

Known 9p

Known

The 1975 Will of our Dad, Harold A. O'Connell, established a Testamentary Trust with Anthony M. O'Connell as Trustee.

Because Anthony M. O'Connell was not a resident of Virginia the Court required that a resident co-trustee be qualified with him. Herbert Anderson Higham agreed to serve as resident co-trustee with him.

Anthony M. O'Connell and Herbert Anderson Higham qualified as co-trustees under the Will of Harold A. O'Connell on June 20, 1986. Herbert Higham resigned as co-trustee on July 21, 1988, because Anthony M. O'Connell had become a Virginia resident. This left Anthony M. O'Connell as sole Trustee for the Trust under the Will of Harold A. O'Connell.



COMMONWEALTH OF VIRGINIA

Circuit Court of Fairfax County



This says Anthony M. O'Connell and Herbert Anderson Higham qualified as Trustees under the last will and testament of Harold A. O'Connell on June 20, 1986.

CERTIFICATE OF QUALIFICATION

State of Virginia

County of Fairfax, to-wit:

Fiduciary No. 21840

I, WARREN E. BARRY, Clerk of the Circuit Court of the County of Fairfax, Virginia, the same being a Court of Probate and of Record and having a seal, do hereby certify that it appears of record in my office pursuant to law that ANTHONY M. O'CONNELL & HERBERT ANDERSON HIGHAM

have been duly appointed TRUSTEES under the Last Will and Testament of: HAROLD A. O'CONNELL

and that they have duly qualified as such by taking the oath prescribed by law and by entering into and acknowledging a bond in the penalty of EIGHT HUNDRED FORTY TWO THOUSAND Dollars, with surety/without surety.

I further certify that the said appointment and qualification is still in full force and effect and has not been revoked.

Qualified on June 20, 1986,

IN TESTIMONY WHEREOF I have hereunto set my hand, and affixed the seal of said Court hereto, at Fairfax, Virginia this 20th day of June 19 86

WARREN E. BARRY, CLERK

By [Signature] Deputy Clerk

LAW OFFICES IN ALEXANDRIA,
CHARLOTTESVILLE, FAIRFAX,
NORFOLK, RICHMOND,
TYSONS CORNER, WILLIAMSBURG
AND WASHINGTON, D.C.

**MCGUIRE WOODS
BATTLE & BOOTHE**

8280 GREENSBORO DRIVE
SUITE 900, TYSONS CORNER
P.O. BOX 9346
MCLEAN, VIRGINIA 22102
TELEPHONE: (703) 356-2200
TELECOPIER: (703) 356-3660
TELEX: 62021320 MWBB TYS

EDGAR ALLEN PRICHARD
VIRGINIA AND DISTRICT
OF COLUMBIA BARS

July 22, 1988

Mr. Anthony M. O'Connell
2337 South 13th Street
St. Louis, Missouri 63104

Dear Tony:

Enclosed herewith you will find a plain copy and a certified copy of the Order which was entered by Judge Brown allowing the resignation of your co-trustee. Also enclosed you will find a copy of our petition. The certified copy of the Order can now be presented with an account to the date of Mr. Higham's resignation.

Sincerely yours,

E. A. Prichard
E. A. Prichard

EAP:in

Enclosures a/s

V I R G I N I A :

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

HERBERT ANDERSON HIGHAM, Co-Trustee)	
Harold A. O'Connell Trust U/W,)	
)	
Petitioner)	IN CHANCERY
)	NO. _____
v.)	
)	
ANTHONY M. O'CONNELL)	
Defendant)	

PETITION FOR RESIGNATION OF TRUSTEE

COMES NOW Petitioner, Herbert Anderson Higham, by counsel, and respectfully petitions this Honorable Court to allow Petitioner to resign as Co-Trustee, and in support thereof states as follows:

1. Harold A. O'Connell (the "decedent"), of Fairfax County, Virginia, died on May 26, 1975. On June 18, 1975, a paper dated April 11, 1974, was admitted to probate as the last will and testament of Harold A. O'Connell by the Clerk of the Circuit Court of Fairfax County, Virginia.
2. The decedent bequeathed to his wife, Jean M. O'Connell, an amount equal to approximately fifty percent (50%) of the value of his adjusted gross estate as finally determined for federal estate tax purposes. The decedent devised and bequeathed the remainder of his real and personal property to a trust established under his will.

3. The primary beneficiary of the trust is the decedent's wife, Jean M. O'Connell. Upon her death, the remaining principal and undistributed income of the trust will be divided equally among the decedent's lineal descendants, per stirpes.

4. Decedent appointed his son, Anthony M. O'Connell, to be the Trustee of any trust created under decedent's will.

5. Anthony M. O'Connell, qualified as Trustee of the trust before the Clerk of the Circuit Court of Fairfax County, Virginia. At the time of his qualification, Anthony M. O'Connell was not a resident of the Commonwealth of Virginia. To comply with the requirements of Section 26-59 of the Code of Virginia, your Petitioner, Herbert Anderson Higham, a Virginia resident, also qualified to serve as trustee. Anthony M. O'Connell and your Petitioner are currently serving as co-trustees. A certified copy of the Certificate of Qualification is attached hereto as Exhibit A.

