

prichard89p [mail]
Mr E A Prichard was our long time family lawyer

E. A. Prichard

**E. A.
Prichard
1973**

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

September 5, 1973

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINSHIP, JR.
CARRINGTON WILLIAMS
JOHN S. STUMP
EDGAR ALLEN PRICHARD
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MINERVA WILSON ANDREWS
MUNFORD R. YATES, JR.
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MICHAEL T. BRADSHAW
THOMAS L. APPLER
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11440 ISAAC NEWTON SQ., N.
RESTON, VIRGINIA 22070

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:

In accordance with our conversation, you will find enclosed a memorandum which you may wish to use in negotiating with the prospective tenants of your property adjacent to Springfield Mall.

Sincerely yours,



E. A. Prichard

EAP/rsc
Enc.

BOOTHE, PRICHARD & DUDLEY

4085 UNIVERSITY DRIVE
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September 5, 1973

MEMORANDUM

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
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MANASSAS, VIRGINIA 22110

TO: Mr. & Mrs. Harold A. O'Connell

RE: Leasing of 3-1/3 acres adjacent to Springfield Mall

I suggest that your interests would be best served by a long-term lease of your property instead of a sale. If you sell the property, you will have to pay Federal and State income taxes which take up 35% to 40% of the money received depending upon whether you sell outright or under an installment sales contract. If you enter into a long-term lease, you will not have to pay income tax on the value of the property (although you will have to pay on the rent, of course). You can leave the property to your children by Will and they will continue to receive the rent during the balance of the term. At the expiration of the term, your children or grandchildren will be able to relet the property or to reclaim possession of it with the improvements that have been put there by the lessee.

I suggest that a lease for your protection should have the following terms:

1. The term should be at least fifty (50) years.
2. The rent should be payable monthly.
3. There should be a provision for recalculation of rent at appropriate intervals based upon reappraisals of the property. I suggest such re-evaluation occur at the end of the 20th year and every 10 years thereafter. Alternatively, the rent should be readjusted every 5 years based upon the cost of living index for the Washington, D. C. Metropolitan Area.

Mr. & Mrs. Harold A. O'Connell

-2-

September 5, 1973

4. The lessee should be required to pay all taxes and insurance. The insurance should protect your interests as well as the lessee's. The lessee should be required to rebuild in the event of fire or other destruction.
5. The lessee should be required to take care of rezoning the property at his expense.
6. You should be permitted to live in the property rent free during the period prior to rezoning.
7. The lessee should pay the taxes and insurance during the period the application for rezoning is pending.
8. The rental should be based upon 8% of the appraised value of the property after rezoning per year.
9. You should not be required to join in any construction or permanent mortgage on the property.
10. The lessee should prepay a sufficient amount of rent to allow you to purchase another suitable home.
11. The commission of the real estate broker should be payable as the rent is received rather than in a lump sum.
12. The lease should contain a condemnation clause which would give you the full value of the land in the event of condemnation with the value of the improvements being paid to the lessee.

EAP.rsc

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November 28, 1973

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

Dear Mr. O'Connell:

When we last talked I told you that I would have some figures prepared which would show you graphically how much money would be saved in income tax and death taxes as a result of choosing a lease rather than the sale of your home property. We have had to make some basic assumptions in order to come up with figures. It probably will turn out that some of the assumptions are incorrect, but I believe the principles will apply to the actual figures as well as to those of the assumptions.

We assumed that the property in which you and Mrs. O'Connell live is in joint tenancy with the common law right of survivorship and that the nominal basis was contributed equally by you and Mrs. O'Connell. We have assumed two different valuations for the property: \$750,000 and \$900,000. As you will see from the enclosed memorandum prepared by Munford Yates there would be a saving of on the order of \$150,000 if you were to choose a lease over a straight sale at an evaluation of \$750,000 and there would be a saving of nearly \$200,000 if you chose a lease over a straight sale based on a valuation of \$900,000. We have assumed that you will retain a parcel of acreage at Cinderbed Road and that it will be sold by your heirs in order to provide funds to pay estate taxes.

Mr. Harold A. O'Connell

-2-

November 28, 1973

I know that it will take you some time to go through these assumptions. When you have done so, I trust that you will give me a call so that we can get together and discuss where we go from here.

I have heard from Mr. Fried and he is anxious to know whether you will entertain his proposition. I have not heard further from the W. R. Grace Company

Sincerely yours,

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

E. A. Prichard

EAP/rsc

MEMORANDUM

TO: EAP & TJM
FROM: MRY
DATE: November 27, 1973
RE: O'Connell Estate Plan

Comparisons of the estate planning consequences of the sale of the O'Connell residential real estate with those consequences resulting from the lease of said property are contained in the two sheets attached.

Sheet 1 compares the amount (designated as "remainder") which would be left of both of the estates of Mr. and Mrs. O'Connell after the imposition of death taxes where the subject property (valued at \$750,000) is leased, sold (non-installment) or sold on the installment basis under each of three possible estate plans: all left to wife (designated plan (A)); one-half left to wife, remainder to trust established by will for her benefit (designated plan (B)); and all left to trust established by will for her benefit (designated plan (C)). Sheet 2 makes identical comparisons where the subject property is valued at \$900,000 for estate planning purposes.

I have assumed that both parcels of real estate are jointly-owned with right of survivorship, that each spouse contributed equally to the purchase of each parcel and that Mr. O'Connell will die first. Various other assumptions are also incorporated into the calculations. Comparisons of the remainder amounts,

though such amounts are not exact, nevertheless do illustrate the relative advantages of each of the eighteen different situations since the same assumptions were employed in each.

The lease approach (compare calculations (1), (2) and (3) with (4) through (9) on each sheet), which avoids sizeable pre-death capital gains taxes, results in the maximum remainders upon the death of the last-to-die of Mr. and Mrs. O'Connell under all possible estate plans for each valuation. Post-death capital gains taxes, for the most part, will likewise be avoided if the lease approach is adopted since the tax basis of the subject property will be increased from \$40,000 to the valuations listed on the death tax returns.

Plan (C) (compare calculation (3) with the other eight calculations on each sheet), where each spouse leaves his or her property in trust for the benefit of the other, results in the maximum death tax savings because such a plan prevents death taxation of any property in both estates.

