

Goodwill and its relationship to land

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They sought it with thimbles, they sought it with care;
They pursued it with forks and hope;
They threatened its life with a railway-share;
They charmed it with smiles and soap.¹

Snarks and Goodwill

I once described goodwill as an elusive concept and as difficult to hunt as Lewis Carroll's mythical Snarks.² Carroll's great nonsense epic carried the description of itself as "an agony in eight fits" a description that may well serve for many an attempt to find and value goodwill.³ The story by Lewis Carroll is of a hunting party of 10, each with a name beginning with B, arriving in a strange land. They split to hunt for Snarks, which none has seen, and with the Baker warning all to take care because, as his uncle had told him, if the Snark is a Boojum "you will softly and suddenly vanish away, and never be met with again".⁴

The search for goodwill is also fraught with difficulties.⁵ Those who seek it do so for different purposes and differ in their understanding of the concept they seek as goodwill. Economic, accounting and legal concepts of goodwill differ from one another.⁶ The goodwill in the balance sheet of a business

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¹ Lewis Carroll, *The Annotated Snark* (Penguin, 1975) 93.

² *Uniqema Pty Ltd v Commissioner of State Revenue* (2002) 50 ATR 91, 93 (Pagone J).

³ Lewis Carroll, *The Annotated Snark* (Penguin, 1975) 43.

⁴ *Ibid* 64.

⁵ *Butler v Lawler* (Unreported, New South Wales Court of Appeal, 24 April 1986); *Hoogerdyk v Condon* (1990) 22 NSWLR 171, 175.

⁶ Hung Chu and Wayne Lonergan, 'A Rethink of Goodwill' (2010) 39 *Australian Tax*

undertaking may be little more than a balancing item⁷ made necessary by double entry bookkeeping. It may, however, be the economic value that attaches to some item of property.⁸

Murry's Case

The High Court decision in *Federal Commissioner of Taxation v Murry*⁹ is a landmark for how goodwill is understood in law. It is a mistake to think, however, that it has necessarily resolved all disputes about how goodwill is to be understood in all contexts in which the word is used.

The issue in *Murry's* case arose in the context of the capital gains tax provisions of the *Income Tax Assessment Act 1936* (Cth). In dispute was whether the disposition of a taxi licence by a taxpayer included the disposition of goodwill to attract a concession which would reduce the amount of any taxable capital gain. The taxpayer wanted the Court to find that the sale included a sale of goodwill attached to the taxi licence. Such a finding would have reduced the tax payable upon the disposal of a taxable asset. The Commissioner contended that the value of the licence was fully taxable because any goodwill was attached to the business and not to the licence. The High Court held that the disposal of the licence was separate from a disposal of goodwill and that, therefore, the concession was not engaged.

The Court took the *1936 Act* to use the word "goodwill" in its general meaning without having been given "any special meaning".¹⁰ In that context, the Court said:

Goodwill is inseparable from the conduct of a business. It may derive from identifiable assets of a business, but it is an indivisible item of property, and it is an asset that is legally distinct from the sources — including other assets of the business — that have created the goodwill. Because that is so, goodwill does not inhere

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⁷ *FCT v Roberts; FCT v Smith* (1992) 37 FCR 246, 259 (Hill J).

⁸ *FCT v Murry* (1998) 193 CLR 605, 608-9 (Gaudron, McHugh, Gummow and Hayne JJ).

⁹ (1998) 193 CLR 605.

¹⁰ *Ibid* 608 (Gaudron, McHugh, Gummow and Hayne JJ).

in the identifiable assets of a business, and the sale of an asset which is a source of goodwill, separate from the business itself, does not involve any disposition of the goodwill of the business.¹¹

This fundamental passage requires, and repays, close and careful attention. In it the Court explained that goodwill may derive from sources but that it is separate from them. Thus, for example, the goodwill of a business conducted as a taxi for hire may derive from a licence but the goodwill of the business was not the same as the licence. The licence may have been a necessary precondition for the existence and conduct of the business but the goodwill of the business was not to be seen in law as something which attached to the licence. Goodwill was inseparable from the conduct of the business but it is separable from the other assets of the business.

