

will58p

1975 Will of our Dad, Harold A. O'Connell, prepared
by our long time family attorney E. A. Prichard

E. A.
Prichard

**E. A.
Prichard
1974**

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

4085 UNIVERSITY DRIVE
P. O. BOX 338
FAIRFAX, VIRGINIA 22030
TELEPHONE: (703) 273-4600

March 28, 1974

OF COUNSEL
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WILLIAM C. BAUKNIGHT
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GEORGE FOX TROWBRIDGE, JR.
C. TORRENCE ARMSTRONG
N. CARR STOGNER, JR.

Mr. & Mrs. Harold A. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Re: Estate Plans

Dear Mr. and Mrs. O'Connell:

Enclosed please find proposed drafts of Wills for each of you for your review.

The Wills adopt "Plan B" as set forth in the memorandum forwarded to you with my November 28, 1973 letter. Under the plan each of you leaves one-half to the other with the remaining one-half placed in trust. The one-half placed in trust will not be taxed in the estate of the last of you to die. In addition the plan takes advantage of the maximum marital deduction thus minimizing federal estate taxes upon the death of the first of you to die.

In my opinion this plan is the best one for you considering all of the circumstances.

In order to make the plan fully effective the form of ownership of your two parcels of real estate should be changed from joint tenancy with right of survivorship to tenancy-in-common. We will, of course, prepare the deeds at the appropriate time.

You should note that the name of the alternate Executor and the Trustee has been left blank in each Will. Mr. Anthony O'Connell cannot serve as sole Executor or sole Trustee without having a resident of Virginia serve with him.

BOOTHE, PRICHARD & DUDLEY

Mr. & Mrs. Harold A. O'Connell
March 28, 1974
Page -2-

After you have reviewed the drafts, please call me so that any necessary corrections or revisions can be made, the name or names of the alternate Executor and the Trustee can be inserted and an execution conference scheduled.

Very truly yours,

A handwritten signature in cursive script, appearing to read "E. A. Prichard".

E. A. Prichard

EAP:cw

Enclosures

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April 29, 1974

E. WALLER DUDLEY
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MANASSAS OFFICE
9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

Mr. & Mrs. Harold A. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Dear Mr. & Mrs. O'Connell:

Enclosed herewith you will find the deed of your home property dividing it between you as tenants in common rather than as tenants by the entirety. We believe that we can persuade the Clerk to record it without charging a recording tax. Therefore, when you have signed it before a Notary Public, send it back to us so that we can hand carry it to the Clerk's Office for recordation.

Sincerely yours,



E. A. Prichard

EAP/rsc
Enc.

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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May 6, 1974

E. WALLER DUDLEY
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WILLIAM W. KOONTZ
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CARRINGTON WILLIAMS
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9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

Mr. & Mrs. Harold A. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Dear Mr. and Mrs. O'Connell:

I am in receipt of the Deed of Partition. It was recorded on May 2, 1974 as instrument #15528. Fortunately, the Clerk charged us the minimum fee and we did not have to pay a State Tax.

Sincerely yours,



E. A. Prichard

EAP/bb

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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TELEPHONE: (703) 273-4600

May 21, 1974

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
JOHN S. STUMP
EDGAR ALLEN PRICHARD
HAYNIE S. TROTTER
THOMAS J. MIDDLETON
FRED C. ALEXANDER, JR.
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9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

Mr. & Mrs. Harold A. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Dear Mr. & Mrs. O'Connell:

Enclosed herewith you will find Deed of Partition changing the form of ownership of your property. The deed was recorded May 2, 1974 in Deed Book 4026 at page 454 of the land records of Fairfax County.

Sincerely yours,



E. A. Prichard

C
Enc.

THIS DEED OF PARTITION made this 30th day of April, 1974, by and between HAROLD A. O'CONNELL and JEAN M. O'CONNELL, his wife, parties of the first part; HAROLD A. O'CONNELL, party of the second part; and JEAN M. O'CONNELL, party of the third part.

W I T N E S S E T H :

That for and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, receipt whereof is hereby acknowledged, the parties of the first part do hereby grant, bargain, sell and convey unto the party of the second part an undivided one-half interest, and unto the party of the third part an undivided one-half interest with GENERAL WARRANTY and English Covenants of Title, in those certain two lots or parcels of land, situate and being in Fairfax County, Virginia, and being more particularly described as follows:

Parcel # 1: BEGINNING at a stake and stones in the East Ravensworth line a corner to lines of G. Haines in line of lands of C. Potter's Estate and thence running with said line N 8-1/4° E. 450 feet to a stake and stones corner to lands heretofore conveyed by C. Huntington; thence with said land N 68-1/2° W. 939 feet to a stake and stones in center of abandoned road bed of Washington Southern Railway Company; thence with the center thereof S 21-1/2° W. 880 feet to a stake and stones; thence by lands of G. Haines N 89-1/4° E. 1121 feet to the beginning containing 15 acres more or less.

AND BEING that same property acquired by the parties of the first part by Deed recorded in Deed Book 831 at Page 216 among the aforesaid County land records.

Parcel # 2: BEGINNING at a pipe on the East side of an outlet road running along the East boundary of land formerly owned by Elliott and on the South side of the Franconia or Rolling Road; thence with the said side of the Franconia Road S 80° 15' E. 507.73 feet to a pipe; thence departing from the road and running through the land of J. W. Talbert, S 6° 59' W. 858.93 feet to a pipe; thence N 80° 15' W. 507.73 feet to a pipe on the said side of the outlet road; thence with the side of the outlet road N 6° 59' E. 858.93 feet to the beginning containing 10 acres.

AND BEING that same tract of land conveyed to the parties of the first part by Deed recorded in Deed Book A-13 at Page 37 among the aforesaid County land records.

LESS AND EXCEPT: 6.1953 acres acquired by the County School Board of Fairfax County by Decree recorded on September 22, 1964 in Deed Book 2513 at Page 514 of said land records.

ALSO LESS AND EXCEPT: 20,394 square feet of land acquired by the Commonwealth of Virginia by Certificate recorded on March 8, 1972 in Deed Book 3585 at Page 39 and Order recorded January 26, 1973 in Deed Book 3769 at Page 65 of said land records.

Ret to South, Krickard x Huddle

This conveyance is made subject to conditions, valid restrictions and rights of way of record.

WITNESS the following signatures and seals:

Harold A. O'Connell (SEAL)
HAROLD A. O'CONNELL

Jean M. O'Connell (SEAL)
JEAN M. O'CONNELL

Tax Paid	
Sec 58.21	50
Sec 58.2.1	17
Sec 58-64.1	

STATE OF VIRGINIA,
COUNTY OF FAIRFAX, to-wit:

The foregoing instrument was acknowledged before me this 30th day of April, 1974, by HAROLD A. O'CONNELL and JEAN M. O'CONNELL, his wife.

