

**OUTSIDE COUNSEL BILLING
GUIDELINES**
for
AHERN RENTALS, INC.
AND ITS AFFILIATED ENTITIES

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I. Adoption and Applicability of Guidelines

Ahern Rentals, Inc. (together with its affiliated entities, collectively “ARI”), has adopted these Outside Counsel Billing Guidelines (these “Guidelines”) in order to standardize our processes and procedures in connection with legal matters in which ARI is involved. These Guidelines set forth our expectations and assist in creating a more effective working relationship with you, our outside counsel, as well as share in ARI’s goal of cost-effective representation.

The main objective for the adoption of these Guidelines is to achieve greater consistency and efficiency in matter handling across and within outside counsel, standardize requirements in furtherance of more streamlined processes, and improve cost savings. We expect all outside counsel to adhere to these Guidelines. Notwithstanding the foregoing, nothing in these Guidelines is in any way intended to interfere with your professional judgment or duties as an advocate representing the interests of ARI.

These Guidelines are effective for all work performed from September 1, 2013 forward, and are applicable to all outside counsel assigned to work on legal matters for ARI. In the event of a conflict with any other guidelines or policy document, retention agreement or engagement letter, these Guidelines shall prevail. You may not depart from these Guidelines without written approval from ARI’s General Counsel. ARI encourages outside counsel to raise any questions regarding these Guidelines.

ARI expects that all outside counsel it retains will review these Guidelines and indicate acknowledgement of these Guidelines through ARI’s matter management and electronic billing provider, LexisNexis CounselLink™ (“CounselLink”).

Outside counsel invoicing will be prohibited until acknowledgement of these Guidelines is completed in CounselLink.

ARI may find it necessary to impose other billing requirements and policies during the engagement as appropriate to effectively and efficiently manage the matter. ARI reserves the right to modify these Guidelines at any time and will provide outside counsel at least 30 days’ written notice prior to any substantive modifications taking place.

II. Conflicts of Interest

Prior to being retained, ARI expects its outside counsel to investigate and resolve any potential conflicts of interest it may have in representing it. Outside counsel must affirmatively represent to ARI that it has done so and that no conflicts preventing its representation were found to exist and/or that any conflicts have been fully resolved. If any actual or potential conflicts are found, outside counsel must identify them in writing for ARI to review and consider prior to confirming any engagement. All requests to waive an actual or potential conflict shall be submitted in writing on firm letterhead to the attention of ARI’s General Counsel. ARI will not pay for any time or costs incurred by outside counsel in fulfilling this obligation.

You may undertake in the future to represent existing or future clients in any matter against the

interests of ARI that is not substantially related to your work for us; provided, however, that you will not undertake a representation directly adverse to ARI during this engagement.

III. Engagement & Assignment of Matters

Outside counsel is engaged solely by ARI's General Counsel. Matters will be assigned to outside counsel through CounselLink. By commencing work on a matter assigned through CounselLink, you are indicating your acceptance of that matter on behalf of your firm and agree to abide by these Guidelines. **Failure to abide by these Guidelines will entitle ARI to withhold payment of outstanding invoices without penalty until remedied.**

IV. Staffing

Your firm has been selected to represent ARI based on your firm's expertise and efficiency. ARI expects its outside counsel to staff projects appropriately based on the nature and complexity of the legal work, engaging the smallest number of knowledgeable professionals necessary to the matter to get the job done well. A balance should be struck between the efficiency a more experienced lawyer brings to a given task and the advantages of having other tasks performed by a less senior lawyer or paralegal.

Duplication of effort within the firm is to be avoided and ARI will not pay for tasks or work done that appears duplicative. Unless approved by ARI in advance, we will not reimburse you for time spent by more than one attorney or timekeeper attending meetings, witness interviews, depositions, hearings, negotiations, and trials.

We also ask you to keep to a minimum, and only where necessary, involvement of more than one attorney or timekeeper in telephone conferences. ARI reserves the right to pay for one attorney where multiple timekeepers are performing the same tasks, as deemed by ARI in its discretion. Multiple timekeepers attending trial should be discussed and approved by ARI in advance. We will not reimburse you for time firm counsel and paralegals spend in giving each other periodic matter status reports. ARI will not pay for tasks that are supervisory in nature including instructions regarding work assignments.

