

**PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGED COMMUNICATION**

[Date]

[Client Name]
[Client Address]
[City, State, Zip Code]

Re: Validity Opinion regarding U.S. Patent No. [Patent Number]

Dear [Client Name],

At your request, we have conducted a due diligence review and validity analysis of U.S. Patent No. [Patent Number] (the "Subject Patent"), currently assigned to [Current Assignee]. This opinion is intended to assist you in evaluating the strength of the Subject Patent in connection with [Transaction/Acquisition/Licensing].

1. Executive Summary

Based on our review of the file history, relevant prior art, and applicable law, it is our opinion that [Summary Conclusion - e.g., one or more claims of the Subject Patent are likely invalid over the identified prior art].

2. Scope of Review

In preparing this opinion, we have examined:

- The specification, drawings, and claims of the Subject Patent.
- The complete prosecution history (file wrapper) of the Subject Patent.
- Prior art references cited during prosecution.
- Independent prior art searches conducted by [Name of Search Firm/Attorney] on [Date].

3. Claim Construction

For the purposes of this analysis, we have construed the following key terms based on the intrinsic record: [Insert Key Terms and Definitions].

4. Analysis of Validity

A. Anticipation (35 U.S.C. § 102)

[Analyze whether a single prior art reference discloses every element of the claims.]

B. Obviousness (35 U.S.C. § 103)

[Analyze whether the claims would have been obvious to a person having ordinary skill in the art (PHOSITA) at the time of filing, citing combinations of references.]

C. Written Description and Enablement (35 U.S.C. § 112)

[Analyze whether the specification provides adequate support for the scope of the claims.]

5. Conclusion

For the reasons set forth above, there is a [high/moderate/low] probability that a court would find claims [Claim Numbers] of the Subject Patent to be invalid if challenged. This opinion is based on the law and facts as they exist on this date.

Sincerely,

[Attorney Name]

[Law Firm Name]