Nevertheless, Plan (B), which prevents partial "double" death taxation, results in less death taxation at the death of Mr. O'Connell because such a plan takes advantage of the marital deduction. Thus, although plan (C) will result in \$19,751.70 less aggregate death taxes than Plan (B) where the lease approach (\$900,000 valuation) is used (compare sheet 2, example (3) with example (2)), \$164,950 in death taxes will have to be paid at Mr. O'Connell's death versus \$74,626.70 if Plan (B) is used. Where Plan (B) is adopted, however, a potential problem with respect to the splitting of Mr. O'Connell's estate into Mrs. O'Connell's

one-half share and the trust's remainder share may develop.

Both Plan (B) and Plan (C) will require the splitting of the joint tenancies. Deeds would have to be prepared transferring the parcels from Mr. and Mrs. O'Connell as joint tenants to Mr. and Mrs. O'Connell as tenants in common (one-half undivided interest to each). No gift tax would be imposed if each contributed equally to the purchases. I am advised that an appropriately drafted deed would qualify as a "partition deed" thus resulting in a recordation fee of \$9.67 per deed.

The lease approach does have a significant drawback - the estates will not contain enough cash to pay death taxes and the lease might make the subject real estate difficult to sell, if necessary, to pay such taxes.

Yet it is possible that the proceeds of sale of assets other than the leased property may be sufficient to satisfy death tax liabilities. Thus at the death of Mr. O'Connell, the value of his one-half interest in the 15 acre tract (\$125,000) plus the value of his personal property (\$40,000) might exceed the maximum death tax liability (\$164,950, see sheet 2, calculation (3)) which would be imposed. Correspondingly, at Mrs. O'Connell's death her interest in the 15 acre tract (\$125,000) plus personal property (\$50,000) might exceed the taxes imposed at her death (\$168,500).

Considering Plan (B), assets other than the leased property might in the aggregate (\$340,000) plus one year's rental (\$60,000 less \$20,000 in income taxes) exceed the aggregate death taxes (\$353,151.70, see sheet 2, calculation (2)).

O'CONNELL
ESTATE PLANNING

(750,000)

| | | (A) ALL TO WIFE | (B) 1/2 TO WIFE REMAINDER TO TRUSS | (C) ALL TO TRUST |
|----|-----------------------------------|--------------------|--|---------------------|
| | | (1) | (2) | (3) |
| 1 | LEASE ASSETS | 1090000 | 1090000 | 1090000 |
| 2 | Death Taxes | 6394540 | 6239540 | 139300 |
| 3 | | 31314020 | 236900 | 142500 |
| 4 | Remainder | <u>71291440</u> | <u>79070460</u> | <u>808200</u> |
| 5 | | | | |
| 6 | | | | |
| 7 | | | | |
| 8 | | | | |
| 9 | | | | |
| 10 | | (4) | (5) | (6) |
| 11 | SALE ASSETS | 1090000 | 1090000 | 1090000 |
| 12 | (Non installment) * cap.g. tax | -23654801 | -23654801 | -23654801 |
| 13 | death taxes | -4301502 | -4301502 | -10224015 |
| 14 | | -23336168 | -17460614 | -10465231 |
| 15 | Remainder | <u>57707528</u> | <u>63583084</u> | <u>64655960</u> |
| 16 | | | | |
| 17 | | | | |
| 18 | | | | |
| 19 | | | | |
| 20 | | (7) | (8) | (9) |
| 21 | SALE ASSETS | 1090000 | 1090000 | 1090000 |
| 22 | (INSTALLMENT) * cap.g. tax | -19401447 | -19401447 | -19401447 |
| 23 | death taxes | -4649979 | -4649979 | -10881916 |
| 24 | | -24780972 | -18577120 | -11145768 |
| 25 | Remainder | <u>60167609</u> | <u>66371461</u> | <u>67570870</u> |
| 26 | | | | |
| 27 | | | | |
| 28 | | | | |
| 29 | | | | |
| 30 | * Minimum tax on tax preferences | | | |
| 31 | in the amount of \$9865.50 has | | | |
| 32 | been disregarded. | | | |
| 33 | | | | |
| 34 | ** Minimum tax on tax preferences | | | |
| 35 | in the amount of \$880.48 has | | | |
| 36 | been disregarded. | | | |
| 37 | | | | |

O'CONNELL
ESTATE PLANNING

| | | (\$400,000) | | |
|----|-------------------|------------------|-----------------------------------|-----------------|
| | | (A) | (B) | (C) |
| | | ALL TO WIFE | 1/2 TO WIFE REMAINDER TO TRUST | ALL TO TRUST |
| | | (1) | TRUST (2) | (3) |
| 1 | LEASE | Assets | 1240000 | 1240000 |
| 2 | | death taxes | - 7671560 | - 7462670 |
| 3 | | | - 36598091 | - 278525 |
| 4 | | REMAINDER | <u>79730350</u> | <u>88684830</u> |
| 5 | | | | <u>906600</u> |
| 6 | | | | |
| 7 | | | | |
| 8 | | | | |
| 9 | | | | |
| 10 | | (4) | (5) | (6) |
| 11 | SALE | ASSETS | 1240000 | 1240000 |
| 12 | (NON-INSTALLMENT) | * CAP. G. TAXES | - 29329316 | - 29329316 |
| 13 | | death taxes | - 5065539 | - 5065539 |
| 14 | | | - 26503903 | - 11666472 |
| 15 | | REMAINDER | <u>63101248</u> | <u>69696597</u> |
| 16 | | | | <u>71046910</u> |
| 17 | | | | |
| 18 | | | | |
| 19 | | | | |
| 20 | | (7) | (8) | (9) |
| 21 | SALE | Assets | 1240000 | 1240000 |
| 22 | (INSTALLMENT) | ** CAP. G. TAXES | - 27079768 | - 27079768 |
| 23 | | death taxes | - 5249845 | - 5249845 |
| 24 | | | - 27268043 | - 12014441 |
| 25 | | REMAINDER | <u>64402352</u> | <u>71171335</u> |
| 26 | | | | <u>72588560</u> |
| 27 | | | | |
| 28 | | | | |
| 29 | | | | |
| 30 | | | | |
| 31 | | | | |
| 32 | | | | |
| 33 | | | | |
| 34 | | | | |
| 35 | | | | |
| 36 | | | | |
| 37 | | | | |

* Minimum tax on tax preferences
in the amount of \$12,112.83
has been disregarded.