We expect all timekeepers to work efficiently and avoid devoting excessive hours to a single project on any particular day. We will not pay for more than 10 hours of time spent by any one timekeeper on any one ARI matter in a given calendar day, unless approved in writing in advance.

To achieve efficiency and value, the roles and responsibilities of the staff members should be clearly defined and appropriate to each individual's qualifications and level of experience. Attorney, paralegal, and legal assistant time billed should not include tasks that are more appropriate for clerical or secretarial personnel, such as stamping or numbering documents, transmitting documents, indexing or tagging exhibits, organizing files, reproducing documents or any other task deemed by ARI, in its discretion, as an administrative or clerical task.. Please review Paragraph VIII.F, Clerical Tasks and Paragraph VIII.G, Administrative Tasks below so it is clear which tasks should not be billed no matter who performs the work.

ARI does not expect to be billed and will not pay for time submitted by librarians, secretaries,

billing, filing, clerks, internal messengers/couriers, law clerks, summer associates, temporary or clerical support staff, word processors, and IT professionals, or attorneys performing tasks that should be performed by such staff.

ARI expects to be informed and consulted prior to the engagement of any experts, consultants, litigation support vendors and e-discovery vendors. Outside counsel is responsible to insure all third party vendors are aware of and comply with these Guidelines when applicable.

V. Matter Management

ARI will utilize CounselLink to manage all of its matters. As such, outside counsel will be required to timely upload to CounselLink all relevant case supporting documents such as initial reports, pleadings, summaries, etc. ARI should not be required to request from outside counsel copies of any relevant case supporting documents. Outside counsel will also be required to timely update the current status of each of our matters, either through written communication or by using CounselLink's "Journal" functionality. It is imperative that ARI be able to determine the current status of each matter assigned to outside counsel at any and all times. **Failure of outside counsel to timely upload relevant case supporting documents, or to maintain the current status of a matter, will entitle ARI to withhold payment of outstanding invoices without penalty until remedied.**

VI. Alternative Fee Arrangements

ARI is receptive to alternatives to the conventional hourly billing model, including the use of fixed or flat fees, blended rates, contingency fees, etc. ARI encourages its firms to consider and propose alternative legal spend arrangements at the inception of matters whenever feasible. These alternative fee arrangements will be agreed to in writing and implemented using CounselLink.

VII. Prompt Pay Discounts

ARI expects to be afforded a prompt pay discount from our law firms based on industry standards. In keeping with this, ARI will include a prompt pay discount of 5% on your Fee Offer once approved in CounselLink. CounselLink will automatically apply the discount to your invoice if payment is submitted to your law firm within 15 days of invoice receipt into CounselLink.

VIII. Billing and Expense Guidelines

Notwithstanding anything to the contrary contained herein, ARI reserves the right, at all times to refuse to pay for tasks that ARI deems, in its sole discretion, as duplicative, unnecessary, excessive, administrative, clerical, or for any other reason, in ARI's sole discretion.

A. Rates

Law firms will submit a Fee Offer through CounselLink, for review and approval by ARI, of current individual timekeeper rates for those timekeepers approved to perform work for ARI. Charges invoiced at a rate that exceeds the approved CounselLink Fee Offer rate for a timekeeper as of the date of service will be reduced to the approved rate.

B. Budget

Law firms shall be required to submit through CounselLink for each matter assigned to it a budget for the life of the matter. Outside counsel will not be entitled to submit an invoice for legal services provided on a matter until it has submitted a budget through CounselLink and it has been approved by ARI.

C. Invoicing

Beginning January 1, 2018, you will be required to submit all invoices for legal services provided to ARI through CounselLink. It is the law firm's responsibility to view any reductions made to an invoice, in CounselLink / Invoice Overview Report. If you believe an item was incorrectly reduced, you may appeal the reduction by sending an email to legal@ahern.com with the invoice number, reduction line item and attorney's argument in favor of payment ("Appeal Process"). Any invoice that had reductions and has not gone through the Appeal Process within sixty (60) days of invoice approval will be considered paid in full and no appeals will be considered. Instructions on how to submit invoices through CounselLink are attached hereto as Appendix A.

