MILLER PETROLEUM INC
Form 10KSB
August 13, 2003

U. S. Securities and Exchange Commission
Washington, D. C. 20549

FORM 10-KSB

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 2003

[ ] 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.
(Name of Small Business Issuer in its Charter)

TENNESSEE	62-1028629
State or Other Jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. No.)

3651 Baker Highway
Huntsville, Tennessee 37756
(Address of Principal Executive Offices)

Issuer's Telephone Number: (423) 663-9457

N/A
(Former Name or Former Address, if changed since last Report)

Securities Registered under Section 12(b) of the Exchange Act: None.

Securities Registered under Section 12(g) of the Exchange Act: None.

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

(1) Yes X No (2) Yes X No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

State Issuer's revenues for its most recent fiscal year:
April 30, 2003 - $1,924,194.

State the aggregate market value of the common voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within the past 60 days.

July 11, 2003 - $2,804,986. There are approximately 3,790,522 shares of common voting stock of the Registrant held by non-affiliates. On July 11, 2003 the average bid and asked price was $0.74.

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS
DURING THE PAST FIVE YEARS)

Not Applicable.

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

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

June 28, 2002

8,578,856

DOCUMENTS INCORPORATED BY REFERENCE

A description of "Documents Incorporated by Reference" is contained in Item 13 of this Report.

Transitional Small Business Issuer Format Yes X No

PART I

Item 1. Description of Business.

Business Development

The predecessor of Miller Petroleum, Inc. (the "Company") was founded in 1967 by Deloy Miller, as a sole proprietorship. On January 22, 1978, the Company was incorporated under the laws of the State of Tennessee. For the Company's early business development, see Form 10KSB for the fiscal year ended April 30, 2000, which was filed with the Securities and Exchange Commission on August 14, 2001, and subsequently amended. These filings are available on the Commission's web site: www.sec.gov.

During the past seven years, the Company concentrated on oil and gas development, exploration and production. The Company has oil and/or gas production in six Tennessee counties: Campbell, Fentress, Hancock, Morgan, Overton and Scott.

Pursuant to a Purchase and Sale Agreement that we entered into with NAMI Resources Company, LLC, a Kentucky limited liability company, on August 31, 2000, we sold to NAMI resources our interest in certain oil and gas wells, leases covering about 40,000 acres in Kentucky, inventory and related equipment located in Kentucky. The sale closed on September 6, 2000. NAMI Resources Company, LLC paid the Company $2,000,000 and assumed a production payment to Cabot Oil and Gas, Inc. of $102,237 and received our interest in certain oil and gas wells, oil and gas leases, inventory and related equipment plus a production receivable from Southern Gas of $123,832. The net to the Company was $1,978,405.

We sold these assets because they were located approximately two to three hours from our present principal operations in East Tennessee. Our Board of Directors believed that the cost, expense and manpower involved in managing the assets at this distance was too high and interfered with our principal focus in East Tennessee.

We had previously sold to NAMI Resources gas that was produced from oil and gas wells that were among these assets. NAMI Resources had no other material relationship with us, and the NAMI Resources agreement was negotiated at "arms length."

We used about $1,780,000 of the purchase price to pay a note that we owed to BankOne. The remaining amount has been allocated to working capital.

Currently, the Company has more than 45,000 acres under lease in Tennessee and continues to seek the acquisition of additional strategic acreage. Although it engages in a minimum of contract drilling, it has kept drilling rigs, service rigs, trucks and bulldozers to drill, service and maintain its own wells. Miller continues to use the latest technology, utilizing computer graphics and analytical tools for geologic exploration, drilling and development.

The Company continues to focus on the development, drilling and production of natural gas in eastern Tennessee. The Company is currently developing both its "Koppers North and South Fields" (27,000 acres) in Campbell County, Tennessee with more than sixty development locations mapped.

All officers and directors were reappointed for the fiscal year that began May 1, 2003 and continue to serve as of July 25, 2003.

Business

The Company's operations include the operation of oil and gas wells, acquisition and development of oil and gas leases, rebuilding and sales of oil field equipment and the organization of joint venture drilling programs with industry partners.

The Company has acquired and operates the following properties:

(1) Koppers Lease or "ARCO/GULF Farmout".