Any number of common business examples will suffice to make good the Court's reasoning. The day to day operation of almost any business enterprise will reveal that the business as a going concern will have a goodwill component that is separate from the property, assets and rights through which it operates. The business may not exist without property, assets or rights, but they are not the same as the goodwill of the business. It is common to treat the location or site of a business as equivalent to its goodwill and therefore to see goodwill reflected in the value of the site. However, the Court made clear that although site or location may be a source of the goodwill, the latter itself is legally separate from the site or location.

What is fundamental to the concepts of goodwill enunciated in *Murry* was that goodwill was "inseparable from the conduct of a business". Goodwill as a separate asset is separate from other assets of a business but not from the conduct of a business itself. Goodwill is a separate asset of a business:

because it is the valuable right or privilege to use the other assets of the business as a business to produce income. It is the right or privilege to make use of all that constitutes "the attractive force which brings in custom". Goodwill is correctly identified as

¹¹ Ibid 608-9 (Gaudron, McHugh, Gummow and Hayne JJ).

property, therefore, because it is the legal right or privilege to conduct a business in substantially the same manner and by substantially the same means that have attracted custom to it. It is a right or privilege that is inseparable from the conduct of the business.¹²

In *Murry* the taxpayer had not disposed of any goodwill because the sale of the taxi licence was not effectively the sale of a business.¹³

The outcome in *Murry* may have surprised many. A most profound consequence of the decision was to separate goodwill (as an identifiable asset) from the other assets which give value. The practical commercial significance of that separation can be seen clearly enough in the decision in *Murry* itself because of the importance of a taxi licence to a taxi business. The conduct of a taxi business is not lawfully possible without a licence, but it is not that fact alone which highlights the significance of the licence to the goodwill. Many other businesses also depend upon some crucial asset, right or entitlement to operate, and, in that regard, the Court observed that the entitlement to commence a taxi business by the issue of a licence put the taxpayer in much the same position as a person with a licence to conduct a television or radio station.¹⁴ Nor is the licence itself sufficient for the business because without car, driver, set up and infrastructure the licence would be of little use. But what was significant for the outcome in *Murry's* case, and of continuing significance thereafter, was the rejection of the view that the value of the licence was in reality the goodwill of the business. It is one thing to separate goodwill as an asset from other assets of a business, it is quite another thing to conclude that the value of goodwill (as an asset) is not dependent upon, and inextricably interconnected with, the value of other assets. Indeed, in some cases the value of an asset may be thought by accountants, economists or those in business to be essentially the goodwill of the business.

¹² Ibid 615 (Gaudron, McHugh, Gummow and Hayne JJ).

¹³ Ibid 626.

¹⁴ Ibid 627.

The conceptual difficulty presented to the Court in *Murry's* case was that the particular asset in question (namely the licence) had two aspects that made it difficult to separate it from the goodwill of the business. One aspect was that the economic value of a licence to conduct a taxi business of plying for hire “would no doubt reflect the profits that could be earned” from such a business.¹⁵ As such the value of an asset of that kind attracted to itself economic value when, and only when, used in a business. Other assets might have economic value independently of a business, but the value of a taxi licence was unlikely to have much value independently of the business. It is no doubt true, as the Court considered, that the licence had “value independently of it being used in a taxi business”¹⁶ but that value was not likely to be much independently of its use in a business and its tradable value would inevitably reflect the value of its use in such a business.

The second aspect was that the licence of the kind in dispute was in legal form, purpose and effect largely the same as the goodwill as understood by the Court. The Court explained that the reason goodwill was properly conceived of as an asset, indeed an asset separate from the other assets, of a business was because goodwill was “the valuable right or privilege to use the other assets of the business as a business to produce income”.¹⁷ However, that explanation and characteristic of goodwill was something shared by (at least to some extent), if not identical with, the very asset which in *Murry* the Court considered to be a separate asset, namely the licence. The asset in that case (namely the licence) was the permission granted by law for the right or privilege to use the other assets of the business as a taxi business and, to that extent, at least in part overlapped with the independent right or privilege (namely the goodwill) that was legally separate from the licence.

These distinctions may be real enough in law (as I accept them to be) but their application in commerce and business are far from easy. The basis of

¹⁵ Ibid 628.

¹⁶ Ibid 621.

¹⁷ Ibid 615.

the difficulty is that some business assets will have at least as part of their value a component of the value which would in business and commerce be regarded as the value of goodwill; that is, that the value to some assets will be their value from the right or privilege of using those assets with others in conducting a business.