A separate invoice must be submitted for each matter for which your firm has performed work during the relevant time period.

D. Invoice Format

Each invoice must include, at a minimum, the following information:

- Unique invoice number
- Invoice date
- Matter name
- Matter number in CounselLink
- Date services were performed
- Timekeeper name or ID
- Timekeeper title or level
- A narrative description of the service provided or task performed for each specific task. "Block billed" descriptions (grouping multiple activities under a single time charge) is prohibited. The description should clearly state the nature of the task performed sufficient to allow ARI to determine why it was necessary. Incomplete or vague charge descriptions are unacceptable. Examples include, but are not limited to: "as analysis," "conference," "attention to matter," "worked on discovery," "work on file," "prepare for meeting," "miscellaneous," "other," etc.
- Time entry to the nearest tenth (.10) of an hour
- Timekeeper rate
- Charge total
- Detail of reimbursable expenses and disbursements at actual cost

If your firm provides services on more than one matter during a billing period, a separate invoice for each matter is required. Block billing will not be accepted. Please refer to Appendix A for a discussion of block billing and how to properly format your charge entries.

E. Time Frames for Billing

Unless otherwise approved, invoices should be submitted monthly, the month following the date the service is provided or cost incurred. Charges for time expended or costs incurred which are greater than 90 days old at the time of invoice submission are considered untimely and may not be paid. Invoices will not be accepted if submitted through CounselLink more than 180 days after a matter has been closed.

F. Clerical Tasks

ARI will not reimburse outside counsel for clerical tasks regardless of the personnel performing them. These non-reimbursable clerical tasks include, but are not limited to, the following:

- Calendaring/docketing
- Word processing
- Data processing
- Faxing documents
- Mailing or transmitting documents
- Preparing transmittal letters
- Photocopying documents or files
- Organizing documents or files
- Updating documents or files
- Labeling
- Printing documents
- Collating or Bates stamping documents
- Document indexing
- Scanning or coding documents
- Binding documents
- Filing, serving or hand-delivering documents
- Other general clerical tasks, as deemed by ARI, in its sole discretion

G. Administrative Tasks

ARI will not reimburse for administrative tasks that it would expect to be included in the outside counsel billing rates. Non-reimbursable administrative tasks include, but are not limited to, the following:

- Preparation of timesheets and invoices
- Preparation of the budget, work plan or staffing proposal
- Opening/closing files
- All tasks related to conflicts checking
- Receiving and processing mail/faxes/email
- Scheduling appointments, events, depositions, conferences, deliveries, or travel
- Interacting with vendors and vendor invoice processing (calls, processing invoices etc.)
- Secretarial billings
- Database administration including maintenance, data loading, data conversion, etc.
- Internal messengers
- Attendance at seminars, continuing legal education or conferences

- Other general administrative tasks, as deemed by ARI, in its sole discretion

H. Legal Research

Legal research should be undertaken when necessary to protect ARI's interests. ARI expects to be consulted before any legal research is conducted. We would normally expect research projects to be conducted by experienced associates instead of partners. We expect to benefit from previously prepared briefs and memoranda, and when such briefs or memoranda exist we will pay only for actual time spent updating or tailoring the same to our needs. ARI will not pay for unapproved research, or research regarding fundamental concepts or local rules, the understanding of which is assumed by your firm's retention.

I. Third-Party Disbursements

Whenever possible, outside counsel should pay all third-party invoices (i.e. expert witnesses, court reporters, etc.) and then submit those charges as disbursements on the firm's monthly invoice to ARI as an expense item, with supporting documentation/invoice attached using the "Document Attachment" feature in CounselLink. Should an exception occur, contact ARI's General Counsel to discuss handling.

J. Expenses

Each expense or disbursement shall be billed at actual out-of-pocket cost. No mark-ups or administrative fees may be added, nor will they be paid by ARI. Each expense or disbursement should be itemized with a description sufficient for review, units, price per unit and total cost. ARI may refuse to pay for disbursements billed as "miscellaneous," billed in a group, (i.e., "travel expenses \$4,000.00"), or disbursements without any description. Specific expenses and disbursements, reimbursable and non-reimbursable, are addressed in the sections below.