The largest acreage block owned by the Company is in Campbell County, Tennessee. This acreage was acquired through a farmout agreement with ARCO/Gulf. The Company owns a 100% working interest of 27,000 acres, more or less. This lease provides for a landowner royalty of 12.5% and an overriding royalty interest of 7.5% with an 80% working interest. The lease is split into two parcels. An 8,000 acre northern parcel borders the Kentucky state line and a 19,000 acre parcel has its southern edge under the city of Lafollette, Tennessee. Currently, there are eleven producing oil wells on the southern tract of this lease. The eleven wells have produced 144,621 barrels of oil from the Big Lime Formation through June 30, 2003. Two additional wells are scheduled to be completed later this year. This lease is being held by production.

The Company has leased and is currently leasing smaller tracts of 50 to 1,000 acres adjacent to or near the its southern Koppers acreage.

Miller's current drilling program calls for 4 development Chattanooga Shale gas wells in the Koppers North Field, 5 gas only wells in the Koppers South Field and an exploratory well on a large structure in the East Tennessee portion of the Eastern Overthrust Belt.

(2) Delta Producers, Inc. joint venture.

The Company continues its joint venture with Delta Producers, Inc. of Greenville, Mississippi ("Delta Producers"). Currently, the parties are jointly producing twelve gas wells in the Jellico, Tennessee area northwest of the Pine Mountain Thrust Fault. Miller Petroleum has a 25% working interest in the above gas wells. The twelve wells are located upon several oil and gas leases consisting of 2,000 acres more or less (collectively the "Delta leases"). All of these leases is subject to a 12.5% landowner's royalty.

As of April 30, 2003, Miller Petroleum and Delta Producers have drilled four wells , the Lindsay Land Company #9, #10, #11 and #12, on the 4,000 acre Lindsay Land Company lease in Campbell County, Tennessee near Caryville, Tennessee. Three of the wells have been completed and put into production. Miller and Delta purchased and built more than three miles of three-inch and four-inch gathering lines to carry the gas to market. They began selling natural gas from the #9 and #12 wells in March of 2002 and the #10 well began selling gas in January of 2003. As of June 30 of this year, the the Lindsay #9 has sold 46,569 Mcf, the Lindsay #10 has sold 9,202 Mcf and the Lindsay #12 has sold 120,965 Mcf. This production is from the Big Lime Formation. Shut-in pressure for the field is approximately 780 psi. Miller has a 50% working interest in the Lindsey Land Company lease. This lease provides for a landowner's royalty of 12.5%.

Two additional wells have been drilled on the Lindsay lease since the end of the fiscal year, the Lindsay #13 and #14. The #13 well has a pay zone of approximately 18 feet and the #14 has a pay zone of approximately 23 feet. We have completed the #13 well and expect to complete the #14 well in mid August. It is our intention to begin selling gas from both wells on or before September 1, 2003.

(3) Miscellaneous oil and gas leases and wells.

The Company has several small leases in Campbell, Fentress, Morgan and Overton Counties, Tennessee totaling approximately 2,500 acres. Each of these leases is subject to a 12.5% to 20% landowner's royalty. There are eight producing oil wells and thirteen producing natural gas wells on these miscellaneous leases.

(4) Tengasco Farmout and nearby area.

The Company acquired a farmout from Tengasco, Inc. in September of 1999. The farmout locations are adjacent to or in the much-publicized Swan Creek field in Hancock County, Tennessee.

The Company has drilled three successful Knox Dolomite wells in the Swan Creek field proper. A fourth Knox well drilled on this farmout by Miller has resulted in a new field discovery on a separate structure from Swan Creek.

In August of 2000, Miller Petroleum, Inc. drilled its first oil well under the Tengasco Farmout. The Dewey Sutton #1 well has sold more than 12 thousand barrels and is currently producing about 200 barrels of oil per month from the Trenton Formation. The R.D. Helton #2, Jeff Johnson #3 had good shows of oil in the Stones River Formation and are scheduled for completion.

Tengasco completed its pipeline and began buying natural gas on March 8, 2001. Miller's first sales to Tengasco were from the Worlie Purkey #1 well in April of 2001. In May, the Worlie Purkey #3 began selling to Tengasco. During the latter part of June, we began selling from the Jeff Johnson #1 well.

Principal Products or Services and Markets

The Company drills, produces and markets natural gas and oil. The demand for these products continues to increase as population and industry conversions expand. Direct statewide purchasers of oil at the well site are by South Kentucky Purchasing Company, a refinery located in Somerset, Kentucky.

