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MILLER PETROLEUM INC
Form 10QSB
December 13, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended October 31, 2002

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission File No. 33-2249-FW

MILLER PETROLEUM, INC.

(Exact name of small business issuer as specified in its Charter)

TENNESSEE

(State or Other Jurisdiction of
incorporation or organization)

62-1028629

(I.R.S. Employer I.D. No.)

3651 Baker Highway
Huntsville, Tennessee 37756

(Address of principal executive offices)

(423) 663-9457

Issuer's telephone number

N/A

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Not applicable.

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's
classes of common equity, as of the latest practicable date:

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TOTAL ASSETS	----- \$5,448,189 =====	----- \$5,375,806 =====
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable - trade	\$ 403,997	\$ 386,631
Accrued expenses	65,072	76,853
Notes payable - current portion	554,596	501,633
	-----	-----
Total Current Liabilities	1,023,665	965,117
	-----	-----
LONG-TERM LIABILITIES		
Notes payable - related	12,217	1,326
Notes payable	1,750,815	1,712,779
	-----	-----
Total Long-Term Liabilities	1,763,032	1,714,105
	-----	-----
Total Liabilities	2,786,697	2,679,222
	-----	-----
STOCKHOLDERS' EQUITY		
Common Stock: 500,000,000 shares authorized at \$0.0001 par value, 8,328,856 and 8,328,856 shares issued and outstanding	858	858
Additional paid-in capital	3,884,144	3,884,144
Retained Earnings	(1,223,510)	(1,188,418)
	-----	-----
Total Stockholders' Equity	2,661,492	2,696,584
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS'S EQUITY	\$5,448,189 =====	\$5,375,806 =====

The accompanying notes are an integral part of these consolidated financial statements.

MILLER PETROLEUM, INC.
Consolidated Statements of Operations
(UNAUDITED)

	For the Three Months Ended		For the Six Months Ended	
	October, 31		October, 31	
	2002	2001	2002	2001
REVENUES				
Oil and gas revenue	\$ 135,751	\$ 86,844	\$320,382	\$ 208,730
Service and drilling revenue	431,161	1,101,383	669,210	1,551,249
Retail sales	2,700	32,804	2,700	56,988
Sale of equipment	73,703		73,703	
Other revenue	116,126	23,602	120,907	26,295
	-----	-----	-----	-----
Total Revenue	759,441	1,244,633	1,186,902	1,843,262
	-----	-----	-----	-----
COSTS AND EXPENSES				

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Cost of oil and gas sales	176,046	789,156	234,775	1,008,234
Selling, general and administrative	146,456	94,758	301,784	313,722
Salaries and wages	204,319	194,265	420,652	373,777
Depreciation, depletion and amortization	82,332	120,996	162,362	216,845
Total Costs and Expenses	\$ 609,153	\$1,199,175	\$1,119,573	\$1,912,578
INCOME (LOSS) FROM OPERATIONS	150,288	45,458	67,329	(69,316)
OTHER INCOME (EXPENSE)				
Interest income	223	349	868	473
Interest expense	(48,096)	(27,745)	(103,289)	(77,755)
Total Other Income (Expense)	(47,873)	(27,396)	(102,421)	(77,282)
NET INCOME (LOSS)	102,415	18,062	(35,092)	(146,598)
NET EARNING (LOSS) PER SHARE	0.01	0.00	0.00	(0.02)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
	8,578,856	8,343,856	8,578,856	8,318,856

The accompanying notes are an integral part of these consolidated financial statements.

MILLER PETROLEUM, INC.
Consolidated Statement of Stockholders' Equity
(UNAUDITED)

	Common Shares	Additional	Retained	Total	
	Shares	Paid-in	Earnings		
	Amount	Capital			
Balance					
April 30, 2001	8,218,656	\$822	\$3,566,480	(\$680,661)	\$2,886,641
Common stock issued for cash at \$1.00 per share	110,000	11	109,989	-	110,000
Stock options exercised at \$0.575 per share	100,000	10	57,490	-	57,500
Common stock issued for equipment at \$1.00 per share	150,000	15	149,985	-	150,000
Common stock issued for services at \$1.00 per share	200		200	-	200

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Net loss for the
twelve months ended
April 30, 2002 (\$507,757) (\$507,757)

Balance
April 30, 2002 8,578,856 \$858 \$3,884,144 (\$1,188,418) \$2,696,584

Net loss for the
three months ended
October 31, 2002 (\$35,092) (\$35,092)

Balance
July 31, 2002 \$8,578,856 \$858 \$3,884,144 (\$1,223,510) \$2,661,492

The accompanying notes are an integral part of these consolidated financial statements

MILLER PETROLEUM, INC. Consolidated Statement of Cash Flows (UNAUDITED)