** Minimum tax on tax preferences
in the amount of \$10,747.07
has been disregarded.

**E. A.
Prichard
1974**

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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March 28, 1974

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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

LAW OFFICES

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April 29, 1974

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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.

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May 6, 1974

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
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C. TORRENCE ARMSTRONG
N. CARR STOGNER, JR.

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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May 21, 1974

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
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ARTHUR P. SCIBELLI
JAMES HOWE BROWN, JR.
CHARLES S. PERRY
COURTLAND L. TRAVER

MINERVA WILSON ANDREWS
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STEPHEN D. ANNAND
K. STEWART EVANS, JR.
DAVID J. BREWER
GEORGE FOX TROWBRIDGE, JR.
C. TORRENCE ARMSTRONG
N. CARR STÖGNER, 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

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 Dudley

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 58.51 | <u>50</u> |
| Sec 58.52.1 | <u>17</u> |
| Sec 58-64.1 | <u>7</u> |

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

BOOTHE, PRICHARD & DUDLEY

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

May 29, 1974

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

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
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A. HUGO BLANKINGSHIP, JR.
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C. TORRENCE ARMSTRONG
N. CARR STOGNER, JR.

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

Dear Mr. & Mrs. O'Connell:

The other day I was speaking to Arthur Fischer, who was the original developer of Springfield Mall Shopping Center. I asked him if the owners of the Center would be interested in your property on a long term lease basis. He said he would think about it and let me know. I have just received a call from Mr. Ripps, an employee of the developer, who tells me that they would be interested in talking to you in terms of a long term lease, contingent upon zoning approval, based upon a valuation of \$5.00 per square foot and a return to you of 8% per annum based on that valuation. I have forgotten the amount which was mentioned to you by Mark Fried, but this sounds like a reasonable proposition.

Let me know your wishes.

Sincerely yours,



E. A. Prichard

EAP/rsc

LAW OFFICES
BOOTHE, PRICHARD & DUDLEY

P. O. BOX 338
4085 UNIVERSITY DRIVE
FAIRFAX, VIRGINIA 22030
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

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

October 29, 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
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9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

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

Dear Mr. O'Connell:

I have your letter of October 28. I appreciate your concern about not having in your hand a liability policy. I checked with Mr. Richardson of the Richardson Agency and found that by coincidence he had received your renewal policy this morning and is mailing it to you in today's mail. Apparently, you have no problem. However, if for some reason a problem develops, let me know.

Mr. O'Connell, I did not respond to your letter about my bill which was based on the actual amount of time involved in the preparation of your Will. As a lawyer, I am sure you know that it has been the custom of lawyers over the years to charge a nominal amount for the preparation of a Will based upon the expectation that the lawyer will at some future time handle an estate and make a handsome fee for representing the estate. In our case we believe that this reasoning is fallacious; that we should be paid fair rates for our time in handling an estate as well as for the preparation of the Will and, therefore, we made no special rate to you. Our charge which probably seemed exorbitant in comparison with what other lawyers charge for the same work was based on the "loss leader" theory. Thank you for the payments you have made to date.

I have spoken with Joe Alexander about your property and he tells me that he thinks it would be appropriate for it to be converted to office use at some future time. I suggest to you

Mr. Harold A. O'Connell

-2-

October 29, 1974

that when you are prepared to enter into a long term lease that the best people to deal with would be the owners of Springfield Mall. I will be happy to put you in touch with them when you want me to.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'E. A. Prichard', written in a cursive style.

E. A. Prichard

EAP/rsc

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

December 10, 1974

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
JOHN S. STUMP
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MANASSAS OFFICE
9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

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

Dear Mr. O'Connell:

I have your letter of December 8 regarding the tax on your residential property. Fairfax County has the power to tax property at its use value rather than its fair market value. Had Fairfax County adopted such a policy, the tax bill would undoubtedly be much smaller. The fact is the Board of Supervisors has not taken the step to empower its assessor to appraise valuation on use rather than the market value and that the Assessor's Office is therefore bound to evaluate the property at the price which an informed seller under no compulsion to sell would accept from an informed buyer under no compulsion to buy. There is a small caveat to this statement in that the Board of Supervisors in a separate act did authorize the Assessor to reduce the assessment on properties which are subject to a ten year open space easement. Under this policy, if you were to put of record a covenant that you would not develop your property for ten years and that you gave to the public a scenic easement of ten years duration, you could have a preferential assessment which would undoubtedly be much less than that the appraiser has suggested. Assuming you do not wish to do that, then I suggest that the best thing to do is to obtain an appraisal from a recognized real estate appraiser such as Mac Downs or Scott Humphrey and to have your appraiser and me intercede with the Assessor's Office to see if we cannot secure a lower valuation. Failing that, it is possible to appeal the assessment to the Tax Equalization Board which would doubtless consider the historical significance of the dwelling and might give a reduction because of the extra restrictions which are imposed upon the occupant of an historical property. Failing there, it is possible

Mr. Harold A. O'Connell

-2-

December 10, 1974

to go into the Circuit Court to sue for a lower assessment. In addition to the historical regulations, you might cite the unavailability of sewer and the zoning moratorium now in effect as factors which reduce the value below that suggested by the assessor. You probably read in the Washington Post this morning of the success of Ted Lerner in having a piece of his commercial property reduced in assessment because sewer was not available.

If you wish me to intercede on your behalf, I suggest that the first thing to do is to obtain an appraisal. If you authorize it, I will arrange with Mac Down or Scott Humphrey to make it.

Sincerely yours,



E. A. Prichard

EAP/rsc

**E. A.
Prichard
1975**

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

June 3, 1975

E. WALLER DUDLEY
WILLIAM C. BAURNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
JOHN S. STUMP
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RESTON, VIRGINIA 22090

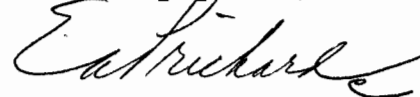
MANASSAS OFFICE
9256 MOSBY STREET
P. O. Box 528
MANASSAS, VIRGINIA 22110

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.

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

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RESTON, VIRGINIA 22090

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

June 30, 1975

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

Dear Mrs. O'Connell:

At your request, enclosed find the original of your will.

Very truly yours,


Munford R. Yates, Jr.

