

Kelly L. Frey

Partner

One Nashville Place T 615.664.5304
150 Fourth Avenue, North M 860.209.5180
Suite 1100 F 615.664.5399
Nashville, TN 37219

kelly.frey@nelsonmullins.com



Kelly Frey assists clients in corporate acquisitions/divestitures, corporation transactions, and corporate compliance. He represents companies in various information technology and intellectual property transactions, including licensing, outsourcing, technology law, and vendor relationship and management. He helps with corporate governance matters and assists companies in creating sustainable, cost-effective, and defensible internal controls to mitigate compliance risks. Mr. Frey also represents several indie film production and media companies and has served as executive producer for several feature films.

In the technology sector, Mr. Frey is one of fewer than 10 attorneys in private practice to be named a Fellow in the World Technology Network (selected by more than 1,000 internationally recognized experts and futurists who are current Fellows for innovative legal work recognized to be of "the greatest likely long-term significance"). He is the author of *Frey on Technology Transactions and Intellectual Property* and dozens of other books and articles on technology, compliance, and law.

Mr. Frey recently completed judging for the National Academy of Television Arts & Sciences (Emmys). He is a member of the Nashville/Midsouth chapter of NATAS and this year judged entries in the Societal Concerns category in the Southern chapter and Feature News Reporting in the Mid-Atlantic chapter of NATAS. He represents a number of TV and film producers, including the recently released PBS program "Perfect 36 – When Women Got The Vote" and the healthy eating documentary "Eating You Alive" (featuring Academy winner James Cameron and Academy nominee Samuel L. Jackson). Mr. Frey is past-president of the Nashville Film Festival (an Oscar qualifying and one of the top 10 film festivals in the US) and is known locally as "The Film Guy."

Education

University of Tennessee College of Law,
JD (1982)

Vanderbilt Graduate Medical School, MS,
Human Pathology (1978)

Vanderbilt University, BA (1973)

Admissions

Tennessee

Practice Areas

[Banking & Financial Services](#)

[Communications & Media](#)

[Corporate & Securities](#)

[Cybersecurity & Privacy](#)

[Outsourcing](#)

[Sports](#)

[Technology](#)

[Trademarks & Copyrights](#)

Industries

[Banking & Financial Services](#)

[Sports](#)

Experience

Following is a selected sampling of matters and is provided for informational purposes only. Past success does not indicate the likelihood of success in any future matter.

Representative Matters

- General Counsel to the Board of the Ethics and Compliance Association
- Responsible for the creation and implementation of anti-corruption system for Fortune 10 technology company for more than 30,000 sales channel partners worldwide
- Lead counsel for \$400 million information technology infrastructure outsourcing for the North American operations of international auto manufacturer
- Lead counsel for disaster recovery outsourcing deal for headquarters location of Fortune 100 financial services company
- Lead counsel for enterprise-wide, mission-critical software licensing for Fortune 500 manufacturer and marketer of prestigious skincare, makeup, fragrance and hair care products
- Lead counsel for acquisition of national construction company by high net worth family
- Lead counsel for acquisition of U.S. manufacturing concern by foreign client
- Counsel to Fortune 1,000 payment processing company
- Counsel and Associate Producer for “The Identical,” (with Ray Liotta, Ashley Judd, and Seth Green, winner of the coveted Audience Award at the 2014 Nashville Film Festival); Counsel for feature film “Hoovey;” Counsel for multiple feature productions and film investments for high net worth family; and Executive Producer for the feature documentary “Eating You Alive” (with James Cameron and Samuel L. Jackson) and the feature narratives “Fogg,” “The Odds,” “John Doe,” and “All Light Will End”
- Co-inventor for four technology/business method patents (assigned to his Fortune 100 insurance client) that anticipated current Usage Based Insurance (UBI) programs

Previous Professional Experience

- Member/Partner, Private Practice with Nashville offices of national law firms (2003-2017)

Technology

- Attorney, Hartford Insurance Group – General Counsel to eCommerce subsidiaries of this Fortune 100 financial services company (2001-2003)
- Vice President, Legal Affairs, eFavorites (2000-2001) - (one of the first social networking sites)
- Director of Business and Legal Affairs, Audible.com (1999-2000) - (one of the first digital download companies)
 - Vice President of Strategic Development and Counsel – Copyright Direct (IP/E-Commerce subsidiary of private company) (1997-1999) - Management responsibility for development and international product launch of a proprietary digital rights management system
 - General Counsel, Copyright Clearance Center (1992-1997) - Primary legal resource to the U.S. Reproduction Rights Organization for the publishing industry. Assisted in creation of first digital rights licensing system used by Fortune 500 through consensus negotiations with publishing industry. U.S. representative to the EU funded IMPRIMATUR program – developed the first digital rights trading platform
- Attorney, Private Practice, Nashville (1982-1992)

Recognitions

The bar rules of some states require that the standards for an attorney's inclusion in certain public accolades or recognitions be provided. When such accolades or recognitions are listed, a hyperlink is provided that leads to a description of the respective selection methodology.