Natural gas has multiple markets throughout the eastern United States through gas transmission lines. Access to these markets is presently provided by four companies in north eastern Tennessee. Cumberland Valley Resources, of Lexington, Kentucky, purchases the Company's natural gas that is produced from the "Delta Leases". Nami Resources Company, of London, Kentucky, purchases our gas from our Jellico field. Local markets are served by Citizens Gas Utility District and Powell-Clinch Utility District with surplus gas being placed in storage facilities or transported to East Tennessee Natural Gas serving Tennessee and Virginia.

Reserve Analysis

Glover Petroleum Consultants of Crossville, Tennessee performed a reserve analysis on the Company's leases as of April 30, 2003. Based on the data and parameters provided, the wells evaluated should recover approximately 639,483 barrels ("Bbls") of oil and 15,907,331 thousand cubic feet ("Mcf") of natural gas. Of this gross production, the interests appraised will recover 364,587 Bbls of oil and 9,114,831 Mcf of natural gas. Of these amounts, a total of 8,131,301 Mcf of natural gas reserves were proved but undeveloped. The net reserves should yield an undiscounted future net income of $40,596,397 after royalties, operating costs, development costs and severance and ad valorem taxes, but before Federal and State income taxes. The present value of this future net income is $22,892,610 when discounted 10%. The reserves presented in this report were evaluated according to the standards recommended by the Securities and Exchange Commission. The report assumes constant oil and gas pricing and the use of a 10% discount factor to estimate present value of the future net income.

Reserve analysis are at best speculative, especially when based upon limited production and limited access to production records; no assurance can be given that the reserves attribute to these leases exist or will be economically recoverable. See the Risk Factor entitled "Uncertainty of Reserve Estimates," herein.

It is the opinion of Glover that the above-described reserve and revenue estimates are in the aggregate reasonable and were prepared in accordance with generally accepted petroleum engineering and evaluation principles. Glover does not own any direct or indirect financial interest in Miller Petroleum, Inc. and its oil and gas properties and interest. Glover's fee is not contingent upon its work or report.

Distribution Methods of Products or Services.

Crude oil is contained in tanks at the well site until the purchaser retrieves it by truck. Natural gas is delivered to the purchaser via gathering lines into the main gas transmission line. Gas purchasers in the area include Tengasco, Inc.; Delta Natural Gas Company, Inc.; NAMI Resources Company, LLC; Powell-Clinch Utility District; CNR and Citizens Gas Utility District. Crude oil is purchased by South Kentucky Purchasing Company of Somerset, Kentucky. Management anticipates that the Company's products will be sold to one of these companies, however, no assurance can be given that the Company will be able to make such sales or that if it does, it will be able to receive a price that is sufficient to make its operations profitable.

Status of Any Publicly Announced New Product or Service

The Company does not have any publicly announced new product or service; nor does it anticipate any in the foreseeable future.

Competitive Business Conditions, Competitive Position in the Industry and Methods of Competition

The Company's oil and gas exploration activities in the State of Tennessee will be undertaken in a highly competitive and speculative business. In seeking any other suitable oil and gas properties for acquisition, the Company will be competing with a number of other companies located in the State of Tennessee and elsewhere, including large oil and gas companies and other independent operators with greater financial resources.

At the local level, the Company has several competitors in the area of its acreage blocks in the State of Tennessee, three of which may be deemed to be significant. These are Consol Energy, Inc., CNR, Champ Oil, John Henry Oil and Tengasco, Inc. Given the Company's relatively large acreage holdings in the area and the estimated proven undeveloped reserves, management believes that the Company could increase substantially the amount of hydrocarbons it sells in the immediate area; however, the Company's operations will be subject to numerous risk factors and no assurance of this can be given. See the caption "Risk Factors" of this Report.

Management does not foresee any difficulties in procuring logging, cementing and well treatment services in the area of its operations. The experience of management has been that, in most instances, logging equipment will be available with less than a one-day waiting period. Cementing services generally have the same waiting period. Well treatment services may have a waiting period of 7 to fourteen days. However, several factors, including increased competition in the area, may limit the availability of logging equipment, cementing and well treatment services; such an event may have a significant adverse impact on the profitability of the Company's operations.

The Company has its own drilling and service rigs with the employees necessary to do all other services required to drill and produce gas and oil wells.

