fully paid at par value for cash. The board authorised the company secretary to file the appropriate form with the registrar of companies.

23. A form 88(2) (return of allotment of shares) showing the allotment of one share to Mr Patel on 12 February 2008 was filed at Companies House by the solicitors.

24. The special resolution of the company to change its name on 22 February 2008 was signed by the appellant and Mr Patel as members of the company.

Draft shareholders agreement

25. A draft shareholders agreement between the appellant, Mr Patel, the company and Vagards was attached to an email to the appellant from the solicitors of 20 February 2008. The draft ran to 38 pages. Under "Background" on the first page, it stated:

> "(1) The [company] is a private limited company incorporated under the laws of England and Wales with an authorised share capital of £1,000 divided into £1,000 ordinary shares of £1 each of which 2 ordinary shares have been issued.
>
> (2) The Shareholders [defined as the holders of shares from time to time] are entering into this Agreement for the purpose of setting out:
>
> i) arrangements for the subscription by the Shareholders for new shares in the [company];
>
> ii) certain agreed matters relating to the business, financing, conduct and management of the [company]; and
>
> iii) their rights, duties and obligations with respect to the [company] and each other as shareholders in the [company]."

26. Clause 2 of the draft shareholders agreement, entitled "The Shares", provided as follows:

> 2.1 Immediately preceding the date of this agreement the parties have procured that the authorised share capital of the [company] be increased to £1,000,000 being 1,000,000 ordinary shares of £1 each.
>
> 2.2 Immediately preceding the date of this Agreement the share capital of the [company] is held as follows:

Name of shareholder	Number of Shares	Percentage shareholding
[the appellant]	1	50%
[Mr Patel]	1	50%

2.3 The Shareholders apply for the allotment and issue to them at the date hereof of Ordinary Shares as set out in the table following this clause for a cash subscription as shown in the said table which subscription is payable on the date hereof.

Name of Shareholder	Number of Shares Applied for	Aggregate Subscription Price	Shares held after subscription	Percentage shareholding after subscription
[the appellant]	249,999	£249,999	250,000	50%
[Mr Patel]	99,999	£99,999	100,000	20%
[Vagards]	150,000	£150,000	£150,000	30%

2.4 The [company] accepts such application and the Shareholders agree to pay the subscription price shown against their names in the above table.

27. The draft shareholders agreement had five questions inserted in the text, asked by the solicitors and addressed to the appellant. We reproduce these below (as they give an indication of the outstanding issues at the time the draft was produced), with the questions from the solicitors shown in bold and underlined (as they were in the draft attached to the email to the appellant):

(1) Clause 1.1 (Definitions), definition of "Service Contract":

"[**"Service Contract"** means the new service contracts in the Agreed Terms to be entered into between the [company] and each of [the appellant] and [Mr Patel];] **<u>Richard, are there going to be any service contracts for you or Jayesh?</u>**"

(2) Clause 4.1 (Dividend Policy):

"Taking into account and subject to the forecast cash flow requirement of the [company] as determined by the Board, the parties hereto shall procure that as soon as reasonably possible after the end of each financial year of the [company] commencing with the financial year ending in 2009 **<u>Richard, you had 2008 in yr draft – presumably an error</u>** and in any event not later than 9 calendar months thereafter, the Surplus Profits of the [company] (as defined in clause 5) shall be distributed amongst the Members." etc

(3) Clause 5.9:

"At meetings of the Board each Director shall have one vote. The chairman shall not have a second or casting vote. **<u>Richard, is that correct to maintain 50/50 balance on the board?</u>** Except in relation to matters expressed in the Agreement to require unanimity amongst the Directors, decision at meetings of the Board will be taken by majority vote."

(4) Clause 7:

"Each Shareholder shall use its reasonable endeavours to ensure that the [company] shall not without Supermajority Shareholder Approval [meaning consent of the holders of more than 50% in nominal value of the shares of the company] do any of the things set out in Schedule 1. **<u>Richard, in yr draft of the agreement you required a 70% approval for "reserved matters". I thought, given the holdings, that a simple majority would suffice. Do you agree?"</u>**

(5) Schedule 1 (Shareholder Reserved Matters), list of things the company must not do without "Supermajority Shareholder Approval", item 4:

> "Enter into a contract, arrangement or commitment involving expenditure on capital account or the realisation of capital assets in excess of £100,000 in aggregate. **Richard, do you want this restriction of capital commitments?**"

28. No executed shareholders agreement was produced in evidence. The appellant could not specifically recall signing the shareholders agreement (although he could specifically recall commissioning it), but he believed it was amongst the documents sent to him for signature by the solicitors around the time the company was set up.