MRY/msc
Enclosure

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

July 30, 1975

E. WALLER DUDLEY
WILLIAM C. BAUKNIGHT
WILLIAM W. KOONTZ
FAIRFAX SHEILD McCANDLISH
A. HUGO BLANKINGSHIP, JR.
CARRINGTON WILLIAMS
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9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

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

Dear Mrs. O'Connell:

A check for \$5,000.00, payable to you, has been received in this office from the Federal Employees' Group Life Insurance Company.

We have tried to contact you by telephone, but haven't received any answer. Please let me know whether you want me to mail the check to you, or if you would prefer to pick it up.

Very truly yours,



Edgar Allen Prichard

EAP:pps

*rec'd check
deposit to W & L Savings*

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

August 4, 1975

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

FRED C. ALEXANDER, JR.
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9256 MOSBY STREET
P. O. BOX 528
MANASSAS, VIRGINIA 22110

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

Dear Mrs. O'Connell:

Enclosed is a check payable to you for \$5,000.00
from Federal Employees Group Life Insurance Company.

Also enclosed are form 712s received in this office
from Federal Employees Group Life Insurance Company, and from
the Veterans Administration.

Mr. Yates will be returning from his vacation on
August 11. If you have any questions, give him a call then.

Very truly yours,

Mary Lynn Tavenner

Mary Lynn Tavenner
Paralegal Assistant to
Mr. Yates

MLT:ps

Enclosures

*3
copies
cash*

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
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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

Rec'd
J.OC. 9/11/76



UNITED STATES CIVIL SERVICE COMMISSION
BUREAU OF RETIREMENT, INSURANCE, AND OCCUPATIONAL HEALTH
WASHINGTON, D.C. 20415

IN REPLY PLEASE REFER TO

RFT:HJ:mw
CSF 1 044 963

YOUR REFERENCE

August 15, 1975

Mr. Munford R. Yates, Jr.
c/o Boothe, Prichard & Dudley
PO Box 338
Fairfax, VA 22030

Mrs. Jean O'Connell
6541 Franconia Rd.
Springfield, VA 22150

Under the Internal Revenue laws, part of the value of a survivor's annuity or lump-sum benefit payable under the Civil Service Retirement System is includible in the deceased retiree's gross estate for Federal estate tax purposes. To get a computation of this amount, write to the Internal Revenue Service (E:A:G), 1111 Constitution Avenue, N.W., Washington, D. C. 20224 and attach a copy of this letter to furnish the following information:

| | |
|--|---------------------|
| Name of decedent | Harold A. O'Connell |
| Date of retirement | 12-01-65 |
| Date of death | 5-26-75 |
| Date of birth | 11-02-95 |
| Survivor's date of birth | 2-01-12 |
| Annuitant's retirement contributions | \$18,101.45 |
| Interest on contributions | \$2,345.58 |
| Annuitant's monthly rate at retirement | \$904.00 |
| Survivor's potential monthly rate at annuitant's retirement | \$538.00 |
| Survivor's monthly rate at annuitant's death | \$950.00 |

IRS should also be furnished the name and address of the executor, administrator, or survivor annuitant who is to receive the computation. After the computation is obtained, the local Internal Revenue Service office will be able to give further assistance in preparing a Federal estate tax return, if one is required.

Tax Withholding Section
Fiscal Division

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

LAW OFFICES

BOOTHE, PRICHARD & DUDLEY

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

October 17, 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. INGOE
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
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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:

I have your letter of October 12, 1975, enclosing your check in the amount of \$210.00 which I return herewith. I also enclose a Xerox copy of the time record showing the services which were performed and the amount of time for each service. Mr. Yates appears as "MRY", Mrs. Tavenner as "MLT" and Mrs. Singer as "PHS". As explained when we talked last spring, Mrs. Singer and Mrs. Tavenner are paralegals. You will also note that I deleted a charge for my own time so that I have charged you nothing.

Sincerely yours,



E. A. Prichard

EAP/rsc
Enc.

CLIENT/MATTER DATE ATTY HOURS AMOUNT DISB DESCRIPTION

731215-003 6/19/75
ESTATE OF HAROLD A. O'CONNELL
JEAN M. O'CONNELL, EXEC
6541 FRANCONIA ROAD
SPRINGFIELD, VIRGINIA 22150

ESTATE ADMINISTRATION

| CLIENT/MATTER | DATE | ATTY | HOURS | AMOUNT | DISB | DESCRIPTION |
|---------------|---------|------|-------|--------|------|--|
| EAP | 6/13/75 | MRY | .5 | 25.00 | | TE/EAP REVIEW OF FILE |
| | 6/19/75 | MRY | .8 | 40.00 | | REVIEW FILE AND T/T MRS O'CONNELL |
| | 6/17/75 | EAP | .6 | 40.00 | | CONF EAP ORDERED WILL PREP OF MEMO & LIST OF HEIRS |
| | 6/18/75 | MLT | .8 | 12.00 | | C/M MRY RE GENERAL INFO & REVIEW OF DATA RE FILE |
| | 6/18/75 | MRY | 5.3 | 265.00 | | CONF EAP & CLIE CONF MLT |
| | 6/19/75 | MLT | 2.0 | 30.00 | | ARRANGE FILE AND ARRANGE FILE |
| | 6/19/75 | MRY | .9 | 40.00 | | T/T MRS O'CONNELL RE VALUATION C EAP & MLT |
| | 6/20/75 | MLT | .7 | 10.50 | | CHECK ASSESSMENT MEMO |
| | 6/20/75 | MRY | .4 | 20.00 | | REVIEW OF ASSESSMENT INFORMATION & MEMO TO EAP |
| | 6/20/75 | MRY | 2.0 | 10.00 | | CONF MLT |
| | 6/20/75 | MLT | 1.2 | 30.00 | | CORRESP READ AND ARRANGE FILE |
| | 6/23/75 | MRY | .3 | 60.00 | | T/F ANS O'CONNELL CONF EAP & TT/MRS O'CONNELL |
| | 6/26/75 | MRY | .5 | 15.00 | | T/F MRS O'CONNELL T/T EAP |
| | 6/30/75 | MRY | .2 | 10.00 | | MEMO TO MLT & PS TO TAKE EST OUT OF SYSTEM |
| | 7/08/75 | MLT | .8 | 15.00 | | LTR TO MRS O'CONNELL TRANSMITTING WILL |
| | 7/16/75 | PHS | .8 | 20.00 | | DISCUSS MRY RE RESPONSIBILITY |
| | 7/28/75 | MLT | .5 | 12.50 | | OBTAIN FORMS CON MRY |
| | 8/04/75 | MLT | .6 | 15.00 | | REL FILE INS PROCEEDS RECEIVED |
| | | | | | | TEL CALL FROM MRS O'CONNELL RE LIFE INS PROCEEDS |
| | | | | | | AND LTR TO HER ENCLOSING SAME |

MATTER TOTALS 19.2 721.00
ATTY SUMMARY-- 11.0 550.00
EAP 6.8 115.00
PHS 19.2 721.00
- 36.00
685.00

*** SUMMARY TOTALS

MRY - Mumford Gates }
MLT - Mrs. Tavernier } paralegals
PHS - Mrs. Singer }

Itemized acct. requested.
(The red numbers added for my own clarity - J.O.C.)