My Commission expires:
12 September 1977

David A. Setzer
Notary Public



In the Clerk's Office of the Circuit Court of
Fairfax County, Virginia MAY 2 1974 at 3:11 PM
This instrument was received and, with the
certificate annexed, admitted to record

Teste: _____ Clerk

Madeline Garding

LAW OFFICES
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TELEPHONE: (703) 273-4600

July 15, 1974

Mr. Harold A. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

FOR PROFESSIONAL SERVICES RENDERED

Conferences re estate plan, examination of deeds,
preparation of alternative plans based upon
different hypothesis, study of existing wills,
redrafting wills, preparation of deed, recordation
of same, negotiation with Clerk re recording
charges, supervision of will execution, telephone
calls - Services of Messrs. Prichard & Yates
September 1973, through May, 1974

\$1,125.50

EAP/rsc
731215/001/002

**E. A.
Prichard
1975**

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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P. O. BOX 338
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June 3, 1975

E. WALLER DUDLEY
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WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
JOHN S. STUMP
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C. TORRENCE ARMSTRONG
N. CARR STOGNER, JR.
EDWARD F. RODRIGUEZ, JR.
JAMES MERIWETHER LEWIS
ELIZABETH LAND LEWIS

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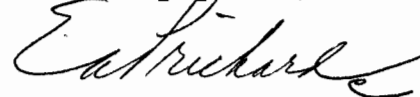
MANASSAS OFFICE
9256 MOSBY STREET
P. O. Box 528
MANASSAS, VIRGINIA 22110

Mrs. Harold A. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Dear Mrs. O'Connell:

Enclosed herewith you will find a copy of Mr. O'Connell's will which was executed in our offices on April 11, 1974. When you are ready to have the Will probated, please let us know and we will be happy to have someone from our firm accompany you to the Court House with the original Will.

Sincerely yours,



E. A. Prichard

c
Enc.

LAST WILL AND TESTAMENT

OF

HAROLD A. O'CONNELL

I, HAROLD A. O'CONNELL, of Fairfax County, Virginia, do make, publish and declare this to be my Last Will and Testament, hereby revoking all wills and codicils by me at any time heretofore made.

FIRST: I direct my Executor, as soon as practicable after my death, to pay out of the assets of my estate my enforceable debts, in accordance with their terms, the expenses of my last illness and funeral, without regard to any statutory limits on such expenses and the cost of administration of my estate.

SECOND: I give and bequeath all my tangible personal property which is not used exclusively in my business, and all policies of insurance relating to such property, to my wife, JEAN M. O'CONNELL, if she survives me and lives for sixty (60) days after my death, but if she does not so survive me, then I give and bequeath all of the aforesaid property to such of my children, presently, JEAN MARY O'CONNELL NADER, SHEILA ANN O'CONNELL TIERNEY and ANTHONY MINER O'CONNELL, who shall survive me, in equal shares. The judgment of the Executor in making the allocation shall be final and conclusive.

THIRD: Any interest that I may have in any joint bank accounts and joint savings and loan accounts and any stocks and bonds jointly in my name and that of my wife are hereby declared to be the sole property of my wife and my Executor shall make no claim against her on account thereof.

FOURTH: If my wife, JEAN M. O'CONNELL, shall survive me and live for sixty (60) days after my death, I give, devise and bequeath to her an amount equal to fifty percent (50%) of the value

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of my adjusted gross estate as finally determined for federal estate tax purposes, undiminished by estate or other death taxes, either state or federal, less the aggregate value of all interests in property, if any, which pass to my wife under any other provisions of this Will or which have already passed to her or for her benefit otherwise than under this Will, by operation of law, through life insurance policies, or otherwise, but only to the extent that such interests are included in determining my gross taxable estate and are allowable as a marital deduction for federal estate tax purposes. Such amount shall be called the "Marital Share". In making the computations necessary to determine the amount of the Marital Share, the final determinations for federal estate tax purposes shall control. My Executor shall have full power and the sole discretion to satisfy this devise and bequest wholly or partly in cash or in kind, and to select and designate, and to convey and assign to my wife the assets, including real estate and interests therein, owned by me at the time of my death, which will be transferred as the Marital Share; provided, however, that all assets so transferred as the Marital Share to my wife shall be valued at the value thereof as finally determined for federal estate tax purposes; and provided, further, that my Executor, in order to implement this devise and bequest, shall distribute as the Marital Share to my wife, assets having an aggregate fair market value at the date or dates of distribution amounting to no less than the amount of this devise and bequest as finally determined for federal estate tax purposes; and provided, further, that there shall not be conveyed as a part of the Marital Share to my wife any policy of insurance on the life of my wife, or any asset, or the proceeds of any assets, which will not qualify for the marital deduction. This devise and bequest shall abate to the extent that it cannot be satisfied in the

manner hereinabove provided. The exercise of the foregoing power and discretion by my Executor shall not be subject to question by or on behalf of any beneficiary.

FIFTH: All the rest, residue and remainder of my property, real and personal, tangible and intangible, wheresoever situate and howsoever held, including any property over which I have a power of appointment under any instrument, (including, in the event that my wife shall not survive me and live for sixty (60) days after my death, that portion of my estate which otherwise would comprise the Marital Share), herein referred to as my Residuary Estate, shall be disposed of as follows:

A. In the event that my wife, JEAN M. O'CONNELL, shall survive me and live for sixty (60) days after my death, I give, devise and bequeath my Residuary Estate to my Trustee, hereinafter named, in trust, herein referred to as my Residuary Trust, to be held, administered and disposed of by my Trustee as follows:

1. So long as my wife, JEAN M. O'CONNELL, shall live, my Trustee shall pay to her or expend for her benefit, in convenient installments, all the net income arising from my Residuary Trust from and after the date of my death. In addition to such income payments, so long as my wife shall live, my Trustee is authorized to pay to my wife or expend for her benefit, from time to time, so much of the principal of my Residuary Trust as my Trustee, in the sole discretion of my Trustee shall deem necessary for her support and maintenance; provided, however, that none of the principal of the Residuary Trust shall be so paid or expended for the benefit of my wife so long as income or assets are readily available to her from any other source. In determining whether income or assets are so available to my wife, my Trustee may rely, and shall be fully protected in relying, upon the affidavit of my

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wife or any other person whom the Trustee believes to be conversant with the circumstances.

2. Upon the death of my wife, my Residuary Trust as then constituted shall be paid over and delivered in equal shares to each child of mine who is living at my wife's death and to the then living lawful issue, collectively, of each child of mine who shall have theretofore died, such issue to take per stirpes the share which their ancestor, the deceased child of mine, would have taken if alive, subject, however, to the provisions hereinafter made with respect to the share of a beneficiary who has not attained the age of twenty-one years.