Site Goodwill

One context in which these difficult questions often fall to be decided is that of the sale of land used to conduct a business. When land and businesses are sold together there may be difficulty in deciding what part of the price is dutiable for the sale of land and what part of the price is in reality for the sale of the business. In the resolution of that question there may arise difficult factual issues about the extent to which goodwill of the business is reflected in the value of the land.

It was long considered to be the case that goodwill could, and frequently did, attach to premises. *Land Valuation and Compensation in Australia* by R.O. Rost and H.G. Collins¹⁸ served for many years as a source of guidance on land valuations. In that text the learned authors confidently wrote in regards to the valuation of premises from which there were conducted businesses such as motels, service stations and regional shopping centres:

In some cases goodwill, either local, person or partly one and partly the other, may be a significant factor. If local, it would attach to the premises and be due probably to site advantages, the absence of other service stations in the vicinity and possibly the brand of the petrol handled. The duration of local goodwill could be limited by a decline in traffic flow or by the policy of the local council, which might result in the establishment of other service stations in the locality.¹⁹

¹⁸ Commonwealth Institute of Valuers, 1971.

¹⁹ R.O. Rost and H.G. Collins, *Land Valuation and Compensation in Australia* (Commonwealth Institute of Valuers, 1971) 389.

In *Daniell v Federal Commissioner of Taxation*²⁰ Knox CJ also wrote that prima facie goodwill “may be treated as attached to the premises” and its value treated as an enhancement of the value of the premises.²¹

A Mr Merlin²² suggested a zoological description of goodwill. In *Whiteman Smith Motor Co Ltd v Chaplin*²³ Scrutton LJ described that view saying:

A division of the elements of goodwill ... appears in Mr. Merlin’s book as the “cat, rat and dog” basis. The cat prefers the old home to the person who keeps it, and stays in the old home though the person who has kept the house leaves. The cat represents that part of the customers who continue to go to the old shop, though the old shopkeeper has gone; ... The dog represents that part of the customers who follow the person rather than the place; these the tenant may take away with him if he does not go too far. There remains a class of customer who may neither follow the place nor the person, but drift away elsewhere. They are neither a benefit to the landlord nor the tenant, and have been called “the rat” for no particular reason except to keep the epigram in the animal kingdom.²⁴

Maugham LJ doubted the value of the division “except as an illustration”²⁵ and valueless without “all sorts of qualifications”²⁶ including the desirability of adding “a fourth animal, the rabbit, to indicate the customers who come simply from propinquity to the premises”.²⁷ The zoological definition of goodwill has limited (if any) use but does help to illustrate the difficulty of disentangling the value attributable to the right or privilege of conducting a business and that attributable to that very same right but from particular

²⁰ (1928) 42 CLR 296.

²¹ Ibid 302-3.

²² Presumably the S.P.J. Merlin who appeared as junior counsel in *Whiteman Smith Motor Co Ltd v Chaplin* [1934] 2 KB 35, 38.

²³ [1934] 2 KB 35.

²⁴ Ibid 42.

²⁵ Ibid 49.

²⁶ Ibid 50.

²⁷ Ibid 50; “Propinquity” is defined as “nearness or closeness in space; neighbourhood, proximity”: Oxford English Dictionary, Online version June 2011; see also *Balloon Promotions Ltd v Revenue and Customs* [2006] UKSPC SPC 00524 (3 March 2006), [131]-[134]; *Waltham Forest NHS Primary Care Trust v Malik* [2007] EWCA Civ 265 (28 March 2007), [83]-[86].

premises. Those in commerce might look upon lawyers as unrealistic when insisting that the land value, when determined by the use of the land in business, should be separated from the goodwill value of the right or privilege of conducting that very business but excluding its conduct upon that land. It is not hard to see why people in commerce frequently, and sensibly, see goodwill as “attached” to land: it can be seen as “attached” to the land because the value of the land is in part dependent upon its actual use in the right or privilege to use the land, with other assets, in a business.