Company administrators' report

29. The administrators' report of 30 March 2009 indicates the company had an authorised share capital of £1,000 divided into 1,000 ordinary £1 shares, of which only one share had been issued – to Mr Patel.

The law

Share loss relief provisions in Income Tax Act 2007

30. Section 131:

(1) An individual is eligible for relief under this Chapter ("share loss relief") if –

(a) the individual incurs an allowable loss for capital gains purposes on the disposal of any shares in any tax year ("the year of the loss"), and

(b) the shares are qualifying shares.

This is subject to subsection (3) and (4) ...

(2) Shares are qualifying shares for the purposes of this Chapter if –

(a) EIS relief is attributable to them, or

(b) if EIS is not attributable to them, they are shares in a qualifying trading company which have been subscribed for by the individual.

(3) Subsection (1) applies only if the disposal of the shares is –

(a) by way of a bargain made at arm's length,

(b) by way of a distribution in the course of dissolving or winding up the company,

(c) a disposal within section 24(1) of TCGA 1992 (entire loss, destruction, dissipation or extinction of asset), or

(d) a deemed disposal under section 24(2) of that Act (claim that value of the asset has become negligible).

(4) Subsection (1) does not apply to any allowable loss incurred on the disposal if –

(a) the shares are the subject of an exchange or arrangement of the kind mentioned in section 135 or 136 of TCGA 1992 (company reconstructions etc), and

(b) because of section 137 of that Act, the exchange or arrangement involves a disposal of the shares.

31. Section 132:

(1) An individual who is eligible for share loss relief may make a claim for the loss to be deducted in calculating the individual's net income

(a) for the year of the loss,

(b) for the previous tax year, or

(c) for both tax years.

(See Step 2 of the calculation in section 23.)

….

32. Section 135:

(1) This section has effect in relation to shares to which EIS relief is not attributable.

(2) An individual subscribes for shares in a company if they are issued to the individual by the company in consideration of money or money's worth.

…

National Westminster Bank Plc v Inland Revenue Commissioners [1994] STC 580

33. In this case, the House of Lords considered the precise date on which certain shares were issued. Giving the leading judgement for the majority, Lord Templeman said (at p582):

"In my opinion, shares are issued when an application has been followed by allotment and notification and completed by entry on the register. Once the shares have been issued, the shareholder is entitled to a share certificate."

Later in his judgement (at p587), he said:

"In the present case, in my opinion, the word 'issue' in the [Income and Corporation Taxes Act 1988] is appropriate to indicate the whole process whereby unissued shares were applied for, allotted and finally registered."

Decisions of the First-tier Tribunal

34. The parties referred to two First-tier Tribunal decisions which considered whether shares were subscribed for in the context of the precursor legislation to s131 Income Tax Act 2007:

(1) In *Halnan and Squire v HMRC* [2011] FTT 580 (TC), the taxpayers had provided cash to the company in question but were unable to produce share

certificates; or notes of the meeting at which the share purchase was discussed; or record of the purchase at Companies House; or the register of members. HMRC refused their claim for relief and the Tribunal dismissed the taxpayers' appeal – the Tribunal was particularly swayed by the fact that there was insufficient evidence of a binding agreement for shares to be issued.

(2) In *Saund v HMRC* [2012] UK FTT 740 (TC), a board meeting was held at which it was decided that the taxpayer would subscribe cash for new shares in the company – but the company secretary never entered the allotment in the shareholders' register. The Tribunal found that the shares could not be said to have been issued to the taxpayer. The appeal against HMRC's refusal to give relief under the precursor to s131 was dismissed.

Appellant's arguments

35. The appellant submitted that the £250,000 he put into the company was an equity investment in the company – and not a loan to the company.

36. He further submitted that the register of members of the company – rather than filings made at Companies House in respect of, for example, increased authorised share capital - was the definitive evidence of whether the company had issued shares to him.

37. Although he was not able to produce a copy of the company's register of members, it was his firm belief that formalities were completed such that he was recorded on the register as the holder of 250,000 shares of £1 each. He submitted that the Tribunal should find this to be the case, on the balance of probabilities. He contended that, in the absence of direct evidence of the company having issued shares to him in consideration of his investment in the company, the surrounding circumstances indicated that this was the case.

38. In particular, the draft shareholders agreement produced in evidence indicated the solicitors had been instructed to take the necessary steps for the company to issue 249,999 £1 shares to the appellant. The appellant acknowledged that the draft shareholders agreement was not direct evidence either of allotment or of issuance of 250,000 shares to him by the company. It was, however, in his submission, evidence of the parties' mindset at the time.