K. Law Firm Overhead

ARI will not reimburse for the following overhead expenses that should be considered part of the firm's cost of doing business. Such expenses include, but are not limited to, the following:

- Electronic research (i.e. Lexis, Westlaw, CourtLink)
- Overtime expenses including overtime hours, meals and transportation
- Temporary staff charges
- Office rent/utilities
- Office supplies
- First class postage
- Interest on unpaid invoices
- In-house accounting fees
- Internet service fees
- Cellular telephone charges
- Local or long distance charges
- Fax charges
- Firm conference rooms
- Temporary office space
- Equipment rental
- Storage charges

- Laser printing
- Case management or litigation software or systems
- Computer hardware and software
- IT charges/database administration including database maintenance
- Costs of computer support or IT professionals
- Temporary word processing or clerical staff (regular and overtime charges)
- Internal messengers and couriers
- Subscriptions, books, periodicals, publications
- Professional association fees
- Group outings or hospitality
- Client entertainment
- Business meals or refreshments during the course of a work day (unless associated with travel, trials, meetings or depositions)
- Local mileage – 50 miles or less
- Other expenses deemed by ARI, as overhead, in ARI's sole discretion

L. Photocopies

ARI will pay for photocopies at a rate not to exceed \$0.10 per page. Color photocopies will be reimbursed at a rate not to exceed \$0.50 per page.

M. Express Mail/Messengers

ARI will not pay for Federal Express, Express Mail, or other overnight messenger/courier charges unless the use of such services was necessitated by time constraints imposed by ARI or because of the need for reliability given the nature of the items being transported. If these services must be used, and unless required for specific filing, packages must be sent for afternoon delivery, not morning delivery.

N. Telephone & Facsimile

ARI will not pay for local or long distance telephone calls, or mobile telephone calls. ARI will not pay for receipt or delivery of fax transmissions. It is preferred that, when feasible, correspondence and documents be transmitted by secure e-mail.

O. Travel

ARI expects that its outside counsel will use travel time spent on ARI's matters as productively as possible. ARI will not pay for non-productive travel time unless prior approval from ARI is received. Charges for attorney/staff time during travel shall not be billed if the time is spent doing work on non-ARI matters or is billed to another client. If the travel involves another client, ARI expects to only be billed for its proportionate share for both time and expenses.

ARI will reimburse reasonable and actual charges for transportation, lodging and meals necessary for effective representation, provided ARI is notified in advance. Personal travel expenses will not be reimbursed, including but not limited to salon expenses, alcohol, in-room or in-flight movies or entertainment, excess baggage expenses, travel agency expenses, shoe shines, toiletries, and luggage. Please discuss arrangements for international travel in advance with ARI. ARI will not pay for unapproved travel time.

1. Air Travel

Air travel shall be economy or coach class for all travel. ARI will not reimburse the cost of first class or business class travel, and expects that travel arrangements will be made far enough in advance to take advantage of any available cost effective discounts or special rates. Air travel receipts should be attached to the invoice using the Document Attachment feature in CounselLink. Please refer to the instructions attached as Appendix B.

2. Accommodations

ARI expects outside counsel to use good judgment when choosing accommodations and will compensate for hotel expenses consistent with the average moderately priced overnight accommodations for the geographical region. ARI will not reimburse outside counsel for four or five-star hotels. We will not reimburse for mini-bar expenses, in-room movies or entertainment or laundry. Overnight parking will also be compensated if a rental car is necessary. Hotel expenses should be itemized with the daily rate and the number of days and the receipts should be attached to the invoice using the Document Attachment feature in CounselLink. Please refer to the instructions attached as Appendix B.

3. Meals

ARI will reimburse for meals while outside counsel is traveling on ARI's business. Meals should be consistent with the average moderately priced meals for the geographical region. ARI will not reimburse for any meals not associated with travel unless prior approval has been received from ARI.