6. Anthony M. O'Connell is now a resident of the Commonwealth of Virginia. Therefore, the Petitioner wishes to resign as co-trustee of the trust, thus allowing Anthony M. O'Connell to serve as the sole trustee, and does hereby tender his resignation for acceptance by the Court subject to approval of his accounts by the Commissioner of Accounts for Fairfax County, Virginia.

WHEREFORE for the foregoing reasons, Petitioner ,
prays that his resignation as co-trustee of the trust created
under the will of Harold A. O'Connell, will be accepted by
the Court, subject to the filing of an accounting with the
Commissioner of Accounts for Fairfax County and approval of
said accounting.

HERBERT ANDERSON HIGHAM
By counsel

McGuire, Woods, Battle & Boothe
8280 Greensboro Drive, Suite 900
McLean, Virginia 22102
(703) 356-2200

By: 
E. A. Prichard
Counsel for Petitioner



COMMONWEALTH OF VIRGINIA

Circuit Court of Fairfax County



This says Anthony M. O'Connell and Herbert Anderson Higham were still qualified as Trustees of the Trust established under the will of Harold A. O'Connell on May 16, 1988.

CERTIFICATE OF QUALIFICATION

State of Virginia

County of Fairfax, to-wit:

Fiduciary No. 21840

I, WARREN E. BARRY, Clerk of the Circuit Court of the County of Fairfax, Virginia, the same being a Court of Probate and of Record and having a seal, do hereby certify that it appears of record in my office pursuant to law that ANTHONY M. O'CONNELL & HERBERT ANDERSON HIGHAM

have been duly appointed TRUSTEES of the Trust established under the will of: HAROLD A. O'CONNELL

and that they have duly qualified as such by taking the oath prescribed by law and by entering into and acknowledging a bond in the penalty of eight hundred forty two thousand dollars, with/without surety.

I further certify that the said appointment and qualification is still in full force and effect and has not been revoked.

Still qualified on May 16, 1988

IN TESTIMONY WHEREOF I have hereunto set my hand, and affixed the seal of said Court hereto, at Fairfax, Virginia this 16th day of May, 1988.

WARREN E. BARRY, CLERK
By [Signature] Deputy Clerk

V I R G I N I A :

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

HERBERT ANDERSON HIGHAM, Co-Trustee)	
Harold A. O'Connell Trust U/W,)	
)	
Petitioner)	IN CHANCERY
)	NO. _____
v.)	
)	
ANTHONY M. O'CONNELL,)	
Defendant)	

ORDER

This cause came on to be heard upon Petitioner's motion seeking the Court's acceptance of the resignation of Herbert Anderson Higham, as co-trustee;

And the Court being satisfied that Anthony M. O'Connell (formerly a nonresident) was named as trustee of the trust created under the will of Harold A. O'Connell and qualified as such before the Clerk of the Circuit Court of Fairfax County, and to comply with the residency requirements of Section 26-59 of the Code of Virginia, Herbert Anderson Higham (a Virginia resident) also qualified to serve as co-trustee thereunder, and Anthony M. O'Connell is now a resident of the Commonwealth of Virginia; it is therefore


ADJUDGED, ORDERED and DECREED:

that the resignation of Herbert Anderson Higham as co-trustee of the trust under the will of Harold A. O'Connell

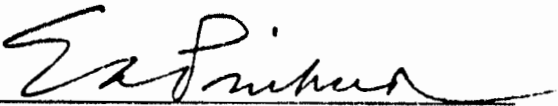
is hereby accepted subject to his filing a final account with the Commissioner of Accounts for Fairfax County and approval of said account.

Entered into this 21 day of July,

1988.

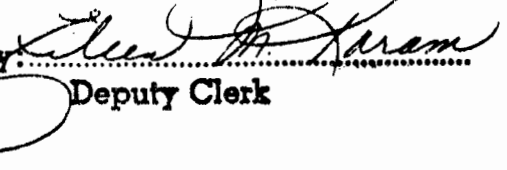

Judge

McGUIRE, WOODS, BATTLE & BOOTHE
8280 Greensboro Drive, Suite 900
McLean, Virginia 22102
(703) 356-2200


By: 
E.A. Prichard
Counsel for Petitioner

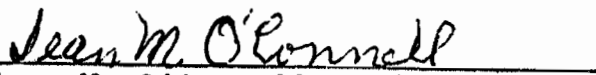
A COPY TESTE:

WARREN E. BARRY, CLERK

By: 
Deputy Clerk

SEEN AND AGREED:


Anthony M. O'Connell,
individually and as trustee
of the Harold A. O'Connell
Trust U/W


Jean M. O'Connell, primary
beneficiary of the Harold A.
O'Connell Trust U/W