B. In the event that my wife, JEAN M. O'CONNELL, shall not survive me and live for sixty (60) days after my death, I give, devise and bequeath my Residuary Estate in equal shares to each child of mine who is living at my death and to the then living lawful issue, collectively, of each child of mine who shall predecease me, such issue to take per stirpes the share which their ancestor, the deceased child of mine, would have taken if alive, subject, however, to the provisions hereinafter made with respect to the share of a beneficiary who has not attained the age of twenty-one years.

C. If, under Paragraph A of this Article, a beneficiary who has not attained the age of twenty-one years, becomes entitled to receive any share or part of the principal of my Residuary Trust, my Trustee is authorized to retain such share or part in trust with power and authority in my Trustee, in the sole discretion of my Trustee, to accumulate the net income therefrom and add it to the principal thereof or to pay to, or expend for the benefit of, such beneficiary, with or without intervention of a guardian, so much of the income and principal of his or her share as my Trustee, in the sole discretion of my Trustee, shall deem

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necessary for the support, maintenance and education (including higher education) of such beneficiary until he or she attains twenty-one years of age, at which time he or she shall be entitled to receive his or her share or part free of any trusts. The foregoing provision shall not be construed to postpone the vesting of any share or part of my estate in such beneficiary, but shall have the effect only of postponing his or her uncontrolled enjoyment thereof until he or she attains the age of twenty-one years.

D. If, under Paragraph B of this Article, a beneficiary who has not attained the age of twenty-one years at my death shall become entitled to any share of my Residuary Estate, then notwithstanding anything herein to the contrary, I give, devise and bequeath such beneficiary's share to my Trustee, hereinafter named, in trust, to pay to or expend for the benefit of such beneficiary, with or without the intervention of a guardian, so much of the income and principal of his or her share as my Trustee, in the sole discretion of my Trustee, shall deem necessary for his or her support, maintenance and education (including higher education), adding to the principal of his or her share any income not so paid or expended, until he or she attains twenty-one years of age, at which time he or she shall be entitled to receive his or her share free of any trusts. This provision shall not be construed to postpone the vesting of any share of my Residuary Estate in such beneficiary, but shall have only the effect of postponing his or her uncontrolled enjoyment thereof until he or she attains the age of twenty-one years.

E. To the extent permitted by law, the interest of each beneficiary of any trust herein created shall be held by the Trustee upon the condition that the principal thereof and the income therefrom shall be applied to the support and maintenance of the respective beneficiary, and the interest of each beneficiary shall

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not be subject to his or her liabilities, claims of creditors, or to alienation, assignment, or anticipation by such beneficiary.

SIXTH: I direct my Executor to pay out of my Residuary Estate all estate, inheritance, transfer, legacy or succession taxes or death duties, including any interest or penalties thereon, which may be assessed or imposed with respect to my estate, or any part thereof, wheresoever situated, whether or not passing under my Will, including the taxable value of all policies of insurance on my life and of all transfers, powers, rights or interests includable in my estate for the purposes of such taxes and duties. Such payments shall not be prorated or charged against any of the other gifts in this Will or against property not passing under this Will.

SEVENTH: The term "issue", wherever used in this Will, shall be construed to mean lineal descendants in the first, second or any other degree of the ancestor designated, provided, however, that an adopted child and such adopted child's lineal descendants shall be considered as lineal descendants of the adopting parent or parents and of anyone who is by blood or adoption an ancestor of an adopting parent.

EIGHTH: (a) Whenever my Executor shall have a choice of dates in valuing property in my gross estate for estate tax purposes, or a choice between claiming any expense of administration as a deduction for income tax purposes or as a deduction for estate tax purposes, my Executor shall be authorized, but shall not be required, to make such choice as in the judgment of my Executor will result in the payment of the least amount of taxes in the aggregate, without regard to the effect thereof upon the respective interests of the persons interested in my estate, and my Executor shall be authorized, but shall not be required, to make adjustments between any such interests to compensate for the adverse effect thereof of any such choice. In addition, my Executor is hereby authorized to enter into agreements with appropriate governmental authorities and

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to make such other elections and exercise such other options as may be available on estate, inheritance and income tax returns all in such manner as to my Executor may seem most advisable.

(b) My Executor shall be authorized to join in or consent to income and gift tax returns with my said wife (or a legal representative of her estate) to the extent permitted by law and may pay out of my estate, without requiring any contribution from her or her estate, all income and gift taxes, including interest and penalties thereon, if any, payable for any period in respect of which such returns shall be so filed.

NINTH: In addition to and not in limitation of the rights, powers, privileges and discretions vested in executors by law, including specifically the powers of fiduciaries enumerated in Section 64.1-57 of the Code of Virginia as in force at the date of this Will, which powers are incorporated herein by reference, I give to my Executor in the administration of my estate and to my Trustee in the administration of any trust herein created the following powers, to be exercised, without application to any court, to such extent, at such time or times, upon such terms, and in such manner as my Executor or as my Trustee shall, in the absolute discretion of such Executor or Trustee, deem advisable and proper:

(a) To retain any property, real or personal, included in my estate or in any trust herein created, to change investments, and to invest and reinvest from time to time in such other property, real or personal, within or without the United States, including, without limitation, stocks of any classification and shares of or interests in any mutual fund, without being limited in such retention, investment or reinvestment to property authorized for investment by any applicable local law and without regard to diversification of assets.

(b) To sell, without notice, at public or private sale, for cash or on credit, with or without security, to exchange and to grant options to purchase any property, real or personal, not herein specifically devised or bequeathed which is included in my estate or in any trust herein created or is at any time held hereunder, and in so doing to execute all necessary deeds or other instruments.

(c) To borrow money, to mortgage or pledge as security any property held hereunder and to pay interest thereon at the prevailing rate.

(d) To lease for any period, exchange, partition, alter, demolish, improve or otherwise deal with real property.

(e) To make contracts and agreements, to compromise, settle, release, arbitrate or accept arbitration of any debts or claims in favor of or against my estate or any trust herein created and to extend, modify or waive the terms of leases, bonds, mortgages and other obligations or liens.

(f) To vote, in person or by proxy, any stock or securities held hereunder, and to exercise or delegate discretionary powers in connection therewith.

(g) To consent to and participate in any reorganization, consolidation, merger, dissolution, sale, lease, mortgage, purchase or other action affecting any stock or securities held hereunder, and to make payments in connection therewith.

(h) To deposit property with any protective, reorganization or similar committee, to exercise or delegate discretionary powers in connection therewith and to share in paying the compensation and expenses of such committee.

(i) To employ agents, attorneys, accountants, brokers, counsel, including investment counsel, or others, whether individual or corporate, and to pay their reasonable compensation and expenses. Any Executor or Trustee may serve in any such additional capacity and be so compensated for services rendered in such additional capacity.

(j) To hold any property, real or personal, in the name of a nominee.

(k) To determine in all cases of reasonable doubt the manner in which receipts and expenditures shall be allocated between principal and income.