LAW OFFICES

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4085 UNIVERSITY DRIVE
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TELEPHONE (703) 273-4600

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P. O. BOX 1101
ALEXANDRIA, VIRGINIA 22313

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

December 26, 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.
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OF COUNSEL
ARMISTEAD L. BOOTHE
SCHUYLER WILLIAM LIVINGSTON
GARDNER L. BOOTHE (1872-1964)

PAGE D. CRANFORD
MINERVA WILSON ANDREWS
MUNFORD R. YATES, JR.
RONALD K. INGOE
MICHAEL T. BRADSHAW
THOMAS L. APPLER
THOMAS C. BROWN, JR.
C. L. DIMOS
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EDWARD F. RODRIGUEZ, JR.
JAMES M. LEWIS
ELIZABETH LAND LEWIS
C. THOMAS HICKS, III
GRADY C. FRANK, JR.

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

Re: Estate of Harold A. O'Connell

Dear Mrs. O'Connell:

Please be advised that this firm is negotiating the \$210.00 check which you submitted in payment of our \$696.00 statement of September 10, which statement was later reduced to \$685.00 by Mr. Prichard.

I have also been authorized to advise you that this firm will make no efforts to recover the remainder of such fee, and that we are closing our file in this matter.

Very truly yours,


Munford R. Yates, Jr.

MRY:pps

cc: Robert C. Whitestone, Esquire
Fairfax County Bar Association
Review Board

**E. A.
Prichard
1988**

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

**McGUIREWOODS
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: 5101010047 MWBB.RCH

EDGAR ALLEN PRICHARD
VIRGINIA AND DISTRICT
OF COLUMBIA BARS

March 22, 1988

Mr. Anthony M. O'Connell
Conservator
2337 South Thirteenth Street
St. Louis, Missouri 63104

Dear Mr. O'Connell:

I have your letter of March 18, 1988, enclosing a copy of a proposed contract of purchase for your property located near Cinder Bed Road.

1. Although I have not seen any appraisal of the property, I have the feeling that \$800,000 for 15 acres is a little low particularly in view of the contingencies of the contract.

2. \$100,000 stands in proportion to \$800,000 as an appropriate down payment where one has agreed to take back a purchase money deed of trust.

3. The paragraph describing the deed of trust leaves a number of things unsaid. Since the purchaser signs as trustees they may have in mind that they are not personally liable. I would want personal liability on the note. The deed of trust also does not contain any subordination clause. I would wish a provision that subordination would not be allowed. I would also want the usual waivers and default provisions in the note. There should be a provision in the note that in the event of default in paying any installment of interest or principal, the noteholder will have the option of calling the entire amount immediately due and payable. The contract provides that the deed of trust is assumable. If you were able to obtain personal liability on the part of the purchasers and they are substantial people, I probably would not object to such a provision. However, where we are not sure whether they would be personally liable, I would be unwilling to give them the unlimited right of assignment. There is no way of telling to whom they might sell the property. You might have a difficult time collecting your sales price from another owner.

Mr. Anthony M. O'Connell
March 22, 1988
Page 2

4. I find that paragraph 4 on contingencies is entirely too liberal as far as the seller is concerned. If, for some reason completely beyond your control, the rezoning is does not take place when expected the purchaser will not be required to close. The result is that you are asked to give a free option to the purchaser from this date until December 30, 1988. Although I am not opposed to a reasonable engineering and feasibility study period, I think that what the purchaser is proposed is unreasonable. They are asking you to give them a nine month's free option. During that period of time you might have many offers for the property and the value of the property might increase.

Paragraphs 5, 6, 7 and 8 are quite usual. Under paragraph 6 I would want copies of all engineering and feasibility studies.

Paragraph 9 limits your remedies to the deposit which I believe is quite small in comparison with an \$800,000 price. This brings me to another point. It is likely that the property has not been surveyed in recent times. If that is the case, then the purchaser should be required to choose whether the sale will be by the acre or by the foot, on the one hand, or in gross, on the other. The contract seems to be drawn for a gross selling price of \$800,000. If it turns out that there is more area than you suppose by the acre sale might give you an advantage. The same comment concerning the assignment of the contract that I have stated above for the assumption of the debt.

I believe that paragraph 13 should contain an indemnification so that you will be completely exculpated and held harmless from any commission payable to Turner.

My last comment is that the contract is not very artfully drawn. It lacks many clauses which most well drafted real estate contracts have. For example, it has no provision directing that the contract be construed in accordance with Virginia law. Secondly, I have no information as to the identify of the purchaser. I believe that before I would sign a contract of sale to a stranger, I would want some financial information.

The forfeiture provision lacks mutuality. The purchaser has the right to walk away from the contract even after the December deadline by leaving a \$25,000 deposit in escrow. There is no right of specific performance to require the purchaser to close. If you are willing to accept the forfeiture of a deposit as a sole remedy on default by the purchaser then I believe that the deposit should be greater. I believe it should be at least \$75,000.

Mr. Anthony M. O'Connell
March 22, 1988
Page 3

My last comment has to do with the wisdom of selling the property now, at a time when the fate of the adjacent property has not been determined. Property has been rapidly appreciating in value in recent years. A number of factors influence value. Obviously, rezoning is one. Transportation is another. The scarcity of the product is the third. It occurs to me that you probably would be unwise to sell the property when the fate of the adjacent property has not been determined. The value of the property could well go up dramatically after the adjacent property is rezoned and construction is underway. I see no real advantage of selling at the present time and suggest that you would be better off supporting the rezoning application of your neighbor, trying to influence the Department of Environmental Management to extend a street to your property through the property now under consideration for rezoning and then sell it.

