

W.C. and A.N. Miller Development Company

4701 Sangamore Road, Suite 135 South Tower
Bethesda, Maryland 20816
301-915-9393

March 20, 2012

Mr. Robert R. Miller
5107 SW Inverness Court
Palm City, FL 34990

Dear Rob:

This will serve as the official notice and call to meeting of the Shareholders of the W.C. and A.N. Miller Development Company for their Annual Meeting to be held at 10 am on Saturday, April 21, 2012 at Columbia County Club located at 7900 Connecticut Avenue, Chevy Chase, Maryland 20815. Enclosed with this mailing are the following:

1. Proxy. This proxy should be completed by those that are not planning on attending the meeting. I do, though, recommend that all Shareholders complete a proxy so that should something come up preventing you from attending the meeting your vote will be counted.

Please designate your proxy, sign the form and return the completed proxy to Alan Gordon, CPA, who will be managing the proxy information on behalf of the Company, in the enclosed self-addressed stamped envelope to be received **no later than Wednesday, April 18, 2012** giving us enough time to prepare for Saturday's meeting.

2. Agenda for Annual Meeting of the Shareholders of the W.C. and A.N. Miller Development Company.
3. Slate for Board of Directors for 2012.

At the Board of Directors meeting held on November 17, 2011, the Governance & Nominating Committee recommended that the current Chairman of the Board, Ernest "Bud" Miller, be asked to serve for an additional term to allow for continuity in the Chairman's position allowing for a smooth transition for our two newest Directors, Mike Fallon and Jay Maddock. Therefore, as recommended, the Board of Directors voted on January 19, 2012 to recommend the existing slate of Directors for the Shareholders approval at our annual meeting on April 21, 2012.

4. Minutes from January 30, 2011 Annual Meeting.

5. Proposed Changes to the By-Laws to be adopted at the meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office:

(a) The number of the directors of the Corporation shall be ~~ten nine (910-)~~, unless and until otherwise determined by vote of the majority of the entire Board of Directors. It is further recommended, in consultation with the shareholders, that five (5) directors be descendants of the founding shareholders (family directors) and that four (4) directors be persons who are not shareholders or employees of the Company [changed in 2006]. ~~The Board of Directors, on March 11, 2011, acted to change the number of Directors from nine (9) to ten (10) for the period of one year ending at the Annual Shareholders meeting in 2012.~~ The number of Directors shall not be less than three (3), unless all of the outstanding shares are owned beneficially and of records by less than three shareholders, in which event the number of directors shall not be less than the number of shareholders.

6. Sample Ballot.

Finally, please contact my associate, Patty Emory [301-915-9393 or pemory@wcanmiller.com] to let her know if you are planning on attending the meeting so that we have an accurate head count for the luncheon.

I look forward to seeing everyone on the 21st and in the meantime should you have any questions, please feel free to contact me.

Sincerely,

Robert R. Miller

NOTICE

You are hereby notified that the Annual Meeting of the Stockholders of the W.C. and A.N. Miller Development Company will be held at Columbia Country Club, 7900 Connecticut Avenue, Chevy Chase, Maryland 20815, on Saturday, April 21, 2012 at 10:00 a.m. Please designate your proxy, sign and **return it**, in the enclosed self-addressed stamped envelope, **no later than Wednesday, April 18, 2012.**

PROXY

I hereby constitute _____ to act for me in my stead as a proxy at the Annual Meeting of the Stockholders of the W.C. and A.N. Miller Development Company to be held on April 21, 2012 and at any adjournment of adjournments thereof, with full power and authority to act for me on my behalf, with all powers and I, the undersigned, would possess if I were personally present.