(l) In dividing or distributing my estate or any trust herein created, to make such division or distribution in money, in kind, or partly in money and partly in kind, or by allotting or assigning undivided interests in property, even if one or more shares be composed in whole or in part of property different in kind from that of any other share.

(m) To make such divisions, distributions or advances, at any time and from time to time during the period of administration of my estate, of all or any part of the net income or principal of my estate as my Executor may, in the absolute discretion of my Executor, deem appropriate.

(n) To continue any business, joint venture, or investment, in which I may be engaged or in which I may have an interest at the time of my death, including the authority to incorporate any such business, joint venture, or investment, which is not incorporated at the time of my death, and to make funds available for the continuation of any such business, joint venture,

or investment, in the form of loans, stock subscriptions or otherwise as my Executor or my Trustee shall deem best.

(o) Generally to do any and all acts and things and to execute any and all such written instruments with respect to any property held hereunder which my Executor or my Trustee would be entitled to do were such property owned absolutely by my Executor or my Trustee.

The provisions of this Article shall continue in effect with respect to any property at any time held hereunder until the administration of my estate or of any trust herein created shall have been completed by the payment or distribution thereof pursuant to the terms of this Will.

TENTH: (a) Every election, determination, or other exercise by my Executor or by my Trustee of any right, power, privilege or discretion granted to my Executor or to my Trustee expressly or by implication in this my Will or by law, whether made upon a question actually raised or implied in the acts or proceedings of my Executor or of my Trustee shall, so far as permitted by law, be conclusive and binding upon all persons affected thereby.

(b) No person dealing with my Executor or with my Trustee shall be required to see to the application of any property paid or delivered to my Executor or to my Trustee, or to inquire into the expediency or propriety of any transaction or the authority of my Executor or of my Trustee to enter into or consummate the same upon such terms as my Executor or my Trustee may deem advisable.

ELEVENTH: (a) Any reference in this Will to my "Executor" or to my "Trustee" shall be deemed to include not only the Executrix or Trustee herein first named, but also any substitute or successor (or special or ancillary Co-Executor) at any time serving in a fiduciary capacity hereunder; and all rights, powers, privileges and discretions herein granted to my Executor or to my Trustee shall be deemed to be granted not only to the Executrix or to the Trustee herein first named, but also to any substitute or successor (or special or ancillary Co-Executor) at any time serving in a fiduciary capacity hereunder.

(b) I appoint my said wife, JEAN M. O'CONNELL, to serve as sole Executrix hereof. In the event that my said wife fails to become or ceases to be Executrix hereof for any reason, I appoint ANTHONY M. O'CONNELL as the substitute Executor hereof.

(c) I nominate and appoint as Trustee of any trust herein created ANTHONY M. O'CONNELL.

(d) So far as I may lawfully do so, I direct that no bond or other security shall be required of any Executor or Trustee serving hereunder for the faithful performance of duties in any jurisdiction.

(e) Except for willful default or gross negligence, my Executor and my Trustee shall not be liable for any act, omission, loss, damage or expense arising from the performance of duties under this Will, including the act, omission, loss, damage or expense caused by any agent appointed by my Executor or by my Trustee.

TWELFTH: It is my intention that this Will take full advantage of the maximum marital deduction under federal estate tax laws; therefore, all provisions of this Will shall be construed, and all powers of my Executor shall be construed and exercised, accordingly.

THIRTEENTH: The use of any gender herein shall be deemed to be or include the other genders and the use of the singular herein shall be deemed to be or include the plural (and vice versa), wherever appropriate.

FOURTEENTH: All references to this Will in the Articles hereof shall be deemed to mean this instrument as modified by any and all valid codicils hereto.

IN WITNESS WHEREOF, I, HAROLD A. O'CONNELL, herewith set my hand to this, my last Will, typewritten on twelve (12) sheets of

He

paper (including the attestation clause, signatures of witnesses, and acknowledgements) this 11th day of April, 1974, in the presence of each and all of the subscribing witnesses, each of whom I have requested in the presence of each of the others, to subscribe his or her name, together with his or her address, as an attesting witness, in my presence, and in the presence of each other.

Harold A. O'Connell (SEAL)
 HAROLD A. O'CONNELL

On the 11th day of April, 1974, HAROLD A. O'CONNELL declared to us, the undersigned, that the foregoing instrument was his Last Will and Testament and he requested us to act as witnesses to his signature thereon. He thereupon signed said Will in our presence, we being present at the same time; and we now, at his request, in his presence, and in the presence of each other do hereunto subscribe our names as witnesses. And we each of us declare that we believe this testator to be of sound mind and memory.

Ed Parker residing at Fairfax Va
George Towbridge residing at Verona, Va
Carroll J. Taylor, Jr. residing at Chatham, Va.

7AE

STATE OF VIRGINIA
 COUNTY/CITY OF FAIRFAX, to-wit:

Before me, the undersigned authority, on this day personally appeared HAROLD A. O'CONNELL, Ed Richard, Gary Dowdridge, and Carroll, known to me to be the testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument and, all of these persons being by me first duly sworn, HAROLD A. O'CONNELL, the testator, declared to me and to the witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly signed or directed another to sign the same for him, and executed it in the presence of said witnesses as his free and voluntary act for the purposes therein expressed; that said witnesses stated before me that the foregoing Will was executed and acknowledged by the testator as his Last Will and Testament in the presence of the said witnesses who, in his presence and at his request, and in the presence of each other, did subscribe their names thereto as attesting witnesses on the day of the date of said Will, and that the testator, at the time of the execution of said Will, was over the age of eighteen (18) years and of sound and disposing mind and memory.

Witness
 Testator

Ed Richard

~~Witness~~

Harold A. O'Connell

Witness

Gary Dowdridge

Witness

Carroll

7A

Subscribed, sworn and acknowledged before me by HAROLD A. O'CONNELL, the testator, subscribed and sworn before me by Ed Richards, George Dowbridge, and Carson Lee Dyer Jr. witnesses, this 11th day of April, A.D. 1974

Leith S. Casade
Notary Public



My Commission expires: Jun 24 1976

In the Clerk's Office of the Circuit Court of Fairfax County, Virginia June 18, 1975
Proved, Probated and ordered to be recorded.

Teste: W. FRANKLIN GOODING, CLERK
By: Francis D. Cornell
Deputy Clerk

He

IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF FAIRFAX
COUNTY, VIRGINIA June 18, 1975 Fid. 21840

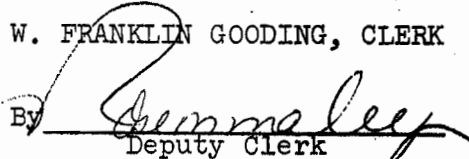
A paper writing purporting to be the Last Will and Testament of HAROLD A. O'CONNELL, dated the 11th day of April, 1974, was this day presented for probate by Jean M. O'Connell, who made oath thereto, and it appearing from the statement filed by her in connection therewith that the said HAROLD A. O'CONNELL died on the 26th day of May, 1975, and was at the time of his death a resident of the County of Fairfax, Virginia, and it further appearing that said paper writing was executed pursuant to the provisions of Sec. 64.1-87.1 of the Code of Virginia, said paper writing is admitted to probate and ordered to be recorded as and for the true Last Will and Testament of HAROLD A. O'CONNELL.

