

**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

April 21, 2012

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 Properties