Effective Date: _____

Signed: _____

Print Name: _____
Stockholder

W.C. AND AN. MILLER DEVELOPMENT COMPANY
2012 ANNUAL SHAREHOLDERS MEETING

April 21, 2012

1. Approval of Minutes of 2011 Annual Meeting
2. Update on Company
3. Report from Audit and Finance Committee Chairman
4. Report from Governance and Nominating Committee Chairman
5. Nomination from Floor for 2012 Board of Directors
6. Election of Board of Directors and Adoption of Changes to the By-Laws
7. Report of Outcome of Election
8. Set Annual Meeting of the Board of Directors
9. Discussion of the future
10. Report from Strategic Planning Committee
11. Report from Executive Compensation Committee
12. Adjourn
13. Board of Directors Meeting (All Shareholders are invited)
14. Luncheon

W.C. AND AN. MILLER DEVELOPMENT COMPANY

BOARD OF DIRECTORS RECOMMENDED

2012 SLATE OF DIRECTORS

Ernest Miller – Chairman

Robert W. Beers, Jr.

Robert W. Beers, III

Michael C.J. Fallon

Katharine P. Kile

Paul L. (Jay) Maddock, Jr.

Geoffrey T. Miller

Robert R. Miller

James L. Myers, Jr.

Deborah O. Vaughan

**MINUTES OF THE
W.C. and A. N. MILLER DEVELOPMENT COMPANY
ANNUAL SHAREHOLDERS MEETING**

April 30, 2011

The annual meeting of the Shareholders of the W.C. and A.N. Miller Development Company, a Delaware Corporation (the "Company") was held at Columbia Country Club in Chevy Chase, Maryland.

I. Participants

The following Shareholders of record were present and no stockholder objected to lack of notice:

Robert W. Beers, Jr.	Robert W. Beers, III	Duncan Hood
Emily S. Hayes	Katharine P. Kile	Katharine Jones
Allison Miller, III	Geoffrey T. Miller	Thomas Cholis for Jean Miller Estate
Patricia Miller	Robert R. Miller	Jennifer O. Morgan
James L. Myers, Jr.	Kenneth Myers	Mark Ong
Thomas Ong	Monica M. Satrape	Bryan Seay
Michael Seay, Jr.	Deborah O. Vaughan	

Others in attendance included: Chairman of the Board of Directors, Ernest (Bud) Miller, Jr., via telephone, and Patricia Emory served as secretary.

II. Call to Order

A quorum being present, Bud Miller, Chairman of the Board of Directors, called the meeting to order at approximately 10:10 am, immediately bringing attention to the Agenda (Attachment A).

III. Consideration of Business

Bud Miller explained his absence and thanked those that had been praying for his speedy recovery. He further explained that he would be retiring from the Company's Board at the next Annual Meeting and that he felt that it would be prudent to bring on two new candidates at this time to bring them up to speed so that there will be a smooth transition when he retires. Finally, he thanked Rob Miller for his dedication, time and talent in saving the Company and that he feels that the Company is heading in the right direction under Rob Miller's leadership.

Jim Myers, as Vice Chairman, referenced the Minutes of Annual Shareholders Meeting of January 30, 2010. A motion was made by Duncan Hood to approve the minutes which was seconded by Thomas Cholis and unanimously carried.

IV. Company Update

The floor was turned over to Robert R. Miller to report on the status of the Company.

a. Financial Statements as of September 30, 2010: Rob Miller reviewed the financial statements and below are his comments.