The prices of the Company's products are controlled by the world oil market and the United States natural gas market; thus, competitive pricing behaviors in this regard are considered unlikely; however, competition in the oil and gas exploration industry exists in the form of competition to acquire the most promising acreage blocks and obtaining the most favorable prices for transporting the product. Management believes that the Company is well positioned in these areas because of the transmission lines that run through and adjacent to the properties that it leases and because it holds relatively large acreage blocks in what management believes are promising areas.

Sources and Availability of Raw Materials and Names of Principal Suppliers

The Company's operations are not dependent on the acquisition of any raw materials. See the caption "Competitive Business Conditions, Competitive Position in the Industry and Methods of Competition," above.

Dependence on One or a Few Major Customers

The Company will be dependent on local purchasers of hydrocarbons in the areas where its properties are located for sales of its products. The eight purchasers in the areas of the Company's operations are Citizens Gas Utility District, Cumberland Valley Resources, Powell-Clinch Utility District, Delta Natural Gas, CNR, NAMI Resources, Tengasco and South Kentucky. The loss of one or more purchasers with whom the Company may contract may have a substantial adverse impact on the Company's sales and on its ability to operate profitably.

Currently, we are selling natural gas to the following purchasers:

(1) Citizens Gas Utility District is purchasing natural gas from Miller's wells in Scott County, Tennessee. Citizens is paying the Inside FERC Tn Zone 1 (Louisiana) monthly index less transportation costs. Sales to Citizens are less than 1% of our total natural gas sales.

(2) Nami Resouces Company is purchasing our gas from the Jellico Field. The sales price is $4.02 per Mcf. Sales to Nami Resources Company at the present time are approximately 25% of total natural gas sales.

(3) Tengasco, Inc. purchases natural gas from wells in the Swan Creek Field. Tengasco, Inc. is paying the New York Mercantile Exchange first of the month posting plus $0.05 less transportation charges. Sales to Tengasco are about 10 % of total natural gas sales.

(4) Cumberland Valley Resources purchases the gas produced from the joint venture with Delta Producers, Inc near Jellico, Tennessee. The sales price is Appalachian Index minus Columbia transportation and fuel. Cumberland Valley Resources purchases approximately 20% of total natural gas sales.

(5) Powell-Clinch Utility District purchases the gas from the Lindsey Land Company lease which is another joint venture with Delta Producers. The sales price is Inside FERC Tn Zone 1 (Louisiana) monthly index less transportation costs. About 44% of our gas sales are to the Powell-Clinch Utility District.

The Company sells all of its crude oil to South Kentucky Purchasing Company of Somerset, Kentucky. South Kentucky's purchase price is based on postings for the Illinois Basin.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, including Duration

Royalty agreements relating to oil and gas production are standard in the industry. The amount of the Company's royalty payments varies from lease to lease. See the caption "Business," above. The amounts of the royalties on each of the Company's leases are listed on the attached Lease Schedules. See the Exhibit Index, Item 13 of this Report.

Need for Governmental Approval of Principal Products or Services

None of the principal products or services offered by the Company require governmental approval; however, permits are required for drilling oil or gas wells. See the caption "Effect of Existing or Probable Governmental Regulations on Business," below.

Effect of Existing or Probable Governmental Regulations on Business

Exploration and production activities relating to oil and gas leases are subject to numerous environmental laws, rules and regulations. The federal Clean Water Act requires the Company to construct a fresh water containment barrier between the surface of each drilling site and the underlying water table. This involves the insertion of a seven-inch diameter steel casing into each well, with cement on the outside of the casing. The cost of compliance with this environmental regulation is approximately $10,000 per well.

The State of Tennessee also requires oil and gas drillers to obtain a permit for their activities and to post with the Tennessee Gas and Oil Board bonds to ensure that each well is reclaimed and properly plugged when it is abandoned. The Reclamation Bonds cost $1,500 per well. Cost for the Plugging Bonds are $2,000 per well or $10,000 for ten wells. Currently, the Company has several of the $10,000 plugging bonds. For most of the reclamation bonds, the Company has deposited a $1,500 Certificate of Deposit with the Oil and Gas Board.