I do not know Mr. Newbill. I may have met Mr. Highman. I am not sure. At any rate, they are not well known developers. My guess is that they are speculators.

Sincerely yours,



E. A. Prichard

EAP:in

McGUIRE WOODS
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# 71206 PAGE 1
CLIENT REFERENCE #

FOR PROFESSIONAL SERVICES RENDERED

TAX I.D. 54-0505857

RE OUR FILE # 1880235.001
O'CONNELL - Review of Purchase
Agreement for Accotink Prop.

THROUGH 04/30/88

03/21/88 Review contract; letter from Anthony O'Connell;
letter to Mr. O'Connell;

04/25/88 conference with Anthony O'Connell.

| | |
|--|--------|
| SERVICES RENDERED....\$ | 129.50 |
| TOTAL CURRENT BILLING FOR THIS FILE.\$ | 129.50 |
| PLEASE REMIT TOTAL BALANCE DUE.....\$ | 129.50 |

EAP / EAP
MWBB#1880235

McGUIRE WOODS
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

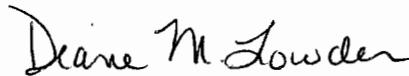
Dear Mr. O'Connell:

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
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TELECOPIER: (703) 356-3660
TELEX: 62021320 MWBB TYS

May 27, 1988

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

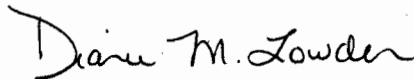
Dear Mrs. O'Connell:

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

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

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

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
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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*
E.A. Prichard
Counsel for Petitioner

SEEN AND AGREED:

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

Jean M. O'Connell
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

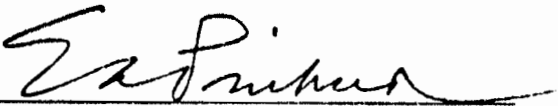
is hereby accepted subject to his filing a final account with the Commissioner of Accounts for Fairfax County and approval of said account.

Entered into this 21 day of July,

1988.

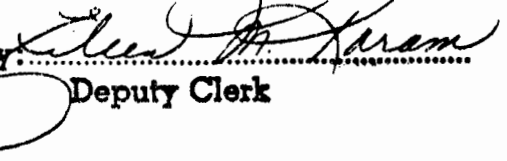

Judge

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


By: 
E.A. Prichard
Counsel for Petitioner

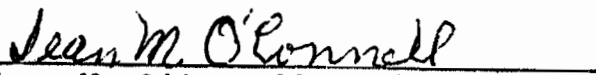
A COPY TESTE:

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

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)

v.)

ANTHONY M. O'CONNELL)
Defendant)

IN CHANCERY
NO. _____

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



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.

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
1989**

McGUIREWOODS
BATTLE & BOOTHE

8280 GREENSBORO DRIVE
SUITE 900, TYSONS CORNER
P.O. BOX 9346
MCLEAN, VA 22102
TELEPHONE: 703/356-2200

February 17, 1989
INV# 82696 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 # 1880235.003
O'CONNELL - Contract of Sale
Benchmark Group, Inc.

THROUGH 01/31/89

- 01/23/89 Conference and revise purchase contract;
E. A. Prichard .50 hrs.
- 01/24/89 redraft contract of sale;
E. A. Prichard 1.00 hrs.
- 01/31/89 telephone call to Mr. O'Connell.
E. A. Prichard .20 hrs.

2 minutes, not .2 (60) = 120

BILLING SUMMARY

| | HOURS | RATE/HR | DOLLARS |
|----------------|-------|---------|---------|
| E. A. Prichard | 1.70 | 215.00 | 365.50 |
| TOTALS | 1.70 | 215.00 | 365.50 |

SERVICES RENDERED....\$ 365.50

TOTAL CURRENT BALANCE FOR THIS FILE.\$ 365.50

PLEASE REMIT TOTAL BALANCE DUE.....\$ 365.50

EAP / EAP
MWBB#1880235.003

pd mark 6, 1989.

**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

Court Square Building
Charlottesville, VA 22901

3950 Chain Bridge Road
Fairfax, VA 22030

8280 Greensboro Drive
Suite 900
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:

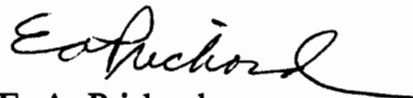
Enclosed for your review please find drafts of the following:

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**

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

Court Square Building
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(703) 712-5000
Fax: (703) 712-5050

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,

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

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**

Transpotomac Plaza
P.O. Box 25047
Alexandria, VA 22313

The Blaustein Building
One North Charles Street
Baltimore, MD 21201

Court Square Building
P.O. Box 1288
Charlottesville, VA 22902

World Trade Center
P.O. Box 3767
Norfolk, VA 23514

(703) 712-5367
Direct Dial

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

(703) 712-5000
Fax: (703) 712-5050

One James Center
901 East Cary Street
Richmond, VA 23219
The Army and Navy Club Building
1627 Eye Street, N.W.
Washington, DC 20006

Avenue des Arts 41
1040 Brussels, Belgium

associated office:
P.O. Box 4930
Bahnhofstrasse 3
8022 Zurich, Switzerland

March 20, 1992

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

Re: Harold O'Connell Note

Enclosed herewith please find a certificate of satisfaction which has been prepared in conjunction with the release of the deed of trust securing the note payable to Anthony M. O'Connell and Herbert A. Higham, Trustees under the trust established by the Will of Harold M. O'Connell.

A copy of your letter of March 12, 1992 setting forth the amount due to pay the note in full as of April 21, 1992 has been forwarded to us by Mr. Lynch.

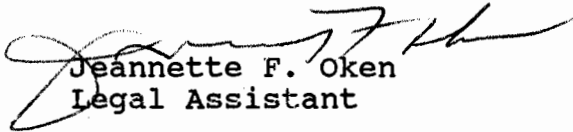
I have been told by Mr. E.A. Prichard of our office that it is his understanding that Herbert A. Higham resigned as Trustee some time ago. I will need a copy of his resignation to attached to the Certificate of Satisfaction which will be recorded to release the lien of the Deed of Trust.

Please execute the enclosed certificate of satisfaction, have your signature notarized, and return to our office along with the original note marked "Paid In Full" to be held in escrow pending receipt of the necessary funds from Mr. Wayne Lynch to pay the note in full. On April 21, 1992 the sum of \$466,822.15 will be wired into your account, the certificate of satisfaction will be recorded among the land records of Fairfax County, Virginia and the original paid note will be delivered to Mr. Lynch. We have your deposit slip which provides all of the information needed to wire the funds to your account.