- [World Technology Network](#), one of less than ten practicing attorneys in the world to be selected as Fellow
- [Super Lawyers®](#) (2011-2017, only attorney selected in Mid-South Super Lawyers in Technology Transactions)
- [The Best Lawyers in America®](#) (2007-2019) - Lawyer of the Year, Technology Law (2013); Lawyer of the Year, Information Technology Law, (2015, 2017, 2019)
- [AV rated, Martindale-Hubbell®](#), Top-Rated Lawyer in Intellectual Property Law (2013)
- [Nashville Bar Journal](#), "Best of the Bar" in Technology Law (2006, 2015, 2017)

Professional Activities

- Nashville Bar Association, Business Law Committee, Co-Chair
- Nashville Bar Foundation

Community

- Arts and Business Council of Greater Nashville, Board Member
- Nashville Japanese Film Festival Board, President (2017-2018)
- Nashville Film Festival, Board, Vice President (2013-2014); President (2014-2015)
- Historic Franklin Theatre, Board of Governors
- Studio Tenn, Board of Directors; Officer (2017-2018)
- Lawyers and Professionals for the Arts, Volunteer
- Member of National Academy of Television Arts and Sciences (NATAS) and Judge (for Emmys)

Articles & Speeches

Insights

[Section 181: A 'Runaway Failure' for Film Financing](#) - Author (January 11, 2019)

[INSIGHT: Section 181 and Film Financing](#) - Author (January 7, 2019)

[Addressing the Opioid Epidemic in Our School Systems](#), *Reprinted with permission from the Nashville Bar Journal* - Co-Author (August/September 2018)

[A Legal Primer for Making Indie Movies](#), *ALM's Entertainment Law & Finance* - Author (July 3, 2018)

[Have Your Cake, Eat It Too: Stocks Taxed As Assets In M&As](#), *Law 360* - Co-Author (April 23, 2018)

[Having Your Cake and Eating It Too: Getting Asset Sale Tax Treatments in a Stock Sale](#), *Nashville Bar Journal* - Co-Author (April 2018)

[Cloud Computing: An Exercise in Architecting Trust](#), *Best Lawyers Legal Insights* - Author (December 20, 2017)

[The Past, Present, and Future of Data Privacy](#), *Best Lawyers Legal Insights* (June 26, 2017)

"Open Source Software" and "Secured Transactions in Intellectual Property", *chapters in the American Bar Association's Intellectual Property Deskbook for the Business Lawyer (1st-4th Editions)* (2007, 2009, 2013, 2017)

Whistleblowing in the US: a case of schizophrenia?, *Financier Worldwide* (October 2015)

Preventing Corporation Fraud: Promoting Education Efforts in Client Companies, *Representing Officers and Directors Charged with Corporate Malfeasance*, *Thomson Reuters* (2014)

Your website's privacy policy could be your legal demise, *Nashville Business Journal* (May 2014)

New Directions in Cyber-security in the U.S. – the International Implications, *Risk & Compliance* (April 2014)

Preparing for a Digital Armageddon, *Nashville Bar Journal* (March 2014)

Ethics & Compliance Issues, *ExecSense* (2013)

The Benefits of B Corporations, *Financier Worldwide* (January 2013)

Cashing Out: Exit Strategies for Closely Held Businesses, *Nashville Business Journal* (June 2012)
Joint Development Agreements, *Thomson West/Aspatore Books* (2009)
Patent License Agreements, *Thomson West/Aspatore Books* (2008)
Frey on Technology Transactions and Intellectual Property, *DataTrace* (2007)
Application Service Provider and Software as a Service Agreements, *Thomson West/Aspatore Books* (2007)

Events/Speaking Engagements

[Nashville Bar Association, CLE Film Festival: The Big Short](#) - Presenter (December 27, 2018)
[Nashville Partner Kelly Frey to Present Panel on Compliance and Internal Investigations](#) - Panelist (Wednesday, November 28, 2018)
[Nashville Partner Kelly Frey Presents at Faith in Film Conference](#) - Presenter (June 18, 2018)
[Partners Jason Epstein, Kelly Frey Present at BDO 2018 Nashville Mid-Year Accounting and Tax Update](#) - Moderator (May 14, 2018)
[How to Inoculate Your Organization Against Cyberattacks](#) - Panelist (December 5, 2017)