The Company's operations are also subject to laws and regulations requiring removal and cleanup of environmental damages under certain circumstances. Laws and regulations protecting the environment have generally become more stringent in recent years, and may in certain circumstances impose "strict liability," rendering a corporation liable for environmental damages without regard to negligence or fault on the part of such corporation. Such laws and regulations may expose the Company to liability for the conduct of operations or conditions caused by others, or for acts of the Company which were in compliance with all applicable laws at the time such acts were performed. The modification of existing laws or regulations or the adoption of new laws or regulations relating to environmental matters could have a material adverse effect on the Company's operations. In addition, the Company's existing and proposed operations could result in liability for fires, blowouts, oil spills, discharge of hazardous materials into surface and subsurface aquifers and other environmental damage, any one of which could result in personal injury, loss of life, property damage or destruction or suspension of operations.

The Company has in place an Emergency Action and Environmental Response Policy Program. This program details the appropriate response to any emergency that management believes to be possible in the Company's area of operations.

The Company believes it is presently in compliance with all applicable federal, state and local environmental laws, rules and regulations; however, continued compliance (or failure to comply) and future legislation may have an adverse impact on the Company's present and contemplated business operations.

The foregoing is only a brief summary of some of the existing environmental laws, rules and regulations to which the Company's business operations are subject, and there are many others, the effects of which could have an adverse impact on the Company. Future legislation in this area will no doubt be enacted and revisions will be made in current laws. No assurance can be given as to what effect these present and future laws, rules and regulations will have on the Company's current future operations.

Research and Development

With the exception of the payment to Glover Petroleum Consultants for its engineering study, the Company has not expended any material amount in research and development activities during the last fiscal year. Research done in conjunction with its exploration activities consists primarily of conducting geological research. This work falls under the job description of the Company's geologist and will not cost anything more than his standard salary.

Cost and Effects of Compliance with Environmental Laws

See the caption "Effect of Existing or Probable Governmental Regulations on Business" of this Report.

Number of Total Employees and Number of Full-Time Employees

The Company presently has 15 full-time employees and 1 part-time employee. When it commences its full-scale drilling program as discussed under the heading "Management's Discussion and Analysis or Plan of Operation," the Company plans to have up to 24 full-time employees, including officers, and 1 part-time employee.

Risk Factors

Our present and intended business operations are highly speculative and involve substantial risks. Only investors who can bear the risk of losing their entire investment should consider buying our shares. You should consider and be aware of the following risks:

General Risks Related To Our Business.

It will be harder for us to develop oil and gas reserves if we do not raise additional money.

We will require additional funding to realize our future goals of conducting the oil and gas exploration operations on properties under lease and acquiring additional oil and gas properties for development. Our additional funding will come from the sale of fractional working interests to investors participating in our oil and gas partnerships and to raise funding through equity or debt financing, which may be very difficult for our highly speculative enterprise. We can not assure you that any additional funding will be available to us, or if it is available, that the terms of the funding will be satisfactory to us. If we fail in these efforts, our business may also fail.

Our business may fail if we do not succeed in our efforts to develop and replace oil and gas reserves.

Management believes that our future success will depend upon our ability to find, acquire and develop additional economically recoverable oil and gas reserves. Our proved reserves will generally decline as they are produced, except to the extent that we conduct revitalization activities, or acquire properties containing proved reserves, or both. To increase reserves and production, we must continue our development drilling and re-completion programs, identify and produce previously overlooked or bypassed zones in shut-in wells, acquire additional properties or undertake other replacement activities. Our current strategy is to increase our reserve base, production and cash flow through the development of our existing oil and gas fields and selective acquisitions of other promising properties where we can use new, existing technology. Despite our efforts, our planned revitalization, development and acquisition activities may not result in significant additional reserves, and we may not be able to discover and produce reserves at economical exploration and development costs.

Our revenues may be less than expected if our oil and gas reserve estimates are inaccurate.

Oil and gas reserve estimates and the present values attributed to these estimates are based on many engineering, geological characteristics and operational assumptions that generally are derived from limited data. Common assumptions include such matters as the anticipated future production from existing and future wells, future development and production costs and the ultimate hydrocarbon recovery percentage. As a result, oil and gas reserve estimates and present value estimates are frequently revised to reflect production data obtained after the date of the original estimate. If reserve estimates are inaccurate, production rates may decline more rapidly than anticipated, and future production revenues may be less than estimated. In addition, significant downward revisions of reserve estimates may hinder our ability to borrow funds in the future, or may hinder other financing arrangements that we may consider.