- There was a decrease in cash by approximately \$400,000;
- Accounts Receivable is comprised of \$2.7 million in straight-line rent, Trade of @\$78,000 and Common Area pass-throughs of @\$650,000;
- Other Receivables is comprised primarily of the Haymount Limited Partnership Note;
- Inventory is the 3 remaining lots in Montgomery County;
- Fixed Assets has several changes due to the reallocation of the assets into their proper category;
- Other Assets is comprised of Leasing Commission that are capitalized over the term of the lease, Deferred Financing Charges which are capitalized over the term of the loan, and Deferred Tax Assets which is due to the losses in prior years;
- Accrued Expenses is comprised of @\$86,000 to trades and @\$473,000 due to the IRS for non-payment of the 1st quarter 2007 payroll tax; Rob explained that in the past the Company had made several attempts to pay this but the IRS continued to return the check;
- There was a reduction in debt this year of @\$1.5 million. Debt has been reduced from @\$100 million to \$86 million in just 2 years. Rob Miller pointed out that the Haymount Limited Partnership Note is in this account and that we have to carry it on our books until that Company is closed;
- Minority Interest is the portion of Haymount Limited Partnership that the Company does not own;
- Rental Income is down over last year by @\$5 million due to the fact that the windfall on the refinancing of the Spring Valley Office loan was placed into Rental Income in 2009;
- Rental Expenses are up due to the unforeseen and unbudgeted expenses that occurred throughout the year especially in snow removal and tenant vacancies;
- Depreciation is up in that it was discovered during the review process that 4315 50th Street improvements were never depreciated but placed all under Land. So we had to book a one-time charge of @\$1 million;
- Interest Expense is up by @\$400,000 due to the refinance of the Spring Valley retail loan;
- Operating Expenses are the expenses that run the Company and they are down and will continue to go down as we settle the issues that are outside of the day to day operations of the Company; and
- Cash Flow Statement is the most important statement showing a loss of @400,000 in cash but we have a book loss of @\$2.4 million. The Company spent @\$2.3 million to reduce debt and made improvement the properties while paying out \$400,000 in dividends.

b. Review of Companies Activities for 2009/2010:

- Properties are in good shape and the Tenants seem to be extremely happy with the improvements that have been made;
- Common Area Maintenance Fees were billed to the retail tenants of the Shops at Sumner Place incorrectly since 2001. The Company billed them for the past 3 years correctly and we have collected as of 9/30/10 @\$300,000, \$300,000 so far this year and have had to write-off @\$300,000;
- Haymount Litigation has become costly in that a new suit was filed naming Bud Miller, Rob Miler, Ted Miller and Vincent Pasko; and
- The litigation with our former auditors, Reznick has resulted in Reznick writing-off our outstanding balance of @\$200,000 and paying us \$50,000

c. The suspension of the dividend:

Rob Miller explained that the Company last year instituted a policy that spelled out how dividends would be paid. This policy stated in part that the Company would maintain \$2 million in the bank and any free cash flow would be split evenly between reinvestment in the Company and dividends. He explained that this policy was put into place so that the Company would not get into worse shape. He explained that the decision was a unanimous one by all of the Board of Directors to suspend.

d. Report from Governance and Nominating Committee:

Bob Beers as chairman of the Governance and Nominating Committee thanked his fellow Committee members Geoff Miller and Kathy Kile. He further explained the rational in bringing 2 new outside directors onto the Board stating that when Bud Miller resigns next year we would have to replace him at that time and since the Committee had been presented with 3 very qualified candidates it was the decision of the entire Board to increase the size of the Board for one year to 10 members so that when Bud Miller steps down there will be a smooth transition. The 2 candidates presented to the Shareholders are very qualified and bring to the Board both experience in family businesses, strategic planning, and succession planning along with global viewpoints.

e. Report from Audit & Finance Committee by Robert Beers, III.

Robert Beers, III as Chairman thanked his fellow Committee members James Myers, Jr. and Monica Satrape. He explained that in April 2010 his Committee hired Alan L. Gordon, CPA, PA to perform a Review of the Company's financials along with an Audit of the Company's Internal Controls. Further, his Committee reviewed the 2010/2011 Budget in September of 2010 and then presented the same to the full Board in October 2010 where it was approved in the November 2010 meeting. The results of Alan L. Gordon's Review and Agreed Upon Procedures Report were accepted by his Committee in December 2010. Finally, his Committee and the full Board unanimously agreed to continue the process of having a Review of the Company's financials and an Audit of the Company's Agreed Upon Procedures done again this year due to the size and nature of our Company.

V. Slate for Board of Directors

Bud Miller asked if there were any nominations from the floor for the 2010 Board of Directors. None were noted and the floor was closed. Bryan Seay volunteered to be the Shareholder representative to work with Patricia Emory and Alan Gordon, CPA PA in tallying the votes.

VI. Voting Results

After tallying the votes, Bryan Seay and Patricia Emory rejoined the meeting; Bryan Seay reported the results:

Directors of the Board:

Ernest Miller, Chairman
Robert W. Beers, III
Katharine P. Kile
Geoffrey T. Miller
James L. Myers, Jr.