39. The fact that the appellant could not produce copies of the share register or of share certificates evidencing his shareholding was, in his submission, due to documents being lost when the company went into administration and later liquidation; or, in the alternative, if such documents (or copies) did still exist, his inability to produce them was because Mr Patel and Ms Patel (the former company secretary and sole director) held them but were unwilling to release them to the appellant. The appellant suggested that Mr Patel may have felt grievance against the appellant for getting him involved in a venture in which he lost a lot of money. As to why Ms Patel (through her solicitors) denied having instructions to issue shares to the appellant (or increase authorised share capital), the appellant said this may have been

to remain consistent with what had been told to the administrators about the shareholdings in the company (namely, that Mr Patel was the sole shareholder, with one share of £1).

40. The appellant submitted that HMRC were relying on three cases:

5 (1) *National Westminster Bank* – the appellant submitted this was not detrimental to his case, as he contended that, in fact, shares in the company were allotted and issued to him in the manner required by the majority opinion of the House of Lords in that case.

(2) In *Saund*, the Tribunal found that the company secretary did not in fact 10 allot and issue shares – the appellant argued that in his case, Ms Patel did.

(3) *Halnan* had some similarities with the appellant's case, as statutory records were not produced in evidence. There, however, it was found that some actions taken after the taxpayers' investments indicated that the taxpayers were debt holders. Here, the appellant says that all the evidence points to the 15 appellant being a shareholder and not a lender.

Respondent's arguments

41. HMRC accepted that the appellant injected £250,000 into the company. They did not, however, accept that this constituted a subscription for shares in the company – in their view, the appellant held only one £1 ordinary share in the company, the 20 original subscriber share transferred to him on 12 February 2008.

42. HMRC pointed to the following difficulties in the appellant's case:

(1) The company does not appear to have increased its authorised share capital to enable the issue of 250,000 £1 ordinary shares to the appellant. The memorandum of the company limits the authorised share capital to 1,000 shares 25 of £1. Under the company law in effect at the time, there should have been an ordinary resolution to increase the authorised share capital and a form 123 filed at Companies House.

(2) Even if the company had increased its authorised share capital, HMRC submitted there is no evidence that a further 249,999 shares were allotted and 30 issued to appellant. The draft shareholders agreement produced by the appellant is not evidence of this – no executed version of the document was produced. In other words, there is no evidence of a binding agreement between the appellant and the company for the issuance of new shares for consideration. Nor is there evidence of the appellant being registered in the register of members as the 35 owner of such number of shares. As such, the test in *National Westminster Bank* is failed on both counts: no evidence of allotment or of registration.

Discussion

43. A full examination of the appellant's eligibility for share loss relief under s131 Income Tax Act 2007 would require that we first identify shares on which the

appellant incurred an allowable loss for capital gains purposes; and then determine whether those shares were qualifying shares.

44. The appeal was argued before us essentially on just one point of fact: whether the company issued additional shares to the appellant as a result of his investing £250,000 in the company on 12 and 14 February 2008. We refer here to "additional" shares because we find as a fact that the appellant held the 'subscriber' share that was transferred to him by SDG Secretaries Ltd on 12 February 2008 (the company administrators' report stated that Mr Patel was the sole shareholder, but we find that the administrators had incomplete information)).

45. The rationale for the approach taken by the parties is that, for shares to which EIS relief is not attributable to be "qualifying shares" for s131 purposes, they must be issued to the holder in consideration of money or money's worth (s131(2)(b) read with s135(2)). Neither party in this case produced evidence or argument to the effect that EIS relief was attributable to the shares in the company; we therefore find that it was not.

46. We note that, even if we were to find that such additional shares had been issued, further requirements would need to be satisfied in order for the appellant to be eligible for share loss relief – namely,

(1) that he incurred an allowable loss on those shares; and

(2) that those shares satisfy the other requirements of "qualifying shares", such as – were they shares in a qualifying trading company?

47. We agree, however, with the approach taken by the parties in that, if we find that additional shares were not issued, and the appellant held only the subscriber share transferred to him on 12 February 2008, then these further questions become academic, as a requirement of s131 has not been met.

48. We now turn to the question of fact on which the parties focused. The burden of proof in this appeal is on the appellant: the appeal fails unless he produces sufficient evidence to persuade us that, on the balance of probabilities, additional shares were issued to him. "Issuance" here requires the appellant being written up in the register of members of the company as the owner of such additional shares – per Lord Templeman in *National Westminster Bank*. We accept the appellant's submission (paragraph [36] above) that it was this, rather than filings made at Companies House, which determines if share issuance occurred.

49. The appellant was not able to produce direct evidence of issuance of additional shares – in other words, one or more of the forms of evidence listed at paragraph [15] above. The appellant provided some reasons for this - for example, the company was dissolved before he realised his tax affairs may depend on documents held by it; and some of the former officers of the company may be antagonistic to him. However, given the burden of proof is on him, these explanations do not advance his case.