In addition, any estimates of future net revenues and their present value are based on period ending prices and on cost assumptions that only represent our best estimate. If these estimates of quantities, prices and costs prove inaccurate and we are unsuccessful in expanding our oil and gas reserves base, or if oil and gas prices decline or become unstable, we may have to write down the capitalized costs associated with our oil and gas assets. We will also largely rely on reserve estimates when we acquire producing properties. If we overestimate the potential oil and gas reserves of a property to be acquired, or if our subsequent operations on the property are not successful, the acquisition of the property could result in substantial losses.

Our future success will depend on the price of oil and gas.

Our revenues come from the sale of oil and gas. If oil and gas prices go below our costs and expenses of operating our company, we will lose money. Sustained financial losses would probably force us to cease operations.

Oil and gas operations involve many physical hazards.

Natural hazards, such as excessive underground pressures, may cause costly and dangerous blowouts or make further operations on a particular well financially or physically impractical. Similarly, the testing and re-completion of oil and gas wells involves a high degree of risk arising from operational failures, such as blowouts, fires, pollution, collapsed casing, loss of equipment and numerous other mechanical and technical problems. Any of these hazards may result in substantial losses to us or liabilities to third parties. These could include claims for bodily injuries, reservoir damage, loss of reserves, environmental damage and other damages to people or property. Any successful claim against us would probably require us to spend large amounts on legal fees and any successful claim may make us liable for substantial damages.

Our dependence on outside equipment and service providers may hurt our profitability.

We need to obtain logging equipment and cementing and well treatment services in the area of our operations. Several factors, including increased competition in the area, may limit their availability. Longer waits and higher prices for equipment and services may reduce our profitability.

You will not be able to elect our directors or officers.

Deloy Miller, our President and CEO, currently owns between 50 and 51% of our outstanding common stock. He can effectively elect all of our directors, who in turn elect all of our executive officers, without regard to the votes of other stockholders. If the warrant holders exercise all of the outstanding warrants and retain voting control of the shares underlying these warrants, Mr. Miller would own about 39% of the then-outstanding shares. Although he would not have absolute voting control, he would still be in a position to exert substantial influence on the election of all directors, who in turn elect all of the officers. You will have little or no ability to influence the direction of Miller Petroleum.

The intense competition in our industry will make it harder for us to succeed.

Our oil and gas exploration activities are centered in a highly competitive industry. We will be competing in every facet of our intended business with other companies that may include multinational oil and gas companies and other large independent operators with much greater financial resources than we have. Management does not believe that our competitive position in the oil and gas industry will be significant.

If we lose the services of Deloy Miller or Lawrence L. LaRue, our operations may suffer.

We are substantially dependent upon the continued services of Deloy Miller, our President, CEO and a director, and Lawrence L. LaRue, our CFO and a director. Messrs. Miller and LaRue have been with us since our inception. The relationships that these persons have formed in our industry and in the local area where our principal operations are conducted are invaluable, and could be lost to us without their services. Messrs. Miller and LaRue are in good health; however, their retirement, disability or death would seriously hurt our business operations. If their services become unavailable, we will have to retain other qualified personnel. We may not be able to recruit and hire other qualified people on acceptable terms. We do not have employment contracts with Mr. Miller or Mr. LaRue.

Similarly, the oil and gas exploration industry requires the use of personnel with substantial technical expertise. If our current technical personnel become unavailable, we will need to hire qualified personnel to take their place. If we are not able to recruit and hire new people on mutually acceptable terms, our operations will suffer.

Compliance with governmental regulations can be costly and can limit our planned operations.

We face many state and federal laws, rules and regulations covering the safety of our operations, environmental conditions and other facets of our business. These laws, rules and regulations can be expensive and may seriously limit our ability to conduct our intended business operations. See the heading "Effect of Existing or Probable Governmental Regulations on Business" under the caption "Description of Business."

Risks Related To Our Common Stock.

The sale of already outstanding shares of our common stock could hurt our common stock market price.

All of our outstanding common stock is eligible for public sale under Rule 144 of the Securities Act of 1933. On January 17, 2001, the Company filed Form SB2 with the Securities and Exchange Commission, (subsequently amended on June 19, 2001) to register 2,761,152 previously issued common shares and shares underlying warrants. The selling stockholders may sale the shares of common stock being registered for resale under our prospectus. Any of these sales could significantly decrease the market price of our common stock. These sales could also severely limit our ability to obtain the necessary debt or equity funding for our current and intended business operations.

The limited trading volume in our common stock, and general market volatility, may depress our stock price.

