

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)

subject: Successor Liability

This Chief Counsel Advice responds to your request for assistance. This advice may not be used or cited as precedent.

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 in interest?

CONCLUSION

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

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Siddappa N.Byrareddy



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