Thereupon Jean M. O'Connell, the Executor named in said will, is appointed and duly qualifies as such by taking the oath prescribed by law and entering into and acknowledging a bond in the penalty of One Hundred Fifty Thousand Dollars (no surety being required by direction of the Testator as set out in said will).

Which said bond, being duly signed, sealed, acknowledged and delivered by the obligor therein named, before me, is approved and ordered to be recorded.

Thereupon the said Executor filed with me, and subscribed and swore to the same before me, a list of the persons who would have been the heirs at law of the decedent had he died intestate, which is received and admitted to record.

Teste: W. FRANKLIN GOODING, CLERK

By 
Deputy Clerk

IN THE CIRCUIT COURT OF THE COUNTY OF FAIRFAX, VIRGINIA

List of the heirs at law, as required by Section 64.1-134 of the Code of Virginia, as amended, of

HAROLD A. O'CONNELL

who died testate on the 25th day of May, 1975.

The following would have been the heirs at law of the decedent had he died intestate:

NAMES OF HEIRS	AGE - YEARS	RELATIONSHIP	ADDRESS
Jean M. O'Connell	63	- wife	6541 Franconia Road Springfield, Va. 22150
Anthony M. O'Connell	33	- son	6525 Clayton Avenue St. Louis, Missouri 63139
Sheila Tierney O'Connell	35	- daughter	44 Carleton Street Portland, Maine 04102
Jean Nader O'Connell	37	- daughter	439 Spring Street New Kensington, Pa. 15061

I do solemnly swear that I have made diligent inquiry as to the names, ages and addresses of the heirs at law of the above named decedent and that I believe the above list of said heirs to be true and correct, so help me God.

Jean M O'Connell

Wife of the decedent.

Address: 6541 Franconia Road
Springfield, Va. 22150

VIRGINIA: Fairfax County, to-wit:

Subscribed and sworn to before me in my said office in the County aforesaid, this 18th day of June, 1975.

Laura D. Connell
Deputy Clerk of the Circuit Court of
the County of Fairfax, Virginia

In the Clerk's Office of the Circuit Court of the County of Fairfax, Virginia, this 18th day of June, 1975, this List of Heirs was received and filed and admitted to record.

Teste: W. FRANKLIN GOODING, CLERK

By: *Laura D. Connell*
Deputy Clerk

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

4085 UNIVERSITY DRIVE
P. O. BOX 338
FAIRFAX, VIRGINIA 22030
TELEPHONE (703) 273-4600

September 10, 1975

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
JOHN S. STUMP
EDGAR ALLEN PRICHARD
HAYNIE S. TROTTER
FRED C. ALEXANDER, JR.

MINERVA WILSON ANDREWS
MUNFORD R. YATES, JR.
RONALD K. INGÖE
MICHAEL T. BRADSHAW
THOMAS L. APPLER
THOMAS C. BROWN, JR.
CARSON LEE FIFER, JR.
K. STEWART EVANS, JR.
DAVID J. BREWER

R. DENNIS McARVER
RICHARD R. G. HOBSON
PHILIP TIERNEY
J. JAY CORSON, IV
STANLEY M. FRANKLIN
ARTHUR P. SCIBELLI
JAMES HOWE BROWN, JR.
CHARLES S. PERRY
COURTLAND L. TRAVER
R. TERRENCE NEY

GEORGE FOX TROWBRIDGE, JR.
C. TORRENCE ARMSTRONG
N. CARR STOGNER, JR.
EDWARD F. RODRIGUEZ, JR.
JAMES M. LEWIS
ELIZABETH LAND LEWIS
C. THOMAS HICKS, III
GRADY C. FRANK, JR.

OF COUNSEL
ARMISTEAD L. BOOTHE
SCHUYLER WILLIAM LIVINGSTON
GARDNER L. BOOTHE (1872-1964)

ALEXANDRIA OFFICE
711 PRINCESS STREET
P. O. BOX 1101
ALEXANDRIA, VIRGINIA 22313

RESTON OFFICE
11440 ISAAC NEWTON SQ., N.
RESTON, VIRGINIA 22090

MANASSAS OFFICE
9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

Mrs. Jean O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Re: Estate of Harold A. O'Connell

Dear Mrs. O'Connell:

Enclosed find the responses we received from Washington-Lee Savings and Loan Association and from Civil Service. My file indicates that no letter was ever sent to Northern Virginia Bank.

Since the responsibility of this firm ended on June 26, 1975, I enclose our statement for services rendered which is based solely on time expended by this firm.

Very truly yours,



Munford R. Yates, Jr.

MRY:pps

Enclosures

Original bill.

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

P. O. BOX 338
4085 UNIVERSITY DRIVE
FAIRFAX, VIRGINIA 22030
TELEPHONE: (703) 273-4600

September 10, 1975

Mrs. Jean O'Connell
6541 Franconia Road
Springfield, Virginia 22150

FOR PROFESSIONAL SERVICES RENDERED June 1975, including review of estate planning file; obtaining will from safe; preparation of memorandum and list of heirs; telephone conferences Mrs. O'Connell and conferences Mr. Prichard and Mr. Yates; conference Mr. Prichard, Mr. Yates and Mrs. O'Connell on June 18, 1975; appearance before Clerk of Court to obtain qualification of Mrs. O'Connell as Executrix; set up files; letters to banks, Civil Service and insurance companies to obtain requisite information and forms; conferences with Mrs. O'Connell re: valuation of real property; review of real estate assessment; conference Mrs. O'Connell re: return of papers; review and transmittal of responses; transmittal of insurance proceeds; finalization of file \$696.00

MRY:pps
731215/003

good man



Newly Muskall
Interest transferred
to trustee

main thing - go ahead
showing % goes in interest
that there to be co-trustee?

James Thompson
W/land you - James -
Lester in house

leave to son -
lawyer & commissioner

long qualify
to law

qualify trustee

Bond fee - Lawyer fee so
bond pd when sold.
nominal amt now.

look over carefully. I call for
qualifying trustee 1/2 questions
then trust - lawyer

later non-taxable exchange

Equalization Bd.
691-3213

will call when get
another date open

do not
(1st d

Clark 691-2224
691-4193 - give
judiciary no. 21840

(Proceeds
come in - security bond -)
(be resident with)
Patty Mooto. P)



good man

BE3-1

Newry Muckall
Interest transferred
to trustee
main thing - go ahead
showing % goes in interest
not have to be co-trustee?

James Muckall -
Newry Muckall
James Muckall

BE3-6
leave to son -
lawyer & commissioner

Long qualify
to be BE3-2

BE3-7
qualify trustee

BE3-3
Bond fee - Lawyer fee as
bond pd when sold.
nominal amt now.