The public market and trading volume for our common stock are limited and volatile. Where the volume is limited, any unusual increase in the volume is likely to decrease the market price of our common stock. The common stock that we are registering and that the selling stockholders will offer and sell under our prospectus will greatly increase the number of shares available for public trading. This alone could significantly decrease the current market price for our common stock.

In addition, the stock markets have had extreme price and volume fluctuations. These broad market fluctuations, as well as general economic and political conditions, may also reduce the market price of our common stock.

Indemnification of Directors, Officers, Employees and Agents. Section 48-18-502 of the Tennessee Business Corporation Act allows a corporation to indemnify any director in any civil or criminal proceeding (other than a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or any other proceeding in which he or she was adjudged liable on the basis that he or she improperly received a personal benefit) by reason of service as a director if the person to be indemnified conducted himself or herself in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. Section 48-18-507 extends certain indemnification rights to officers, employees and agents of a corporation as well. The foregoing is only a brief summary of the right of indemnification allowed a corporation under the Tennessee Business Corporation Act, and is modified in its entirety by this reference. The Board of Directors of the Company has adopted these provisions to indemnify its directors, executive officers and agents.

Item 2. Description of Property.

The Company owns an office and yard on 14 acres situated in Huntsville, Tennessee. An additional 1,600 square feet of office space was added during 1998.

For a description of the Company's oil and gas leases, see the section captioned "Business".

Item 3. 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.

Miller and Nami have made a tentative agreement to settle this action. Miller has agreed to accept a payment of $15,500 for its gas and to resume selling natural gas to Nami. Miller has executed the agreement and expects it to be finalized this month.

On or about January 13, 2003, Bob A. Pelc and Bernard J. Pelc filed a "Verified Complaint To Quiet Title And To Enforce Claim Of Abandoned Mineral Interest" against Donald R. Bardill and Miller Petroleum, Inc., in the Chancery Court of Morgan County, Tennessee, asserting that the mineral interest in certain property in Morgan County, Tennessee, owned by Donald R. Bardill and leased to Miller Petroleum, Inc., had been extinguished and that said mineral interest had reverted to the owner of the surface. The complaint asked the Court that it be adjudged and finally determined that the Plaintiffs are the lawful owners and are vested with absolute and unencumbered title in not only fee simple to the Subject Property but also any previous mineral rights or other encumbrances, such as those held by Bardill.

Donald R. Bardill is defending the above action against his title in his mineral interest. The lease to Miller has been extended to six months past the end of the civil action. It appears likely that Bardill will prevail in the courts and Miller will drill for oil on its lease from Bardill. In any event, this case will not have a material effect on Miller.

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

On July 28, 2003, a majority of the Company's security holders voted to retain the present directors for another year and to retain the present auditor, Charles M. Stivers CPA of Manchester, Kentucky.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters.

Market Information

The Company's common stock is traded on the OTC Bulletin Board of the National Association of Securities Dealers, Inc. ("NASD"); however, the market for shares of the Company's common stock is extremely limited. No assurance can be given that the present market for the Company's common stock will continue or will be maintained, and the sale of the Company's unregistered" and "restricted" common stock pursuant to Rule 144 as outlined under the caption "Recent Sales of Unregistered Securities" of this Report may have a substantial adverse impact on any such public market. See the Risk Factor entitled "Future Sales of Common Stock," herein.

The Company's common stock is quoted on the OTC Bulletin Board. The high and low bid prices for these shares of common stock of the Company during the past three years are as follows:

	Bid	
Quarter ending:	High	Low
July 31, 2000	$1.01	$0.625
October 31, 2000	$1.6875	$0.625
January 31, 2001	$1.8125	$0.8125
April 30, 2001	$2.25	$1.375
July 31, 2001	$1.75	$0.90
October 31, 2001	$1.05	$0.65
January 31, 2002	$1.01	$0.75
April 30, 2002	$0.75	$0.38
July 31, 2002	$0.35	$0.35
October 31, 2002	$0.35	$0.35
January 31, 2003	$0.24	$0.24
April 30, 2003	$0.35	$0.35

These bid prices were obtained from the National Quotation Bureau, Inc. ("NQB") and do not necessarily reflect actual transactions, retail markups, mark downs or commissions.

Holders

The number of record holders of the Company's common stock as of June 30, 2003, was 291; this number does not include an indeterminate number of stockholders whose shares are held by brokers in street name.

Dividends

There are no present material restrictions that limit the ability of the Company to pay dividends on common stock or that are likely to do so in the future. The Company has not paid any dividends with respect to its common stock, and does not intend to pay dividends in the foreseeable future.