	Six Months Ended October 31, 2002	Six Months Ended October 31, 2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (35,092)	\$ (146,598)
Adjustments to Reconcile Net Income to Net Cash Provided (Used) by Operating Activities:		
Depreciation, depletion and amortization	162,362	216,845
Gain on sale of equipment	(73,703)	
Common stock issued for services		200
Common stock issued for inventory		150,000
Changes in Operating Assets and Liabilities:		
Decrease (increase) in accounts receivable	(96,665)	239,598
Decrease (increase) in inventory		(152,308)
Decrease (increase) in organizational costs		119
Decrease (increase) in prepaid expenses	11,520	32,179
Increase (decrease) in accounts payable	17,366	93,436
Increase (decrease) in accrued expenses	(11,781)	(13,756)
	-----	-----
Net Cash Provided (Used) by Operating Activities	(25,993)	419,715
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment	(108,854)	(158,470)
Purchase of oil and gas properties	(28,886)	(725,036)
Sale of equipment	99,500	
	-----	-----
Net Cash Provided (Used) by Investing Activities	(38,240)	(883,506)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on notes payable	(114,978)	(173,828)
Sale of common stock		167,500

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Proceeds from borrowing	216,868	500,000
	-----	-----
Net Cash Provided (Used) by Financing Activities	\$ 101,890	\$ 493,672
	-----	-----
NET INCREASE IN CASH	\$ 37,657	\$ 29,881
	-----	-----
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	76,394	224,500
	-----	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 114,051	\$ 254,381
	-----	-----
CASH PAID FOR		
Interest	\$ (103,289)	\$ (77,755)
Income taxes	0	0
NON-CASH FINANCING ACTIVITIES:		
Common stock issued for services		200
Common stock issued for inventory		150,000

The accompanying notes are an integral part of these consolidated financial statements.

MILLER PETROLEUM, INC.

Notes to the Consolidated Financial Statements

- (1) Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is suggested that these financial statements be read in conjunction with the Registrant's April 30, 2002 Annual Report on Form 10KSB. The results of operations for the period ended October 31, 2002 are not necessarily indicative of operating results for the full year.

The consolidated financial statements and other information furnished herein reflect all adjustment which are, in the opinion of management of the Registrant, necessary for a fair presentation of the results of the interim periods covered by this report.

- (2) RELATED PARTY TRANSACTIONS

On May 1, 2002, the Company executed a promissory note for \$50,000 in favor of Herman Gettelfinger, a director. The note was for a period of one month with an interest rate of eight percent and may be renewed on the same terms at the option of the holder.

During the first quarter, Deloy Miller CEO and Chairman, advanced the Company \$12,506 that has an interest rate of eight percent.

- (3) New Accounting Pronouncements

The Company adopted Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities," effective January 1, 2001. SFAS No. 133 (as amended by SFAS 137 AND SFAS 138) requires a company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivatives is a fair value hedge,

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changes in the fair value of the hedged assets, liabilities or firm commitments are recognized through earnings. If the derivative is a cash flow hedge the effective portion of changes in the fair value of the derivative are recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings. The adoption of SFAS No. 133, as amended, did not have a material impact on the Company's consolidated financial statements.

In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard (SFAS) No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 141 addresses the initial recognition and measurement of goodwill and other intangible assets acquired in a business combination and SFAS No. 142 addresses the initial recognition and measurement of intangible assets acquired outside of a business combination whether acquired individually or with a group of other assets. These standards require all future business combinations to be accounted for using the purchase method of accounting. Goodwill will no longer be amortized but instead will be subject to impairment tests at least annually. The Company would have been required to adopt SFAS No. 141 on July 1, 2001, and to adopt SFAS 142 on a prospective basis as of January 1, 2002. The Company has not effected a business combination and carries no goodwill on its balance sheet; accordingly, the adoption of these standards is not expected to have an effect on the Company's financial position or results of operations.

In June 2001, the Financial Accounting Standards Board approved the issuance of SFAS No. 143, "Accounting for Asset Retirement Obligations." SFAS 143 establishes accounting standards for the recognition and measurement of legal obligations associated with the retirement of tangible long-lived assets and requires recognition of a liability for an asset retirement obligation in the period in which it is incurred. The provisions of this statement are effective for financial statements issued for financial statements issued for fiscal years beginning after June 15, 2002. The adoption of this statement is not expected to have a material impact on the Company's financial position or results of operations.

SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, addresses accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 144 supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. SFAS No. 144 establishes a single accounting model for long-lived assets to be disposed of by sale and expands on the guidance provided by SFAS No. 121 with respect to cash flow estimations. SFAS No. 144 becomes effective for the Company's fiscal year beginning January 1, 2002. There will be no current impact of adoption on its financial position or results of operations.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Miller Petroleum has more than 50,000 acres under lease in Tennessee. About 95% of these leases are held by production. This acreage is made up primarily of development drilling locations. It produces both gas and oil, mainly from the Mississippian age Big Lime Formation. The existing properties contain a minimum three-year inventory of conventional drilling locations.

Miller's current development drilling program is to drill 22 oil and gas wells and 40 gas only wells on its Koppers South Tract and build a six mile gathering system to a local pipeline. Plans call for completion of the program

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in approximately two years. Miller along with an industry partner will invest more than nine million dollars in the project which has a predicted internal rate of return of above thirty percent.

All 50,000 Tennessee acres are presently being evaluated for their CBM potential. A well drilled in June of 2001 by the company encountered numerous coal seams below 750 feet depth on a 4,000-acre lease that the company has recently acquired. These coal seams reach a maximum thickness of six feet and are presently being evaluated for their CBM potential. In addition, this well has made a conventional Big Lime gas discovery, and three additional locations have been drilled. Two of the wells were completed and began selling gas in March of 2002. A third well was completed and put online in October, 2002.

The Company is also actively pursuing the acquisition of additional high potential acreage in eastern Tennessee. It's exploration efforts are concentrated in the East Tennessee portion of the Eastern Overthrust Belt. Management has selected two large structures and is actively leasing acreage on both of them. The Company has acquired more than 6,500 acres in the current leasing program. Two test wells are being planned on a large structure in said high potential acreage. Knox Dolomite wells in the Overthrust have reserves in excess of two Bcf gas per well.

Liquidity and Capital Resources

We estimate that we will be able to adequately fund our development and production plans, with the exception of the acquisition of additional properties, for the next 12 months. Sources of funds for us will be revenue from operations, in particular sales of working interests in wells that we drill; receipts from the private placement of our securities; and loans.

We believe that our current cash flow will be sufficient to support our cash requirements for development and production over the next 12 months.

Results of Operations

The Company had revenues of \$759,441 for the second quarter of fiscal 2003, down from the \$1,244,633 in revenues recognized during the second quarter of fiscal 2002.

Oil and gas revenue for the current quarter was \$135,751 up from \$86,844 in the second quarter of fiscal 2002. This increase was due primarily to natural gas sales from the Lindsay Land Company lease and slightly higher natural gas prices.

Service and drilling revenue for the second quarter was \$431,161 down from \$1,101,383 for the same quarter last year. This decrease was due to a large decline in the Company's drilling activity.

During the current quarter, retail sales were \$2,700 compared to \$32,804 during the second quarter of fiscal 2002. This decrease was due to the decline in oilfield activities.

Sale of equipment during the second quarter was \$73,703 due to the sale of excess operating equipment to Myers Completions, Inc.

Other revenue for the second quarter of fiscal 2003 was \$116,126 up from \$23,602 during the same period last year due primarily to the settlement with the Blue Ridge Group, Inc.

The Company's net income for the current quarter was \$102,415, up from

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\$18,062 for the second quarter of fiscal 2002. This increase was due to the sale of excess operating equipment and the settlement with the Blue Ridge Group, Inc.

Cost of oil and gas sales for the second quarter of fiscal 2003 was \$176,046, down from \$789,156 in the same quarter of fiscal 2002, due primarily to the decrease in drilling activity.

Selling, general and administrative expenses were \$146,456, up from \$94,758 in the second quarter of fiscal 2002. This increase was primarily due to increases in legal and professional fees.

Salaries and wages for the current quarter were \$204,319, up from \$194,265 in the second quarter of fiscal 2002.

Depreciation, depletion and amortization for the second quarter of fiscal 2003 was \$82,332 down from \$120,996 in the second quarter of 2002. This decrease was due to a reduction in drilling activities.

The Company had revenues of \$1,186,902 for the first half of its fiscal year 2003, down from the \$1,843,262 in revenues recognized during the first half of fiscal year 2002.

Oil and gas revenue for the first six months of fiscal 2003 was \$320,382 up from \$208,730 in the first six months of fiscal 2002. This increase was due primarily to natural gas sales from the Lindsay Land Company lease, oil sales from the Koppers lease and slightly higher natural gas prices.

Service and drilling revenue for the first half of fiscal 2003 was \$669,210 down from \$1,551,249 for the first half of fiscal 2002. This decrease was due to dramatic decreases in drilling activity since last year.

During the first half of the current fiscal year, retail sales were \$2,700 compared to \$56,988 during the first half of fiscal 2002. This decrease is due to a general decline in oilfield activities.

Sale of equipment during the first half of fiscal 2003 was \$73,703 because of the sale of excess operating equipment to Myers Completions, Inc.