Investigation Bl.
691-3213
will call when get
another date open

Do Ann's
LTD

BE3-8
Clerk 691-2224
691-4193 - give
fiduciary no. 21840
(overseer)
(come in - surety bond -)
Do resident with
Patt. moato. T. BE3-9

look over carefully. I call for
qualifying trustee 1/2 questions
then trust - lawyer
BE3-4
later non - taxable exchange -
BE3-5

E. A.
Prichard
1988

DEED OF BARGAIN AND SALE

THIS DEED, made this 21st day of April, 1988, by and between JEAN MINER/O'CONNELL, unmarried; and ANTHONY M./O'CONNELL and HERBERT A./HIGHAM, Trustees of the Trust established by the Will of the late Harold A./O'Connell, hereinafter called Grantors; and LYNCH PROPERTIES LIMITED PARTNERSHIP, a Virginia limited partnership, hereinafter called Grantee, provides:

That for \$10.00 and other valuable consideration, the receipt of which is hereby acknowledged, the aforementioned Trustees hereby grant, bargain, sell and convey with Special Warranty, and the aforementioned Jean Miner O'Connell hereby grants, bargains, sells and conveys with General Warranty of title unto the Grantee, the following real estate, located in Fairfax County, Virginia, containing 3.23987 acres:

Beginning at a point marking the intersection of the Easterly right-of-way line of Frontier Drive (Route #2677) and the Southerly right-of-way line of Franconia Road (Route #644), thence with the Southerly right-of-way line of Franconia Road S 86° 51' 59" E, 369.48 feet, to a point marking a Northwesterly corner of the property of the County School Board of Fairfax County; thence with the boundary of said School Board S 00° 49' 33" W. 374.84 feet to a concrete monument; and N 89° 10' 27" W, 369.18 feet, to a point on the aforementioned right-of-way line of Frontier Drive; thence with said right-of-way line of Frontier Drive N 00° 49' 33" E, 389.72 feet to the point of beginning, containing 3.23987 acres of land.

AND BEING the same property conveyed to Harold A./O'Connell and Jean M. O'Connell, his wife, as joint tenants with the common law right of survivorship by deed recorded in Deed Book A-13 at Page 37. Whereas by Deed of Partition recorded in Deed Book 4026 at Page 454, the property was reconveyed to Harold A. O'Connell as to an undivided one-half interest and to Jean M. O'Connell, as to an undivided one-half interest, whereas

Harold A. O'Connell died testate May 26, 1975, and by his Last Will and Testament recorded in Will Book 201 at Page 96, devised his interest to his executor Anthony M. O'Connell, Trustee; whereas Anthony M. O'Connell, Trustee, could not qualify and Herbert A. Higham, Trustee, was appointed to act in his place and stead.

BK7005 0634

PC BOX 607
Springfield, VA 22150

COLUMBIA BANKIER SETTLEMENT & TITLE SERVICES, INC.
8251 GREENSBORO DR. SUITE 600
MCLEAN, VA 22102

McGUIREWOODS
BATTLE & BOOTHE

8280 GREENSBORO DRIVE
SUITE 900, TYSONS CORNER
P.O. BOX 9346
MCLEAN, VA 22101
TELEPHONE: 703/356-2200

Anthony M. O'Connell
2337 South Thirteenth Street
St. Louis, MO 63104

May 12, 1988
INV# 71210 PAGE 1
CLIENT REFERENCE #

FOR PROFESSIONAL SERVICES RENDERED

TAX I.D. 54-0505857

RE OUR FILE # 1880235.002
O'CONNELL - Prepare Resigna-
tion of Co-Trustee

THROUGH 04/30/88

04/29/88 Research and memorandum to Mr. Prichard re need to
petition court to allow co-trustee to resign.

SERVICES RENDERED....\$	150.00
TOTAL CURRENT BILLING FOR THIS FILE.\$	150.00
PLEASE REMIT TOTAL BALANCE DUE.....\$	150.00

EAP / EAP
MWBB#1880235

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

May 18, 1988

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

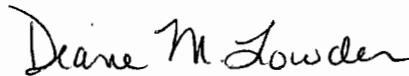
Dear Mr. O'Connell:

I am an attorney working with Ed Prichard. He had to go out of town on business and asked me to send to you the Petition and Order which will be filed in Fairfax Circuit Court requesting the Court's permission to allow Herbert Higham to resign as co-trustee of the trust under Harold O'Connell's will. The Petition is merely a copy which you may keep for your records. The Order, however, must be signed by you and returned to me before we can file it with the Court. I have enclosed a self-addressed envelope for your convenience. Upon receipt, I will then forward it to your mother for her signature as well.

If you have any questions, please give me a call.

With best regards,

Sincerely,



Diane M. Lowder

jws
Enclosures
cc: E. A. Prichard, Esquire

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

May 27, 1988

Mrs. Jean M. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

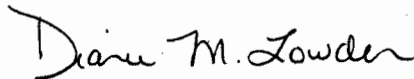
Dear Mrs. O'Connell:

I am an attorney working with Mr. Ed Prichard with regard to the resignation of Herbert Higham as co-trustee of the trust created under your husband's will. Mr. Higham's resignation will permit your son, Anthony, to serve alone as the sole trustee of this trust. In order to facilitate this resignation, the enclosed Petition and Order will be filed in Fairfax Circuit Court. To demonstrate your consent to this resignation and as the primary beneficiary of the trust, I ask that you sign the order and return it to me in the enclosed envelope. The Petition is merely a copy which you may keep for your records.

If you have any questions regarding this resignation, please feel free to give me a call.

With best regards,

Sincerely,



Diane M. Lowder

jws
Enclosures
cc: E. A. Prichard, Esquire

McGUIRE WOODS
BATTLE & BOOTHE

8280 GREENSBORO DRIVE
SUITE 900, TYSONS CORNER
P.O. BOX 9346
MCLEAN, VA 22101
TELEPHONE: 703/356-2200

June 21, 1988
INV# 73027 PAGE 1
CLIENT REFERENCE #

Anthony M. O'Connell
2337 South Thirteenth Street
St. Louis, MO 63104

FOR PROFESSIONAL SERVICES RENDERED

TAX I.D. 54-0505857

RE OUR FILE # 1880235.002 THROUGH 05/31/88
O'CONNELL - Prepare Resigna-
tion of Co-Trustee

- 04/28/88 Conference with Ms. Lowder re resignation of
Trustee; conference with Mr. Prichard;
- 04/28/88 conference with Mr. Dimos re resignation of
Trustee;
- 05/02/88 drafting petition and order allowing co-trustee to
resign his fiduciary duties;
- 05/12/88 review petition and order;
- 05/13/88 telephone call to Clerk's office to obtain a
certified copy of certificate of qualification;
- 05/16/88 conference with Ms. Lowder re resignation of
co-trustee; telephone call to Court re securing
certificate of qualification;
- 05/16/88 obtain certified copy of certificate of
qualification; conference with Mr. Prichard;
- 05/17/88 arrange messenger to pick up certificate of
qualification for trustees from Court;
- 05/17/88 correspondence to client to forward Petition and
Order for trustee resignation;
- 05/27/88 correspondence to Mrs. O'Connell to forward
Petition and Order for her signature.