4. Ground Transportation

Unless it is more cost effective to do otherwise, or prior approval has been received from ARI, public transportation including taxis, rather than rental vehicles, should be utilized. If it is necessary to utilize a rental car, ARI will reimburse for up to mid-size class. ARI will also reimburse for tolls and parking when a rental car is required. ARI will not reimburse for limousines or town cars unless it is the most cost effective means of transportation. Should outside counsel use a personal vehicle for approved travel, mileage will be reimbursed at the current IRS rate. Local mileage (under 50 miles) will not be reimbursed.

IX. Confidentiality

The Company may provide outside counsel with copies of confidential and proprietary information relevant to the work outside counsel is performing on ARI's behalf. None of these documents or materials should be used by outside counsel directly or indirectly for any purpose other than in connection with its representation of ARI.

X. Sarbanes-Oxley

ARI expects that your firm will act in accord with Section 307 of the Sarbanes-Oxley Act of 2002 (the "Act") and all rules enacted pursuant to the Act. We expect that you have an internal policy or process in place to assure compliance with these provisions. Copies of any reports prepared pursuant to the Act should also be sent to ARI's General Counsel. All questions concerning any reporting should be directed to ARI's General Counsel.

XI. Records Retention

Upon completion of a matter for ARI, all original records or documents must be returned to ARI. All other documents or other information gathered through the course of the matter may not be destroyed except with written permission of ARI's General Counsel. If notified by ARI that any information in your firm's possession is subject to a litigation hold, all relevant information

should be preserved unless otherwise directed by ARI's General Counsel.

XII. Media Contact

All inquiries from the media regarding any of ARI's legal or business matters will be handled by ARI personnel. If outside counsel is contacted by the media, inquiries must be directed to ARI's General Counsel. Outside counsel is not at liberty to speak to the media regarding any ARI matters without the express approval of ARI's General Counsel.

XIII. Use of ARI's Name (including any subsidiaries)

Your firm is not authorized to use ARI's name in any firm marketing materials, websites, or presentations unless written approval has been received from ARI's General Counsel. In addition, discussion of any ARI legal matters during presentations, round tables or seminars is strictly prohibited.

XIV. Corporate Responsibility

ARI requests that, whenever practicable and reasonable, its law firms and vendors use electronic means for the transmission/filing of documentation, and use technology in lieu of travel in making appearances.

APPENDIX A INVOICE SUBMISSION POLICY

Invoice Submissions

To secure prompt and accurate payments to your firm, invoices in structured data format ("LEDES") submitted via the web site www.counsellink.net are preferred. When necessary, CounselLink will accept invoices in other formats, including e-mailing a .PDF or ASCII invoice, or mailing a white paper invoice.

Submission of a Structured Data File to CounselLink

- Export the invoice to the LEDES (ASCII) structured data format
- Log into www.counsellink.net using your assigned login and password
- Click on the "Upload Invoice" link on the law firm home page
- Browse to the saved LEDES invoice, select it and click "Open"
- Complete any other necessary information on the Invoice Submission page and click "Submit File"

Creating an Invoice in CounselLink

- Log into www.counsellink.net using the provided login and password
- Click on the "Matter Search" link on the law firm home page
- Search for the matter on which the invoice is to be submitted
- Select "Create Invoice" from the "Action" bar dropdown

- Enter information on the “Edit Invoice Screen” if applicable and click “Submit”
- Enter fees and expenses from the invoice screen
- Submit invoice

Alternative Forms of Submission

Email: A .PDF file or ASCII format copy of the invoice may be submitted via email to dept165@examen.com. Submit only one invoice per .PDF file, although multiple .PDF files may be attached to a single email.

Paper: An original copy of an invoice on white paper. If submitting paper invoices, a separate invoice must be submitted for each matter. When submitting invoices for multiple matters at one time, each invoice must begin on a new sheet of paper and must have a unique numerical identifier. Unique invoice numbers for individual matters may be created by adding a suffix to the invoice number created by your system (e.g., 12345 1, 12345-2, 12345-3, etc.).

Paper invoices should be sent to ARI c/o LexisNexis CounselLink, Attention: Department 165, 3831 North Freeway Boulevard, Suite 200, Sacramento, CA 95834.

