

LAST WILL AND TESTAMENT

BE

HAROLD A. O'CONNELL

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Ed. P. ... residing at Fairport Va
George ... residing at Vienna Va
Carson ... residing at Oldham, Va.

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

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

Witness Ed Pruchal
~~Testator~~

~~Witness~~ Harold A. O'Connell

Witness Gene D. [unclear]

Witness Carroll [unclear]

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Subscribed, sworn and acknowledged before me by HAROLD A. O'CONNELL,
the testator, subscribed and sworn before me by Ed. [unclear],
George [unclear], and Wm. [unclear]
witnesses, this 11th day of April, A.D. 1975.

Leith S. Carroll
Notary Public

My Commission expires: Jan 24, 1976

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

Teste: W. FRANKLIN COOLING, CLERK

By: Harold O'Connell
Deputy Clerk

A COPY TESTE:

W. FRANKLIN GOODING, CLERK

By: Harold O'Connell
Deputy Clerk

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