The view that goodwill might be “attached” to land has not survived the decision in *Murry*.²⁸ In *Commissioner of State Revenue v Uniqema Pty Ltd*²⁹ the Court of Appeal held that no part of the goodwill of a business had been sold with or as part of the contemporaneous sale of the land from which a business had been conducted.³⁰ However, the value of the land may, from a practical point of view, be affected by the goodwill of a business conducted from the premises. This was explained in *Murry* when their Honours were considering the relevance of the compensation cases.³¹ In that context their Honours noted that the task in the compensation cases was to assess the value of “the land with its potentialities”³² and said of those cases:

They establish that, although the value of the site goodwill of a business may be a persuasive guide to the value of land on which a business is conducted, it is the potential use of the land and not the goodwill deriving from the use of the land that is valued in compensation cases concerned with the acquisition of that land.³³

What must, in other words, always be kept firmly in mind is that the asset of the land is different from the asset of the goodwill. The former is the property capable of sale and transfer without the latter, and the latter is the right or privilege to carry on the business with the assets of the business.

²⁸ *FCT v Murry* (1998) 193 CLR 605, 621–3 (Gaudron, McHugh, Gummow and Hayne JJ).

²⁹ (2004) 9 VR 523.

³⁰ Ibid 541 (Ormiston JA).

³¹ *FCT v Murry* (1998) 193 CLR 605, 621 – 3 (Gaudron, McHugh, Gummow and Hayne JJ).

³² Ibid 621, quoting a passage from *Rosehill Racecourse Co v Commissioner of Stamp Duties (NSW)* (1905) 3 CLR 393, 410.

³³ *FCT v Murry* (1998) 193 CLR 605, 623 (Gaudron, McHugh, Gummow and Hayne JJ).

Difficulties will no doubt arise in valuing one to the exclusion of the other. In *Cresswell Nominees Pty Ltd v Commissioner of State Revenue*³⁴ Mr Nettle QC (as Nettle JA then was) made clear that, although separate, the value of land will be affected by the value of goodwill when saying:

For present purposes, however, the important point is not that goodwill is not divisible or that it has no existence independently of the business, but rather that, although it is indivisible and without existence independently of a business, some aspects of the goodwill will nevertheless affect the value of the land on which the business is conducted and others will not.³⁵

The problem becomes the practical one of careful and precise identification of the subject matter to be valued to avoid incorrectly assigning value either to goodwill or to the land.³⁶ That, I suspect, will often be a difficult³⁷ (if not in some cases be an impossible) task, but the law's guidance on how to undertake that task is that it must be approached as a question of fact about "how much an objective purchaser of the land would be prepared to pay for the opportunity of exploiting the land".³⁸

In saying that I do not wish to underestimate the practical difficulty that the task, so framed, may impose. Commerce does not work the way lawyers might wish, but the law must deal with commercial realities by reference to predictable rules and reasoned principles. Value is apt to be an unruly thing capable of shifting in commercial dealings between business goodwill or land and to shift with ease and lack of care. Tax and duties concerns may, however, require the participants in business dealings to pay more precise attention to ensure that value has been allocated to the appropriate place.

³⁴ (Unreported, Victorian Civil and Administrative Tribunal, Mr Nettle QC, 7 November 2001).

³⁵ Ibid [17].

³⁶ *Morvic Pty Ltd v Commissioner of State Revenue* (2002) 50 ATR 64, [7] (Pagone J).

³⁷ *Kizleap Pty Ltd v Chief Commissioner of Stamp Duty* (2001) 46 ATR 323.

³⁸ *Cresswell Nominees Pty Ltd v Commissioner of State Revenue* (Unreported, Victorian Civil and Administrative Tribunal, Mr Nettle QC, 7 November 2001) [20]; *Morvic Pty Ltd v Commissioner of State Revenue* (2002) 50 ATR 64, [7] (Pagone J).

Many of the decided cases since *Murry* illustrate both the difficulty of clearly ascribing value as between business goodwill and the other assets, especially the land assets of a business, and also the need for evidence upon which a court may reach its conclusion when called upon to do so. In *Primelife Pty Ltd v Commissioner of State Revenue*³⁹ Harper J considered an assessment in which the Commissioner had included amounts in the dutiable value of property transfers which his Honour held to be referable to the business goodwill. His Honour held that it was wrong for the Commissioner to calculate the dutiable value of the property transactions “by including in the value of the real property any element of goodwill”⁴⁰ but added that the Commissioner “is entitled to take into account the effect on the value of the land of the business that is being conducted on it; or, to be more precise, the income-generating capacity of the land”.⁴¹ Plainly the value of the business goodwill “cannot merely be cumulated with the value of the land”⁴² but the accurate determination of each must be undertaken. The difficulty, as may be seen from his Honour’s observation, is that a rigorous separation is not entirely possible.