SERVICES RENDERED....\$ 539.00

COSTS ADVANCED:

05/13/88 Cert. of Qualification \$ 1.00

TOTAL COSTS ADVANCED.....\$ 1.00
TOTAL CURRENT BILLING FOR THIS FILE.\$ 540.00

McGUIRE WOODS
BATTLE & BOOTHE

Anthony M. O'Connell

June 21, 1988
INV# 73027

PAGE 2

PLEASE REMIT TOTAL BALANCE DUE.....\$ 540.00

EAP / EAP
MWBB#1880235

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)	

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 _____ day of _____, 1988.

Judge

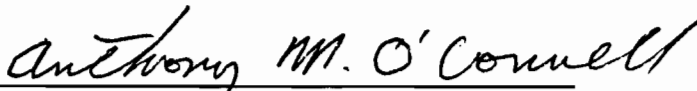
McGUIRE, WOODS, BATTLE & BOOTHE
8280 Greensboro Drive, Suite 900
McLean, Virginia 22102
(703) 356-2200

By:

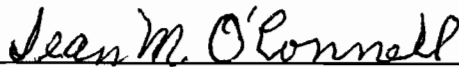


E.A. Prichard
Counsel for Petitioner

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

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

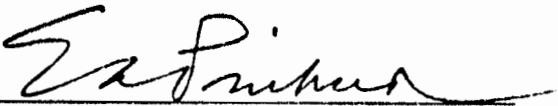
is hereby accepted subject to his filing a final account with the Commissioner of Accounts for Fairfax County and approval of said account.

Entered into this 21 day of July,

1988.

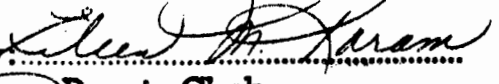

Judge

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


By: 
E.A. Prichard
Counsel for Petitioner

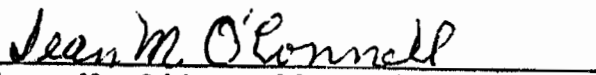
A COPY TESTE:

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

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



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 surety/without surety.

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

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, 19 88.

WARREN E. BARRY, CLERK

By [Signature] Deputy Clerk

**E. A.
Prichard
1991**

McGUIRE WOODS
BATTLE & BOOTHE

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

Court Square Building
Charlottesville, VA 22901

World Trade Center
Norfolk, VA 23510

EDGAR ALLEN PRICHARD
VIRGINIA AND DISTRICT
OF COLUMBIA BARS
DIRECT DIAL: (703) 712-5443

8280 Greensboro Drive
Suite 900
P.O. Box 9346
McLean, Virginia 22102

(703) 712-5000

Fax: (703) 712-5050

July 2, 1991

One James Center
Richmond, VA 23219

The Army and Navy Club Building
1627 Eye Street, N.W.
Washington, DC 20006

41 Avenue des Arts
1040 Brussels, Belgium

Mr. Anthony O'Connell
5641 Franconia Road
Springfield, Virginia 22150

Dear Tony:

I have looked at our file copy of your father's will and find there is nothing in the trust provisions which changes the way the sale of real estate is handled by you as Trustee. You had the power as Trustee to retain land as a part of the trust even though it yielded no income. You also had the power to sell the real estate. Upon its sale you as a fiduciary have the obligation to pay state and federal income taxes. You may pay the tax from the gross proceeds of sale. Once having paid the taxes you should reinvest the remainder of the proceeds of sale and pay the net income to your mother for life. Of course, you also have the power to distribute principal to your mother should she need it.

You will find my bill enclosed.

Sincerely yours,



E. A. Prichard

EAP:in

Enclosure

**McGUIRE WOODS
BATTLE & BOOTHE**

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

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Charlottesville, VA 22901

3950 Chain Bridge Road
Fairfax, VA 22030

8280 Greensboro Drive
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P.O. Box 9346
McLean, Virginia 22102

(703) 712-5000

Fax: (703) 712-5050

November 15, 1991

World Trade Center
Norfolk, VA 23510

One James Center
Richmond, VA 23219

137 York Street
Williamsburg, VA 23185

The Army and Navy Club Building
1627 Eye Street, N.W.
Washington, DC 20006

Anthony M. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

**Re: Land Trust Agreement for approximately 15 acres of land located
in Fairfax County, Virginia, known as Accotink**

Dear Mr. O'Connell:

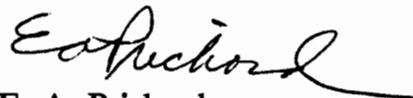
Enclosed for your review please find drafts of the following:

1. Deed in Trust Under Land Trust Agreement;
2. Power of Attorney; and
3. Land Trust Agreement.

When reviewing these documents, we would appreciate your specifically verifying that the ownership percentages set forth on page 12 of the Land Trust Agreement are accurate. Additionally, since we noticed a discrepancy between the way your sister Sheila's last name was spelled in your letter to me of October 23 and in your mother's will, we would like you to verify which spelling is accurate.

Please call me once you have had an opportunity to review the enclosed.

Sincerely yours,



E. A. Prichard

EAP/RAH/slw
Enclosures

**E. A.
Prichard
1992**

**MCGUIREWOODS
BATTLE & BOOTHE**

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One James Center
Richmond, VA 23219

The Army and Navy Club Building
1627 Eye Street, N.W.
Washington, DC 20006

Avenue des Arts 41
1040 Brussels, Belgium

January 15, 1992

Mr. Anthony M. O'Connell
6541 Franconia Road
Springfield, Virginia 22150

Re: Accotink

Dear Tony:

You and I have recently discussed different ways you and your sisters can hold title to the Accotink property. As you know, one option is to establish a land trust. A land trust is basically a general partnership with title to the land being held by a Trustee as a convenience to the partnership. The beneficiaries of a land trust file partnership returns. Profits and losses are distributed and taxed pro-rata depending on the share of each partner.

Another alternative is to form and transfer the property to an S corporation. As we discussed, the main benefits to structuring the transaction in this fashion are that corporation law is well-established and relatively straight-forward, it provides for a centralized form of management over the property, and it limits liability to assets owned by the corporation, and not those owned individually.

There is, however, a third approach that should be considered as well -- a limited partnership. As you may know, limited partners cannot participate in the control of a limited partnership. Accordingly, we could structure such a partnership to be comprised of one general partner and two limited partners, who would be your sisters. Although we could appoint you as the general partner, my preference would be to form a corporation, which would be wholly owned by you, that would serve as general partner. Just as one of the benefits to an S corporation is its limited liability aspect, a corporate general partner wholly owned by you would limit your potential exposure should a claim or grievance arise out of the ownership or your management of the property.

