

January __, 2010

«AddressBlock»

Dear «Dear»:

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, January 30, 2010 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 our behalf, in the enclosed self-addressed stamped envelope to be received no later than Wednesday, January 27, 2010 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 2010.
4. Minutes from January 24, 2009 Annual Meeting.
5. Unaudited Year-end Statement of the W.C. and A.N. Miller Development Company as of September 30, 2009.

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 30th 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, January 30, 2010 at 10:00 a.m. Please designate your proxy, sign and **return it**, in the enclosed self-addressed stamped envelope, **no later than Wednesday, January 27, 2010**.

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 January 30, 2010 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 A.N. MILLER DEVELOPMENT COMPANY

SHAREHOLDERS BALLOT

Record Name of Shareholder: _____

Shareholders Address: _____

Number of Shares owned: _____

Voting Rules:

Please vote for only nine (9) candidates, including Chairman.

Recommendation of the Board of Directors:

Ernest (Bud) Miller, Chairman	_____
Robert Beers, Jr.	_____
Robert Beers, III	_____
Katharine Kile	_____
Geoffrey Miller	_____
Robert Miller	_____
James Myers, Jr.	_____
Monica Satrape	_____
Deborah Vaughan	_____

Write-Ins:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Please vote for only nine (9) candidates, including Chairman.

Shareholder signature: _____

Date: January 30, 2010

W.C. AND AN. MILLER DEVELOPMENT COMPANY
2010 ANNUAL SHAREHOLDERS MEETING

JANUARY 30, 2010

AGENDA

1. Welcome
2. Approval of Minutes of 2009 Annual Meeting
3. Update on Company
4. Nomination from Floor for 2010 Board of Directors
5. Election of Board of Directors
6. Report of Outcome of Election
7. Set Annual Meeting of the Board of Directors
8. Discussion of the future
9. Adjourn
10. Board of Directors Meeting (All Shareholders are invited)
11. Luncheon
12. Tour of Company owned properties

W.C. AND AN. MILLER DEVELOPMENT COMPANY

BOARD OF DIRECTORS RECOMMENDED

2010 SLATE OF DIRECTORS

Ernest Miller – Chairman

Robert W. Beers, Jr.

Robert W. Beers, III

Katharine P. Kile

Geoffrey T. Miller

Robert R. Miller

James L. Myers, Jr.

Monica M. Satrape

Deborah O. Vaughan

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

ANNUAL SHAREHOLDERS MEETING

January 24, 2009

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	Mary Church
Paula S. Gregg	Katharine P. Kile	Allison Miller, III
Geoffrey T. Miller	Robert R. Miller	William C. Miller
James L. Myers, Jr.	Mark M. Ong	Thomas Ong
Harry M. Ong, III	Monica M. Satrape	Frances M. Seay
Deborah O. Vaughan		

Others in attendance included: Chairman of the Board of Directors, Ernest (Bud) Miller, Jr., and Thomas Cholis, representing Chevy Chase Trust as trustee to the estate of Jean C. Miller. 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 10:05am, immediately bringing attention to the Agenda (Attachment A).

III. Consideration of Business

Bud Miller referenced the Minutes of Annual Shareholders Meeting of January 25th, 2008. A motion was made by Jim Myers to approve the minutes which was seconded by Allison Miller, III and unanimously carried.

IV. Company Update

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

- a. Changes: Rob Miller explained that if the Company had stayed the course, it would have been out of business in six months. So he stated that all employees have been fired, all management of company owned income producing properties had been out sourced to a third party, discontinued building and are in the process of liquidating all non income producing assets. Rob Miller stated that the Company has become a real estate holding company.
- b. Financial Update: Rob Miller further explained the financial situation of the Company stating that for the fiscal year ending September 30, 2008 the Company had net loss of (\$4,030,000) but it had reduced its debt by \$14,000,000 and had a net increase in cash of \$2,170,000.

Rob Miller said that for the fiscal year ending September 30, 2009 he budgeted net income of \$3,350,000, with a reduction in debt of \$8,600,000 and a net change in cash of \$900,000. The reason that there will only be \$900,000 in cash is due to the fact that we will be re-investing money into the properties and reducing debt. He cautioned that the variable here is the sale of the lots and house in Montgomery County as well as the remaining lot in Virginia.

Rob Miller explained that he is confident that the Company in the 09/10 fiscal year will be a lean Company producing adequate cash flow to resume dividend payments subject to Board approval.

Further, Rob Miller explained that the debt to equity ratio is approximately 65% and he hopes that he can get it lower.

- c. Communications with Shareholders: Bud Miller stated that there will be quarterly updates sent to the Shareholders and Rob Miller invited all Shareholders to call and/or write him if they have any questions and/or concerns.

V. Slate for Board of Directors

Bud Miller asked if there were any nominations from the floor for the 2009 Board of Directors. None were noted and the floor was closed. Mary Church volunteered to be the Shareholder representative to work with Patricia Emory and Alan Gordon, CPA in tallying the votes. A break commenced at 11:15 for the voting to be done and the tallying completed.

VI. Voting Results

After tallying the votes, Mary Church and Patricia Emory rejoined the meeting; Mary Church reported the results:

Directors of the Board:

Ernest Miller, Chairman
Robert W. Beers, III
Geoffrey T. Miller
James L. Myers, Jr.
Deborah O. Vaughan

Robert W. Beers, Jr.
Katharine P. Kile
Robert R. Miller
Monica Satrape

Bud congratulated all the new Directors, and thanked the members that would not be continuing on the Board, Ben Wafle, for his dedication and service.

VII. Call for Annual Board of Director's Meeting

Bud Miller noted that the By-Laws require that an Annual Board meeting occur and asked for Motion for the meeting to be set for January 24, 2009 immediately following the Shareholders meeting. James L. Myers, Jr. so moved and Monica Satrape seconded and all were in favor none opposed.

VIII. Adjourn

Finally, Bud Miller asked for a motion to adjourn the Shareholders meeting. William C. Miller so moved and Mary Church seconded and all were in favor, none opposed.

There being no further business, the meeting was adjourned at 11:40 am.

Patricia R. Emory, Corporate Secretary

Approved

W.C. AND AN. MILLER DEVELOPMENT COMPANY
2009 ANNUAL SHAREHOLDERS MEETING

JANUARY 24, 2009

AGENDA

1. Welcome
2. Approval of Minutes of 2008 Annual Meeting
3. Update on Company
4. Nomination from Floor for 2009 Board of Directors
5. Election of Board of Directors
6. Report of Outcome of Election
7. Set Annual Meeting of the Board of Directors
8. Discussion of the future
9. Adjourn
10. Board of Directors Meeting (All Shareholders are invited)
11. Luncheon
12. Presentation by McShea on the state of our commercial and residential holdings.