

Office of Chief Counsel  
Internal Revenue Service  
**Memorandum**

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Date: August 25, 2008

to: Richard T. Cummings  
General Attorney (Hattori)  
(Small Business/Staff-Employee)

from: Peter J. Davis  
Chief, Branch 4  
(Procedure & Administration)

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subject: Successor Liability

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**ISSUE**

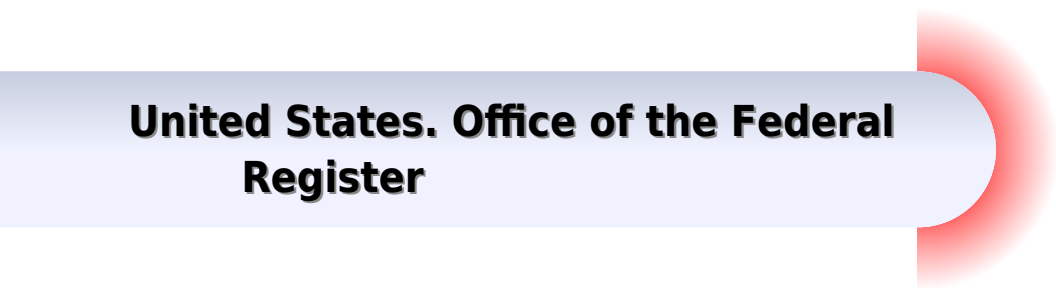
May the IRS rely on the state law doctrine of successor liability to collect a corporation's or LLC's federal tax liability from its successor or interest?

**CONCLUSION**

Yes. A federal tax liability owed by a corporation or LLC may be collected from its successor or interest if the successor corporation or LLC is liable under the relevant state law.

# Office Of Chief Counsel Internal Revenue Service Address

**United States. Office of the Federal  
Register**



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