Mr. Anthony M. O'Connell
January 15, 1992
Page 2

Like most limited partnership agreements, the partnership documents we would prepare would give the general partner broad control over the partnership's daily operations. Since you would own 100% of the stock of the corporation that serves as general partner, you would, as an officer or director of the corporation, be in indirect control of the partnership. This is thus one advantage over an S corporation, which would require the formation of special voting rights to enable you, as equal beneficial owner of the property with each of your sisters, to maintain control over the property.

Another advantage to structuring this transaction as a limited partnership is that we could incorporate into the partnership documents a right on behalf of the general partner to require all partners, including limited partners, to inject capital when the general partner deems necessary. Although these required infusions could be set up to be in any proportions agreed to by the parties, we could establish them to be in proportion to the ownership interest of each of the individual partners. Accordingly, this would help alleviate your concern about your ability to get funds from your sisters when necessary.

We would also draft the partnership agreement to restrict the ability of each limited partner to transfer his or her interest. This provision would stipulate that a limited partner's interest could be transferred only with the consent of the general partner, which consent could be withheld in the general partner's sole discretion. Not only would this give you, through the corporate general partner, some control over who the beneficial owners of Accotink would be, but it also satisfies various tax law requirements that must be met when establishing a valid partnership.

Finally, when comparing a limited partnership and an S corporation, you should consider the tax consequences that will arise when the property is eventually conveyed from the entity to individuals. When property is distributed from a corporation to one or more of its shareholders, it is deemed for income tax purposes to be sold at the property's fair market value at the time of the transfer. When property is conveyed from a partnership to an individual, however, this presumption of a sale does not apply. Accordingly, to minimize potential tax liability several years in the future when this property is conveyed from the entity, it may be beneficial to put the property in a partnership's name, rather than in the name of a corporation.

I should caution you that establishing a limited partnership as contemplated by this letter is a slightly more expensive proposition than simply establishing an S corporation, since in the former instance we would form both a partnership and a corporation, while in the latter we would form only a corporation. However, you may find that this added cost would be ultimately outweighed by the advantages of structuring the transaction in this fashion.

Regardless of which of the above options you choose, the Lynch deed of trust note could be used to fund the expenses of developing the land. The note could

Mr. Anthony M. O'Connell
January 15, 1992
Page 3

be transferred to either a limited partnership or an S corporation as capital. It could also be transferred to you as Trustee for a Virginia land trust and held as capital.

I would be happy to discuss this third alternative with you and your sisters in greater detail.

I spoke to your sister in Maine. She asked whether she could endorse over her share of the Lynch note conditionally, and I agreed she could. She had in mind agreeing that up to \$X per year could be spent by you for expenses and the balance remitted to her.

I look forward to hearing from you.

Very truly yours,



E. A. Prichard

EAP:RAH:tle

cc: Francis X. Mellon, Esquire
Mark C. Dorigan, Esquire
Robin Heimann-McGhee, Esquire

5368\letters\oconnell.ltr

**McGUIRE WOODS
BATTLE & BOOTHE**

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EDGAR ALLEN PRICHARD
VIRGINIA AND DISTRICT
OF COLUMBIA BARS
DIRECT DIAL: (703) 712-5443

July 20, 1992

Mr. Anthony O'Connell
6541 Franconia Road
Springfield, Virginia 22150

RE: Land Trust Agreement

Dear Tony:

Enclosed is a revised version of the Land Trust Agreement for the Accotink property. As you suggest, I have amended the agreement to allow you, as Trustee, to sell, exchange, convey, mortgage, or assign the property without the consent of your sisters or their successors, as Beneficiaries.

You should be aware that such authority might not withstand judicial scrutiny. A court of equity could conclude that you have not acted properly in that you are the Trustee, the Attorney-in-Fact, and a Beneficiary. Courts generally uphold a broad grant of authority to the trustee of a real trust, but since this is a land trust where the power to manage and control the property typically remains with the beneficiaries and you are serving as both the trustee and the attorney-in-fact, as well as being a beneficiary, a court might allow one or both of your sisters or their successors to challenge a sale of the property.

Your authority, as Trustee, to sell the property is much less susceptible to legal challenge as long as you remain the Attorney-in-Fact, and as such give a written direction to the Trustee to sell the property.

We have found no Virginia authority to preclude granting the Trustee such broad powers, but you should understand that despite the broad grant of power to the Trustee in the Agreement, the Beneficiaries may still be allowed to contest a sale of the property.

Mr. Anthony O'Connell
July 20, 1992
Page Two

Also, I have included the compensation provisions you requested in a new paragraph 9. An additional warning should be given in relation to the amount of compensation, in that a 1/3 commission of the value added is much greater than Virginia courts generally find to be reasonable. The courts usually hold that a 5% commission on sales is reasonable compensation, with slight increases or decreases depending on the duties and efforts required of the trustee. Again, we have found no Virginia authority precluding a 1/3 commission of any realized gain in value, but if challenged, a court might reduce the percentage.

I look forward to hearing from you after you have had a chance to review these revisions.

Very truly yours,

A handwritten signature in cursive script, appearing to read "E. A. Prichard", with a long, sweeping tail extending to the right.

E. A. Prichard

EAP/tjt
Enclosure (As stated)

**E. A.
Prichard
1993**

McGUIRE WOODS
BATTLE & BOOTHE

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1040 Brussels, Belgium

EDGAR ALLEN PRICHARD
VIRGINIA AND DISTRICT
OF COLUMBIA BARS
DIRECT DIAL: (703) 712-5443

February 11, 1993

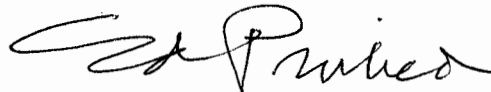
Mr. Anthony O'Connell
6541 Franconia Road
Springfield, Virginia, 22150

Dear Tony:

You spoke with Tim Dimos on the telephone so you know his advice: that insofar as transfer of title is concerned the Virginia Land Trust Agreement which was signed by your sisters and yourself operates to transfer title to you as Trustee. Tim believes, however, that you will need a receipt to show the Commissioner of Accounts in order to close out the trust created by your father. I have prepared such a receipt and enclose two copies. Bearing in mind that you would prefer not to have to ask your sisters to sign anything else I have made it an assignment and receipt calling for your signatures only. Attach to it a copy of the recorded land trust agreement and I believe it should satisfy the Commissioner of Accounts. If it does not the worst that will result is that we will have to add the signatures of your two sisters. I will keep the receipt in my computer so that if the other two signatures are required I can add them and print a new receipt.

If Jesse Wilson has a question about the receipt you may tell him that you will have me call him and explain my thinking.

Sincerely yours,



E. A. Prichard

EAP