

**PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGED**

Date: [Insert Date]

To: [Insert Client/Acquiring Entity Name]

Attention: [Insert Name/Title]

Re: Freedom to Operate Opinion regarding [Insert Project Name/Target Technology]

1. PURPOSE

This opinion letter is provided in connection with the proposed acquisition of [Target Company Name] by [Acquiring Company Name]. You have requested our legal opinion regarding the Freedom to Operate (FTO) with respect to the [Insert Specific Technology/Product Name] in the following jurisdictions: [Insert Jurisdictions, e.g., United States].

2. SCOPE OF SEARCH

We conducted a search of issued patents and published patent applications in the databases of [Insert Databases, e.g., USPTO, EPO, WIPO] as of [Insert Cut-off Date]. The search focused on the following key features of the technology:

- [Feature 1]
- [Feature 2]
- [Feature 3]

3. ANALYSIS OF RELEVANT PATENTS

Based on our search, we identified [Number] patents/applications that required detailed analysis. Our findings are as follows:

Patent No. [Insert Number]:

[Detailed analysis regarding non-infringement or invalidity arguments. Explain why the Target Technology does not meet every limitation of the independent claims.]

Patent No. [Insert Number]:

[Detailed analysis regarding expiration, geographic limitations, or specific claim construction.]

4. OPINION

Based upon the search results and the analysis described above, it is our opinion that the commercialization of the [Target Technology] by [Acquiring Company] is unlikely to infringe any valid and enforceable claims of the identified third-party patents.

5. LIMITATIONS AND QUALIFICATIONS

This opinion is subject to the following limitations:

- This search does not include unpublished patent applications (which remain confidential for 18 months).
- This opinion is based on the technology description provided to us on [Date]. Any changes to the product design may void this opinion.
- We provide no guarantee that a court would agree with our interpretation in the event of litigation.

6. CONCLUSION

This opinion is rendered solely for the benefit of [Acquiring Company Name] in the context of the proposed merger/acquisition and may not be relied upon by any other party without our prior written consent.

Sincerely,

[Attorney Name/Law Firm Name]