50. The evidence which the appellant has produced is (1) the draft shareholders agreement attached to an email to him from the solicitors of 20 February 2008, and

(2) his own testimony. Neither of these comprise direct evidence of additional shares having been issued to the appellant by the company:

(1) the draft shareholders agreement indicates only that such an issuance was contemplated by the solicitors and the appellant, as at 20 February 2008; and

5 (2) the appellant's oral evidence is that he does not specifically recall share certificates or other evidence of shares having been issued to him, but he firmly believes that any documents required for such issuance would have been amongst those given to him by the solicitors for signature around the time the company was formed.

10 51. We note that some evidence was produced that additional shares were *not* issued to the appellant: the letter from Ms Patel's solicitors. The appellant challenges the veracity of this evidence. As Ms Patel was not called as a witness at the hearing and so could not be cross examined, we place little weight on this letter as evidence.

52. In the absence of direct evidence of additional shares having been issued to him, 15 the appellant argues that the Tribunal should infer, from the shareholders agreement and from his oral evidence, that this occurred.

53. We are unable, on the balance of probabilities, to make such inference. Essentially this is because we do not accept the proposition, advanced by the appellant, that the fact that solicitors based in the City of London produced a draft 20 agreement for certain things to be done means that, on the balance of probabilities, those things were done. There were significant steps to be taken to get from the draft agreement produced, to the issuance of shares – finalisation of the draft, agreement to the draft by all parties including Mr Patel and Vagards, execution of the agreement, and finally the corporate formalities for increasing authorised share capital and 25 issuance of new shares. No evidence was produced of such steps having been taken. We are not persuaded, on the evidence produced, that such steps were mere formalities. The draft shareholders agreement contained outstanding points on which the solicitors sought the appellant's instructions. No evidence was produced as to whether and how the solicitors' questions were answered by the appellant, and 30 whether and how the document as a whole was agreed with Mr Patel and Vagards.

54. The inference we draw from the evidence produced is that, on the balance of probabilities, the shareholders agreement was never finalised and executed and additional shares were never issued. We do not consider this to be an un-commercial or irrational result, given our finding that the appellant and Mr Patel each held a single 35 share in the company. When they each invested £250,000 into the company, it was not strictly necessary, as a commercial matter, for the company to issue new shares, as they each remained a 50% shareholder. Given the extremely busy and challenging time the appellant and Mr Patel were having running the business at the time the company was set up, it seems to us probable, based on the evidence produced, that the 40 legal formalities of issuing new shares to the shareholders fell by the wayside.

55. Nor does this result indicate that the appellant was anything other than an equity investor in the company: as the holder of one share, he was indeed an equity investor

– and his further investment of £250,000, alongside Mr Patel, enhanced the amount of his equity investment. We accept the appellant's submissions in this respect (see paragraph [35] above). But it does not follow from the fact that the appellant was an equity investor, that the company issued additional shares to the appellant when he made his investment.

56. This finding of fact means we can dispose of this appeal without looking at the further requirements of eligibility for share loss relief. We understand that this may appear an inequitable outcome from the appellant's perspective, given that he actually invested, and lost, £250,000. At the heart of this decision is the fact that, in enacting the provisions relating to share loss relief, Parliament specifically required that the shares in question be issued to the taxpayer; and the meaning of issuance was made clear by the House of Lords in *National Westminster Bank*. This Tribunal has no power to substitute its own view of an equitable outcome in the face of clear and prescriptive law.

57. Whilst our decision is consistent with those of the Tribunal in *Halnan* and in *Saund* (which are of course persuasive rather than binding authority on us), we have not found it necessary or useful to compare and contrast the facts of those cases with this one. The key issue in this case has not been underlying principles and law – which are common to this case and to those earlier Tribunal decisions – but rather the question of what facts can be found from the evidence produced – which is inevitably specific to the case in hand.

Conclusion

58. The appeal is dismissed; the closure notice issued by HMRC in respect of the appellant's 2008-09 tax return stands good.

59. This document contains full findings of fact and reasons for the decision. Any party dissatisfied with this decision has a right to apply for permission to appeal against it pursuant to Rule 39 of the Tribunal Procedure (First-tier Tribunal) (Tax Chamber) Rules 2009. The application must be received by this Tribunal not later than 56 days after this decision is sent to that party. The parties are referred to "Guidance to accompany a Decision from the First-tier Tribunal (Tax Chamber)" which accompanies and forms part of this decision notice.

ZACHARY CITRON
TRIBUNAL JUDGE

RELEASE DATE: 5 September 2016