March 20, 1992
Page 2

A self-addressed envelope is attached for your use in returning the executed and notarized certificate of satisfaction, the resignation of Mr. Higham, and the original paid note. Should you have any questions regarding this matter, please give me a call at 703/712-5367.

Yours very truly,


Jeannette F. Oken
Legal Assistant

JFO/fs

**McGUIREWOODS
BATTLE & BOOTHE**

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

Court Square Building
Charlottesville, VA 22901

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1627 Eye Street, N.W.
Washington, DC 20006

41 Avenue des Arts
1040 Brussels, Belgium

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

May 20, 1992

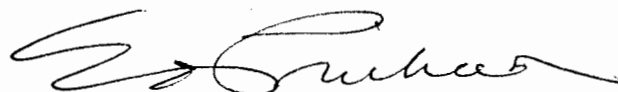
Edward J. White, Esquire,
Attorney at Law
118 South Royal Street
Alexandria, Virginia, 22314

Dear Mr. White:

I acknowledge your two letters concerning Tony O'Connell. I have forwarded to him your letter to him addressed in my care and your letter to me. I cannot resist observing that both you and Tony appear to me to be unduly sensitive. I don't believe Tony bears you any ill will and although I have not had the pleasure of your acquaintance I accept your assurance that you bear none to him.

My understanding of the rule regarding communicating with another's client is that it is a matter of comity. Insofar as it is relevant I hereby give you my prior consent for you to communicate directly with Mr. O'Connell. For as long as I am engaged in this matter I would appreciate your sending me copies of your correspondence to him.

Sincerely yours,



**McGUIRE WOODS
BATTLE & BOOTHE**

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

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Charlottesville, VA 22901

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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)

**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

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Richmond, VA 23219

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1627 Eye Street, N.W.
Washington, DC 20006

41 Avenue des Arts
1040 Brussels, Belgium

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

December 17, 1992

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

Dear Tony:

I am in receipt of copies of a number of letters between you and Edward J. White, which has been sent to me. He says in his covering letter to me that a K-1 has been prepared for you and sent to your sister for her to sign and send to you. As I was reading Mr. White's letter to you of December 11, which I read first, I thought to myself that I would not advise you to file an amended return in order to reduce the appraisal on the land near Accotink. It is correct that discounting real estate property values for minority ownership is allowed, but that should have been done by the appraiser when the original appraisal was filed. I think the advice he received from Jo Anne, whoever she is, is correct. It would simply stir up the beast and might actually cost you money. I then found your letter and learned that you came to the same conclusion I did and that you have already told Mr. White of your vote. I am glad we are thinking along the same lines.

Merry Christmas to you!

Sincerely yours,



E. A. Prichard

EAP:in

**E. A.
Prichard
1993**

McGUIRE WOODS
BATTLE & BOOTHE

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

Court Square Building
Charlottesville, VA 22901

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Washington, DC 20006

41 Avenue des Arts
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

McGUIRE WOODS
BATTLE & BOOTHE

Transpotomac Plaza
1199 North Fairfax Street
Alexandria, VA 22314

Court Square Building
Charlottesville, VA 22901

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Washington, DC 20006

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1040 Brussels, Belgium

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

July 19, 1993

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

Dear Tony:

I have received a letter from your friend, Mr. White, a copy of which you will find enclosed. I have not made a copy of the enclosure which is a broker's statement showing the income to the estate.

I gather that Jean has decided not to resign as co-executrix. I have no particular comment on the letter except to say that a show cause order is not strictly necessary. Where there is any controversy about an estate a show cause order is the usual way to go. If there is no disagreement about anything it is a step which can be skipped. I quite understand White's plan to ask for one in this case. It does afford you an opportunity to appear and be heard if you disagree with what is being done.

Sincerely yours,



E. A. Prichard

EAP

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DIRECT DIAL: (703) 712-5443

July 29, 1993

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

Dear Tony:

I have your letter of July 26, 1993. I will, of course, comply with your wishes that I refrain from discussing your affairs with Mr. White or your sister. My recollection is that I have had no more than one brief conversation with Mr. White and I am not sure that I had any. I have had a couple of conversations with your sister, perhaps three.

I must say that I was surprised to read in your letter that I do not represent you and that I have never represented you. Of course, I have never had a power of attorney from you nor acted as your attorney in fact. However, you have consulted me on a number of occasions and I have given you, to the best of my ability, the counsel you requested. Within the usual meaning of the term "represent" as used by the bar I believe that I have represented you, not as your general counsel or your attorney in fact but as someone to whom you turn from time to time for legal and practical advice. That does not mean that you entrusted to me the power to make decisions on your behalf. Of course, you represent yourself. I gave you advice and answered your questions. You decided on your own course of conduct.

In the past I have billed you for some correspondence and telephone calls but in the current year I do not believe that I have billed you anything for the time I spent in reading letters, answering them and receiving telephone calls. If I am incorrect in this please tell me, because I do not recall having authorized a bill to you this year.

It is because I considered that I represented you that I received and responded to letters and telephone calls concerning your affairs. I have kept you posted on these communications. The last one did not indicate that you had been sent a copy so I sent it to you.

I think, frankly, that Mr. White and I both understand the word "represent" to be something different from what you understand it to mean. Nevertheless, from this point forward I do not represent you under any definition of the word.

Sincerely yours,

A handwritten signature in black ink, appearing to read "E. A. Prichard". The signature is fluid and cursive, with a long horizontal stroke at the end.

E. A. Prichard

EAP

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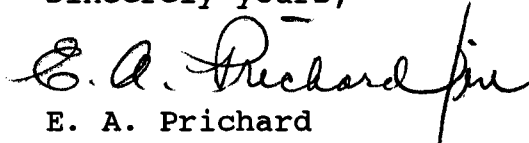
August 4, 1993

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

Dear Tony:

The enclosed letter came today.

Sincerely yours,


E. A. Prichard

EAP:in

Enclosure

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August 11, 1993

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

Dear Tony:

You are probably correct that the principal reason for the Show Cause Order is to protect Mr. White. The other purpose, which may not be relevant in this case, is to make sure that all creditors have come forward. You ask what you will be approving if he asked you to sign a Show Cause Order. Ordinarily, someone in your position would not be asked to sign anything. A Show Cause Order is ordinarily published in a newspaper and sent by certified mail to persons whose names appear in the file. You might have to sign a certified mail receipt before the postman would deliver your copy but that should be all. This would only permit White to show that you have received the notice. If you did not appear on the day and time set your silence and failure to appear would be evidence that you did not object to the approval of the final account.