Invoice Rejections/Reductions

It is the law firm’s responsibility to view any reductions made to an invoice, in CounselLink / Invoice Overview Report. If you believe an item was incorrectly reduced, you may appeal the reduction by sending an email to legal@ahem.com with the invoice number, reduction line item and attorney’s argument in favor of payment (“Appeal Process”). Any invoice that had reductions and has not gone through the Appeal Process within sixty (60) days of invoice approval will be considered paid in full and no appeals will be considered.

Invoices and the charges they reflect that in all respects conform to this Invoice Submission Policy (this “**Policy**”) will be promptly processed for payment. Invoices or charges that do not conform to this Policy may be rejected to your firm, in whole or in part, for correction. Invoices may also be rejected for the following reasons:

- Firm has not acknowledged these Guidelines in CounselLink
- Firm has not prepared and submitted a budget for the particular matter
- Invoice is not in the proper format
- Invoice contains a math error
- Invoice contains block billed charges
- No invoice number
- Duplicate invoice number
- Invoice date is in the future
- Charge date is in the future
- Invoice is an exact duplicate of a previous invoice
- Fee charges do not contain a date
- Fee charge does not contain date, timekeeper, units and rate
- Time increments not in tenths of an hour

- Unknown timekeeper
- No approved rate
- Expense charge has no description or back up receipt not attached
- Unknown or incorrect Matter ID
- At ARI's discretion
- Block Billing on Invoices

Invoices should set forth in detail the related professional, the distinct tasks and activities performed by each professional, the time expended in tenths of an hour and fees charged for that work in separate time entries. Additionally, the task description must be sufficiently descriptive in order to identify the facility, location or office involved. Descriptions of blocks, batches of activities or tasks under one charge are unacceptable. Invoices that contain any block billing entries will be returned.

For example, an invoice containing the following entry will be returned:

Hours Description

1.5 Reviewed plaintiff's interrogatory responses; prepared letter to opposing counsel regarding settlement options; continue drafting motion for summary judgment.

An acceptable method to enter the time entry would be:

Hours Description

1.5 Reviewed plaintiff's interrogatory responses (.3); prepared letter to opposing counsel regarding settlement options (.4); continue drafting motion for summary judgment (.8).

CounselLink Customer Support

CounselLink technical expertise is available to ARI's outside counsel at no cost. For technical support, please contact LexisNexis CounselLink's Customer Support Department at (800) 600-2282, option 2, then 1. If outside the United States, please contact +1 (916) 679-3899.

**APPENDIX B
DOCUMENT ATTACHMENT**

Law firms are able to attach case supporting documents such as pleadings, status reports and third-party invoices electronically to either an invoice or a matter. Documents will be permanently attached to the invoice or matter unless removed by the individual who attached them. Only the law firm and ARI will be able to view the documents. Most document formats are accepted including .PDF files.

Please do not use document attachment to submit law firm invoices.

Attaching a document to an Invoice (e.g. expense receipts)

- Log in to www.counselink.net
- Click on either “Created Invoices” or “Scheduled Invoices” (dependent upon the status of your invoice) on the law firm home page
- Click on “CounselLink Invoice Number”
- To add or search for a document , click on the “Documents” link
- To add a document, click on the “Add Document” link
- Type in the document name as you want it to appear in CounselLink
- Browse your file directory for the document to add by clicking the “Browse” button
- Select the category from the drop down
- Select “Yes” from the “Shared” drop down
- Select “Public” from the “Access Level” drop down
- Enter a free form description of the document in the “Description” box
- Enter a key word to assist in future searches in the “Key Word” box
- Click on “Save”

Attaching a case supporting document to a matter (e.g. initial report, pleadings, summaries, etc.)

- Log in to www.counselink.net
- From the Home page, click on “Matter Search”
- Enter the Matter Search criteria
- Click on the “Matter ID” or “Matter Title”
- Select “Documents” from the “Action” drop down
- Type in the document name as you want it to appear in CounselLink
- Browse your file directory for the document to add by clicking the “Browse” button
- Select the appropriate “Category” from the drop down
- Select “Yes” from the “Shared” drop down
- Select “Public” from the “Access Level” drop down
- Enter a free form description of the document in the “Description” box
- Enter a key word to assist in future searches in the “Key Word” box
- Click on “Save”