Any reliable conclusion about the value for goodwill or the value for dutiable transfers of land requires evidence and care to determine what the value of the land may be and what the value of the business goodwill may be. In undertaking that task it should be kept in mind that the existence of goodwill depends upon the earnings generated by a business from the use of identifiable assets, locations, people, efficiencies, systems, processes and techniques of the business.⁴³ A Commissioner seeking to assess the business value as part of the value of a dutiable sale of land will need to determine the extent to which business may have an impact upon the value of the land.⁴⁴

³⁹ (2004) 9 VR 665.

⁴⁰ Ibid 682 [53].

⁴¹ Ibid.

⁴² Ibid 679 [40].

⁴³ *Commissioner of Territory Revenue v Alcan (NT) Alumina Pty Ltd* (2008) 24 NTLR 33, [112], [117] (Angel J).

⁴⁴ Ibid [117] (Angel J); *Primelife Pty Ltd v Commissioner of State Revenue* (2004) 9 VR 665, 682 [53] (Harper J).

Disentangling value referable to business goodwill and that referable to land (or other property) may be contentious and genuinely open to debate. The law may be able to see the concepts separately enough, but commercial value may attract itself indifferently to legal dictates. In the task of undertaking what the law describes as a simple enough task to identify an asset and determine what a purchaser might be willing to pay for it, those who undertake the task are frequently found to have both different conclusions and different views about the method by which to reach a conclusion. In *Commissioner of Territory Revenue v Alcan (NT) Alumina Pty Ltd*,⁴⁵ for example, the Court was called upon to decide between competing methodologies by which to value a business and its assets. A difference between the expert valuers in that case was said in part to be that what one expert considered to be intangible property the other considered to be no more than the value of some other asset used in the business.⁴⁶

Differences of this kind between experts is likely to be common in cases involving the valuation of goodwill because the value of goodwill is likely to be affected by its sources which themselves have value. Goodwill may be a separate business asset but its nature as the right or privilege to use the other business assets means that its value is intrinsically affected by other assets which add to its value whilst simultaneously having value themselves. That circumstance may sometimes make it difficult to find clear lines of demarcation where the value of one asset ends and that of another begins. In some cases there may be a risk that the value of goodwill may be underrated or absorbed into the value of other assets. This may be so where the other assets are able to be traded separately from the business. Thus, for instance, the premises from which a grocery business is conducted will have a notional sale value that may be more or less than the goodwill of the business from that site. The underrating of the value of goodwill may also occur, however, in any case where a single separate asset is so essential to the business that the economic value will go with that asset and not with the

⁴⁵ (2008) 24 NTLR 33.

⁴⁶ Ibid 69 [113] (Angel J).

goodwill. That, indeed, was what occurred in *Murry's* case. The taxi licence increased in value because of its economic potential in business leaving little (if any) value to the right or privilege to use the assets in the business.⁴⁷

It is likely that some methods that have traditionally been used in the past to measure goodwill may be found to be inconsistent with the jurisprudence after *Murry*. In my 1915 copy of A.E. Barton *Australasian Advanced Accountancy*⁴⁸ the author explained the method for valuing the goodwill of a trading concern:

Coming now to ordinary trading concerns, where goodwill is perhaps capable of more satisfactory valuation, the usual method of ascertaining the value of the goodwill, as laid down by most text books, is that it is worth, according to circumstances, from one to five years' purchase of the average profits, ascertained over a period of, say, three years. Against such profits must be charged interest on capital at the current rate [(...)] and all the necessary expenses of carrying on the business, including reasonable salaries for the proprietors.⁴⁹

A method of this kind to value goodwill may be appropriate for accounting purposes but not necessarily for legal purposes.⁵⁰ For legal purposes what will be necessary is to identify and value each of the identifiable assets with precision.⁵¹ In many cases the remaining value referable to goodwill may be small. In *HSH Hotels (Australia) Ltd v Commissioner of State Taxation (SA)*,⁵² for example, the Court found the value of the site to be of particular importance to the value of the transaction with the goodwill component being relatively small.⁵³ That case also involved contested methods of valuation and competing experts each approaching their task differently and reaching different conclusions. The view rejected by the Court as out of step was that