It is possible that he will ask you to "accept service" of the Show Cause Order. This would make it unnecessary for him to mail a copy to you. If he asked and you accepted service you would give evidence that you had received the Show Cause Order and nothing more.

I will be glad to write Mr. White and ask him for a copy of his accounting. However, my expectation is that he will send you that with the Show Cause Order.

Sincerely yours,



E. A. Prichard

EAP

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October 14, 1993

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

Dear Mr. O'Connell:

Pursuant to your telephone call yesterday, enclosed
please find the two letters that you made reference to.

Sincerely,


Irene T. Jenkins-Croushorn
Secretary to E. A. Prichard

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November 8, 1993

Mr. Antony O'Connell
65341 Franconia Road
Springfield, Virginia, 22150

Dear Tony:

To my surprise I received this morning quite a packet of material from our mutual friend, Mr. White. I have made copies of what he sent me except for a copy of your complaint to the Virginia State Bar, the answer thereto from the Bar and a copy of your letter to Jesse Wilson, Commissioner of Accounts. I am sure you have those papers in your files already. Mr. White does not ask me for a reply and I have not answered his letter. I assume that he has written me as a way of communicating with you.

Among the papers which he sent is a copy of his accounting, the order approving distribution and a list of the assets remaining in the Nuveen fund. In his letter he indicates that he expects to ask for 2 1/2 per cent as his commission. That is usual and will be approved.

Sincerely yours,



E. A. Prichard

EAP

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November 15, 1993

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

Dear Tony:

This is your post office calling. I have received three more communications from Mr. White. I enclose copies of all of them. I have not responded by letter to Mr. White but I have spoken with him by telephone. He tells me that he plans to wind up the estate before January one so that it will no be necessary to file an accounting or pay a tax next year. He is moving as quckly as possible because he will shortly have an operation on his back which will keep him out of the office for some weeks. He plans to wind up everything first.

I have not checked his calculations on commission but at first glance they appear correct. My understanding is that he will take half of the 5% commission and that your sister will take hers and then share it with you and your other sister, after deducting the cost of sharing it. That seems fair.

I told Mr. White that I did not believe you were carrying on a personal vendetta against him. I told him that I deduced that you were deeply hurt when your mother substituted him for you as co-executor of her will and that you had concluded that it was his advice which brought that about.

Again, Tony, I hope you will find occasion to speak to your sisters face to face. I believe that would be more effective than all of the letters you can write.

Sincerely yours,



E. A. Prichard

**E. A.
Prichard
1994**

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January 21, 1994

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

Dear Tony:

I have your letter of January 15 which arrived in the same mail as a letter dated January 19 from Mr. White. With Mr. White's letter there were enclosed a copy of his second and final accounting, a letter from Alison May concerning transfer of securities to you and your sisters, an undated letter to the Commission of Accounts concerning his commissions and a copy of a receipt he expects you to sign. If you do not have copies of these documents my secretary can copy them and send them to you.

He asks a 2 1/2 per cent commission on gross receipts and he says in his letter to me that your sister expects to divide her commission of 2 1/2 percent among the three children of your mother.

A five per cent commission of gross receipts is usual, although it is not mandatory. It is possible for a Court to order more or less than five per cent or to pay no commission at all. I would say to you, however, that I believe it would not be worth your while to contest the 2 1/2 per cent asked by Mr. White. He might retaliate by asking more and he might get it.

I did not see the letter which Mr. White sent to Jesse Wilson. I have never met Mr. White. I have spoken with him on the telephone four or five times. It is possible that he mentioned writing to Jesse. I do not recall that he did.

With respect to your relationship to your sisters, I still believe that your best chance of restoring those broken

relationships would be for you to see each of your sisters, face to face and to say to them that if you injured them in any way such was not your intention. If either of them indicates that you did hurt her you should admit your fault and ask her forgiveness. It is difficult to admit fault and it is difficult to ask for forgiveness without at the same time trying to justify one's self, but nothing disarms a hostile person as quickly as an admission of fault and a request for forgiveness.

To answer your question I do not see White as having set out to destroy your relationship with your mother or your sisters. I do not see him as a rival for the affections of your sisters. Obviously he wanted the legal business so that he could earn a fee. Any interference by you with that plan was a threat to his pocketbook. As an old trial lawyer said to me years ago: when you shoot at a man's heart and miss and hit his pocketbook instead you haven't missed the mark far.

I have been a Christian all of my life but I did not really understand grace and forgiveness until middle age when I was finally able to admit my own sinfulness and to accept the forgiveness of Christ. The peace which came from the grace and forgiveness of Christ has made me a happy man. That peace is available to you, Tony I'd be happy to talk to you about it.

Happy New Year!

Sincerely yours,



E. A. Prichard

EAP

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April 14, 1994

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

Re: Estate of Jean M. O'Connell

Dear Tony:

Since you no longer wish me to represent you, I am forwarding Mr. White's letter which I have not read. I have not retained a copy.

Sincerely yours,


E. A. Prichard

EAP:in

Enclosures

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May 9, 1994

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

Dear Tony:

Enclosed herewith you will find a letter from Mr. White and an income tax return. I have not read the return and have not kept a copy.

Sincerely yours,



E. A. Prichard

EAP

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October 31, 1994

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

Dear Tony:

I herewith enclose several letters which I have received from Mr. White. Since I no longer represent you I have not responded to the letters and do not plan to do so. I hope that all goes well with you.

Sincerely yours,



E. A. Prichard

EAP:in

Enclsoures a/s

E. A.
Prichard
1995

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January 23, 1995

Edgar Allen Prichard
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of Columbia Bars
Direct Dial: (703) 712-5443

Edward J. White, Esquire
Attorney at Law
118 South Royal Street
Alexandria, VA 22314

Re: O'Connell Estate

Dear Mr. White:

I have your letter of January 20, 1995, which I have sent along to Tony O'Connell. I write to assure you that what Tony says is correct. I no longer represent him in this matter. That was his decision, not mine.

With all good wishes for the coming years,

Sincerely yours,



E. A. Prichard

EAP:in

cc: Anthony O'Connell