Other revenue for the first half of fiscal 2003 was \$120,907 up from \$26,295 during the same period last year due primarily to the settlement with the Blue Ridge Group, Inc.

The Company's net loss for the first six months of fiscal 2003 was \$35,092, down from a net loss of \$146,598 for the first half of fiscal 2002.

Cost of oil and gas sales for the first half of fiscal 2003 was \$234,775, down from \$1,008,234 in the same period of fiscal 2002, because of a deep decline in drilling activity.

Selling, general and administrative expenses for the first half of fiscal 2003 were \$301,784, down from \$313,722 during the same period of fiscal 2002.

Salaries and wages for the first half of fiscal 2003 were \$420,652, up from \$373,777 in the same period of fiscal 2002.

Depreciation, depletion and amortization for the first half of fiscal 2003 was \$162,362 down from \$216,845 in the second quarter of 2002. This decrease was due to less production equipment being placed in service.

Item 3. Controls and Procedures

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Within the 90-day period prior to the filing of this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information required to be included in our periodic SEC reports. It should be noted that the design of any system of controls is based on in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. In addition, we reviewed our internal controls, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of their last evaluation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On or about January 20, 2000, the Company filed a complaint against Blue Ridge Group, Inc. in the Chancery Court of Hawkins County at Rogersville, Tennessee, Case No. 13951, asserting that Blue Ridge had breached a Footage Drilling Contract with the Company. Miller asserted that Blue Ridge had breached the said contract by quitting the job without drilling to the required depth, failing to drill a straight hole, and by damaging the well bore by failing to conduct its operations in a good and workmanlike manner in accordance with good industry practice. The Company has asked that it be awarded its initial payment of \$37,000.00 to Blue Ridge, damages occasioned by the improper deviation of the hole from the vertical plane; damages for the cost of re-drilling and/or re-working the hole, damages allowed by the parties contract, further and equitable relief to which it may be entitled, and to assess the costs of this cause, including Miller's discretionary costs, to Blue Ridge. On May 10, 2002, the Chancery Court of Hawkins County ruled in favor of Miller Petroleum, Inc. and awarded damages of \$97,716.21 plus interest. Subsequently, Blue Ridge Group appealed the decision to the Tennessee Supreme Court.

The Blue Ridge action was settled for \$90,000 in cash and a \$25,000 credit for oilfield services from the Blue Ridge Group, Inc.

On or about April 12, 2002, the Company filed a complaint against Nami Resources Company, LLC in the Circuit Court for Scott County at Huntsville, Tennessee asserting that Nami had failed to pay for natural gas received and \$16,456.12 is justly due and owing to Miller. On or about May 14, 2002, Nami Resources Company, LLC filed a complaint against Miller Petroleum, Inc. in the United States District Court, Eastern District of Kentucky, London Division, Civil Action No. 02-255-DCR asserting that Miller had breached a contract for the sale and transportation of natural gas asking for relief in the amount of \$400,000 plus court costs and attorney fees.

The Nami action is pending and the Company believes that it is justly owed \$16,456.12 and does not believe that a contract existed to be breached. However, a decision for Nami would not have a material effect on Miller.

Item 2. Changes in Securities.

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None.

Item 3. Defaults Upon Senior Securities.

None; not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K.*

(a) Exhibits.

None.

(b) Reports on Form 8-K.

None.

* A summary of any Exhibit is modified in its entirety by reference to the actual Exhibit.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: December 13, 2002

MILLER PETROLEUM, INC.

By:/s/Deloy Miller

Deloy Miller
Chief Executive Officer

Date: December 13, 2002

By:/s/Lawrence L. LaRue

Lawrence L. LaRue,
Chief Financial Officer

SECTION 302 CERTIFICATION

I, Deloy Miller, certify that:

1. I have reviewed this quarterly report of MILLER PETROLEUM, INC.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary

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in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statement, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation of the Evaluation Date;

5. The registrant's other qualifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls, and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

By: /s/Deloy Miller

Deloy Miller, Chief Executive
Officer

SECTION 302 CERTIFICATION

I, Lawrence LaRue, certify that:

1. I have reviewed this quarterly report of MILLER PETROLEUM, INC.

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2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statement, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation of the Evaluation Date;

5. The registrant's other qualifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls, and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

By: /s/Lawrence LaRue

Lawrence LaRue, Chief Financial
Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

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In connection with the Quarterly report of Miller Petroleum, Inc. (the "Company") on Form 10-QSB for the period ending October 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), We, Deloy Miller, Chief Executive Officer and Lawrence LaRue, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/Deloy Miller

Deloy Miller
Chief Executive Officer
12/13/02

/s/Lawrence LaRue

Lawrence LaRue
Chief Financial Officer
12/13/02