Robert W. Beers, Jr.
Michael Fallon
Paul (Jay) Maddock, Jr.
Robert R. Miller
Deborah O. Vaughan

Ernest Miller congratulated all the new Directors. Additionally, the two (2) changes to the By-Laws were unanimously accepted.

VII. Call for Annual Board of Director's Meeting

Bud Miller noted that the By-Laws require that an Annual Board meeting occur and invited all Shareholders to attend the meeting set for April 30, 2011 immediately following the Shareholders meeting. The meeting will be to elect Robert Miller as President and Patricia Emory as Corporate Secretary; reaffirm the actions of management for the past year and elect the members of the Audit & Finance Committee and Governance and Nominating Committee.

VIII. 2012 Annual Shareholders Meeting – 100 year Celebration

A letter will go out to all Shareholders announcing that there will be a 100 year Celebration next year in the Spring. It will ask for volunteers to assist in planning the event. Katharine Jones said that she would work on putting together the History of the Company. Bryan Seay said that he would create a Facebook page for the Shareholders. Francis Seay was volunteered to work on a Genealogy Chart for the event. Rob Miller stated that the Company website would be re-activated but only for use by the Shareholders and Board of Directors.

IX. Adjourn

Finally, Ernest Miller asked for a motion to adjourn the Shareholders meeting. Patricia Miller so moved and Katharine Jones seconded and all were in favor, none opposed.

There being no further business, the meeting was adjourned at 11:55 am.

Patricia R. Emory, Corporate Secretary

Approved

W.C. AND AN. MILLER DEVELOPMENT COMPANY
2011 ANNUAL SHAREHOLDERS MEETING

April 30, 2011

AGENDA

1. Welcome
2. Approval of Minutes of 2010 Annual Meeting
3. Update on Company
4. Report from Governance and Nominating Committee Chairman
5. Report from Audit & Finance Committee Chairman
6. Nomination from Floor for 2011 Board of Directors
7. Election of Board of Directors and Adoption of the Two (2) Changes to the By-Laws
8. Report of Outcome of Election
9. Set Annual Meeting of the Board of Directors
10. Discussion of the future
11. Adjourn
12. Board of Directors Meeting (All Shareholders are invited)
13. Luncheon
14. Tour of Company owned properties

SAMPLE BALLOT

W.C. AND A.N. MILLER DEVELOPMENT COMPANY

SHAREHOLDERS BALLOT

Record Name of Shareholder: _____

Shareholders Address: _____

Number of Shares owned: _____

Voting Rules: Please vote for only ten (10) candidates, including Chairman.

I. Recommendation of the Board of Directors:

Ernest (Bud) Miller, Chairman	_____
Robert Beers, Jr.	_____
Robert Beers, III	_____
Michael C.J. Fallon	_____
Katharine Kile	_____
Paul L. (Jay) Maddock, Jr.	_____
Geoffrey Miller	_____
Robert Miller	_____
James Myers, Jr.	_____
Deborah Vaughan	_____

Write-Ins:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

If Ballot has more than ten (10) votes it will **NOT** be counted.

II. By-Law Changes:

ARTICLE III – BOARD OF DIRECTORS

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(a) The number of the directors of the Corporation shall be ~~ten nine~~ (910-), unless and until otherwise determined by vote of the majority of the entire Board of Directors. It is further recommended, in consultation with the shareholders, that five (5) directors be descendants of the founding shareholders (family directors) and that four (4) directors be persons who are not shareholders or employees of the Company [changed in 2006]. ~~The Board of Directors, on March 11, 2011, acted to change the number of Directors from nine (9) to ten (10) for the period of one year ending at the Annual Shareholders meeting in 2012.~~ The number of Directors shall not be less than three (3), unless all of the outstanding shares are owned beneficially and of records by less than three shareholders, in which event the number of directors shall not be less than the number of shareholders.

Shareholder signature: _____

Date: April 21, 2012