⁴⁷ *FCT v Murry* (1998) 193 CLR 605, 625 (Gaudron, McHugh, Gummow and Hayne JJ).
⁴⁸ Sydney and Melbourne Publishing Company Ltd, 1915.
⁴⁹ Ibid 90.
⁵⁰ *Commissioner of Taxation v Murry* (1998) 193 CLR 605, 624 [49] (Gaudron, McHugh, Gummow and Hayne JJ); *Commissioner of Territory Revenue v Alcan (NT) Alumina Pty Ltd* (2008) 24 NTLR 33, 70 [116] (Angel J).
⁵¹ Ibid.
⁵² (2005) 58 ATR 276.
⁵³ Ibid 387 [230] (Anderson J).

which saw 50% of the value of what was described as “goodwill” as unrelated to the site itself.⁵⁴

The fact that goodwill derives from different assets will often mean that the value to be ascribed exclusively to goodwill will need to exclude the value of the assets which are its source. In *Murry* the Court explained that the separate value of goodwill may be small where the goodwill of a business derives from using identifiable assets:

Where the goodwill of a business largely derives from using an identifiable asset or assets, the goodwill of the business, as such, when correctly identified, may be of small value. That is because the earning power of the business will be largely commensurate with the earning power of the asset or assets. If the goodwill of a business largely depends on a trade mark, for example, and the trade mark is fully valued, the real value of goodwill can only reflect a value that is similar to the difference between the business as a going concern and the true value of the net assets of the business including the trade mark. A purchaser of the business will not pay twice for the same source of earning power. The purchaser will not pay a sum that represents the earning power of the trade mark and also a sum that represents the earning power of the business. Nevertheless, the earning power of the trade mark is unlikely to equal the earning power of the business.

When a trade mark is sold it will continue to be a source of goodwill for the business if the business continues. That is because the trade mark will have built up favourable custom which will or may continue after the trade mark is transferred or expired. Similarly, where goodwill is largely the product of the personality of the owner or one or more employees of a business, much of the goodwill of the business will disappear upon the cessation of the connection between that person or persons and the business. Nevertheless, habit may continue to draw custom although the

⁵⁴ Ibid 303 [191].

owner or employee has no further connection with the business. These illustrations also show that, although the goodwill of a business may be derived from one or more sources, it can continue to exist notwithstanding that the sources of the goodwill have gone.⁵⁵

The measure of the value attributable to goodwill and that attributable to the other assets will require careful identification of the different subject matters to be valued and the careful separation of value as between the assets. The Court in *Murry* was conscious of the difficulty for valuation which such an approach could cause by saying:

When a business is profitable and expected to continue to be profitable, its value may be measured by adopting the conventional accounting approach of finding the difference between the present value of the predicted earnings of the business and the fair value of its identifiable net assets. Admittedly this approach can cause problems in valuing goodwill for legal purposes because the identifiable assets need to be valued with precision. Particular assets, as shown in the books of the business, may be under or over valued and may require valuations of a number of assets and liabilities which may be difficult to value. However in a profitable business, the value of goodwill for legal and accounting purposes will often, perhaps usually, be identical.⁵⁶

These observations assume that separation of value as between assets of a business is possible and that value can, and should, be assigned as between the assets. The practical problem for some assets is that their value in business, commerce and accounting is sometimes indistinguishable from their value in use in a business (as was the case in *Murry*) and it may be thought by accountants, economists and those in business to be inappropriate for the law to allow the business component of the value to be ascribed to the asset rather than to the goodwill implicit in the asset when

⁵⁵ *Commissioner of Taxation v Murry* (1998) 193 CLR 605, 625 (Gaudron, McHugh, Gummow and Hayne JJ).

⁵⁶ *Ibid* 624.

valued on the basis of an expectation of its use in business. The law's approach to valuation of goodwill will frequently find the value of a business absorbed into the value of the site from which the business is conducted. In *HSH Hotels (Australia) Ltd v Commissioner of State Revenue (SA)*⁵⁷ the Court found that the value of a hotel business was derived almost wholly from the site and the value of goodwill relatively small. That will often be the case where the value of an asset is a function of its use in a business. That will be so because the actual or potential business use will add value to the asset rather than to the goodwill independently of the asset.

The Baker

The Baker (whose uncle had warned him of Boojums) disappears in the end of Lewis Carroll's *Hunting of the Snark*. I frequently fear the same fate when searching for goodwill and its value.

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⁵⁷ (2005) 50 ATR 276.