

**CAROL RUTH SHEPHERD**  
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**CORPORATE COUNSEL: Commercial Transactions — IT and IP Licensing — Corporate Law**

Licensed attorney with a strong portfolio of commercial transactions experience supporting vendors and buyers of products, services, technology and content. Proven skills in effectively translating legal risk to business risk in the corporate setting and in bringing added value to teams of legal and business partners.

Inbound and Outbound Licensing • Content and Brand Protection • Merchandising and Franchising  
Ventures and Alliances • Due Diligence • Technology Transfer • Outsourcing

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**RECENT PROFESSIONAL EXPERIENCE**

**NSK AMERICAS INC. and NSK CORPORATION, Ann Arbor, Michigan • Sep 2008 – present**

NSK is a multinational global leader in motion and control technology based in Japan. NSK Americas is a regional group including US (NSK Corporation), Canadian, and Latin American subsidiaries.

**Assistant General Counsel • Sep 2008 – present**

Primary responsible attorney for all IT and IP matters including: trademarks and copyrights; inbound and outbound licensing agreements for content, data and software; sponsorship and merchandising; hardware and telecommunications contracts. Coordinate general terms and IP-related agreement review and approval between Americas business units and Tokyo Legal and IP departments, to apply global legal standards to local and regional contracts. Assist with the hiring and management of outside counsel. Supervise and manage outside counsel for domestic and international patent and trademark applications. Develop local templates for customer and supplier nondisclosure agreements and outside services agreements.

- Drafted, reviewed and negotiated over 150 commercial terms agreements and nondisclosure agreements
- Implemented a regional corporate IP Committee to audit IP assets and assist management in setting corporate IP policies
- Coordinated an information security task force with IT and Engineering departments to track the handling of customer information

**LOUD FEED INC., Ann Arbor, Michigan • Mar 2006 – Aug 2009**

Loud Feed's technology coordinates sales and promotional distribution of digital music, images and video across mobile, syndicated, social, and e-mail delivery platforms to enable musicians, managers and fans to share and promote independent music releases, live appearances, and artist and fan events.

**General Counsel • Jun 2008 – Aug 2009**

Provided comprehensive advice on all legal aspects of technology development. Drafted, reviewed and negotiated consulting agreements and advised CEO on inbound and outbound licensing opportunities. Recommended and implemented strategies for protecting branding and core technology via contracts, copyrights, trademarks and trade secrets, and by controlling legal relationships with key personnel through employment contracts and equity participation. Trained employees to identify and protect IP assets.

**Corporate Counsel • Mar 2006 – Jun 2008**

Audited company's newly developed technology for legal issues. Advised owner on strategies for legal protection of technology and on choice of entity. Conducted due diligence review and analyzed chain of title and ownership issues for company's core technology and existing contracts. Advised client on transfers of intellectual property, contract relations with key clients, and employee relationships. Negotiated vendor agreements, nondisclosure and noncompetition agreements, and inbound and outbound licenses of technology. Advised company on HR procedures, employment contracts, noncompetition agreements, and employee leasing relationships.

**PMMS CONSULTING GROUP NA, INC., Toronto, Ontario • Feb – Aug 2008**

**Contracts Management Consultant • Feb – Aug 2008**

Reviewed existing contracts for the IT division of the top Canadian publisher in print and online news media to identify maximum liability exposure and to establish best practices for contract workflow and handling of signature documents. Designed and implemented a contracts management system to capture key legal terms and metadata. Identified contracts deviating from authorized terms to assist with corporate compliance.

**ARBORLAW PLC, Ann Arbor, Michigan • 2004 – 2008**

**Corporate Counsel • 2004 – 2008**

Structured and negotiated over 200 transactions in software services, internet access and e-commerce, technology development, and distribution of publishing, music and database content. Provided lead and team drafting and negotiation of: inbound and outbound technology and content licenses; acceptable use, terms of service, privacy, and personal information policies; agreements for merchandising and distribution; equipment and real estate leases; nondisclosure and noncompetition agreements; employment, sales representation and independent contractor agreements. Assisted with the hiring of professionals and outside counsel. Audited content for trademark and copyright ownership, compliance and liability issues.

- Structured, drafted, negotiated and successfully closed \$1M shareholder buyout for Internet data publisher
- Successfully negotiated publishing and distribution contract for noted “Top Chef” restaurateur
- Achieved takedowns of infringing and plagiarized content on blogs, forums, and eBay
- Represented online access provider in \$5M roll-up acquisition by national telecommunications company
- Advised venture capital group on chain of title and ownership issues in \$10M software investment
- Successfully quashed *subpoenas duces tecum* for personal information of Internet users on behalf of online service provider
- Researched and drafted opinion letters on proprietary rights and registered over 100 federal and state trademarks and copyrights, for software, databases, websites, musical compositions, sound recordings, films, books, marketing collateral, management consulting materials, artwork, photographs and games

**KMART MANAGEMENT CORP, Troy, Michigan**

**Procurement Analyst and Contracts Manager • 2003 – 2004**

Functioned as a legal advisor in contract assumption, re-negotiation, and termination for the company’s Chapter 11 reorganization. Reviewed and analyzed over 3000 agreements (licensing, communications, outside services, outsourcing, IP, IT, equipment leasing, logistics, auction, e-commerce, design, advertising, energy, financial) for termination, assignability, liability, indemnification, and other key terms. Initiated a post-bankruptcy effort to implement contracts management tools and reported to Finance and Compliance departments on contract terms, liability and compliance issues.

- Partnered with IBM representatives and internal business managers to coordinate contracts and commitment documents for \$32M IBM hardware and software services relationship.
- Advised Legal and Procurement corporate teams on improving and standardizing terms in IT software, hardware, and telecommunications contracts; reviewed and revised specific contract amendments.

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**EDUCATION**

**Juris Doctor** • University of Michigan Law School  
**Bachelor of Arts** • University of Michigan, magna cum laude; Honors College, High Honors