Recent Sales of Unregistered Securities.

We have sold the following "restricted securities" since April 2, 1998:

Common Stock.

Name or Group	Number of Shares	Date	Aggregate Consideration
Herman Gettelfinger	36,364	4/2/98	Bonus for services valued at $1.10 per share
Herman Gettelfinger	29,037	4/2/98	Payoff of $43,555 note payable
W. Baxter Lee, III	100,000	8/4/98	$218,750
James D. Lackie Profit Sharing Plan	50,000	8/4/98	$109,375
Five accredited investors	60,500	10/19/98	$121,000
Target Market Development, Inc.	10,000	12/4/98	Services valued at $1.80 per share
Don R. Miller	10,000	12/14/98	Services valued at $1.80 per share
20 employees	2,000	12/14/98	Services valued at $1.80 per share
Six accredited investors	28,556	12/18/98	$ 51,400.80
Five employees	14,433	1/29/99	Services valued at $1.80 per share
M. E. Ratliff	25,000	6/11/99	$ 25,000
Charles E. Quin, Sr.	3,135	7/29/99	$ 5,000
M. E. Ratliff	150,000	9/14/99	$150,000

Charles Barker	1,000	9/14/99	Services valued at $1.00 per share
Lawrence LaRue	10,000	2/16/00	Services valued at $1.00 per share
Jeff Brockman	3,000	7/18/00	Services valued at $1.00 per share
Lori Ann Nunn	2,500	7/18/00	Services valued at $1.00 per share
Raymond D. Cohn	50,000	7/18/00	$ 45,000
13 investors	475,000	11/10/00	$475,000
Richard Belz	25,000	12/18/00	$ 25,000
Raymond D. Cohn	50,000	12/18/00	$ 50,000
Three accredited investors	525,000	12/18/00	$525,000
17 employees	3,400	12/21/00	Services valued at $1.00 per share
Terry Goff	23,000	3/7/01	One Energy Industries compressor package
Joe Armstrong	10,000	5/21/01	$10,000
M. E. Ratliff	100,000	6/22/01	$100,000
Tengasco, Inc.	150,000	10/16/01	Two Compressors

(1) Issued on various dates during our fiscal year ended April 30, 1998.

(2) The Company issued warrants to purchase up to 903,084 shares of common stock, as partial consideration for a loan in the amount of $860,000. See the caption "Certain Relationships and Related Transactions."

(3) Issued on various dates during our fiscal year ended April 30, 1999.

(4) Our Board of Director's consent accepting subscriptions was signed December 12, 2000, but the Subscription Agreements were signed over a period of three months.

We issued all of these securities to persons who were either "accredited investors," or "sophisticated investors" who, by reason of relationship to us, education, business acumen, experience or other factors, were fully capable of evaluating the risks and merits of an investment in our company; and each had prior access to all material information about us. We believe that the offer and sale of these securities was exempt from the registration requirements of the Securities Act of 1933, pursuant to Sections 4(2) and 4(6) thereof, and Regulation D thereof and from various similar state exemptions.

We have taken the following factors into account in determining the valuations of these shares: (i) the fact that the shares are "restricted"; (ii) the limited market for our common stock on the OTC Bulletin Board of the NASD; (iii) the low book value per share ($0.3475 at April 30, 2001); and (iv) our history of financial losses ($936,193 and $483,295 during the fiscal years ended April 30, 1999, and 2000, respectively).

Warrants.

Wm. Baxter Lee III	903,084	12/16/96	(1)
Herman Gettelfinger	50,495	12/2/98	(2)
Basic Investors, Inc.	100,000	12/08/00	(3)
Lawrence L. LaRue	12,500	12/15/00	(4)
Teresa Cotton	5,000	12/15/00	(4)
Gary Bible	6,000	1/09/01	(4)

(1) These warrants were granted to Mr. Lee as partial consideration for a subordinated loan of $860,000. These warrants are exercisable at a price of $1.25 per share, and expire on December 12, 2004. The number of shares that can be purchased is variable due to a provision in the Warrant Agreement that allows Mr. Lee to purchase up to 10.53 percent of the shares of common stock outstanding.

(2) These warrants were granted to Mr. Gettelfinger as partial consideration for a subordinated loan of $50,000. These warrants are exercisable at a price of $1.25 per share, and expire on December 2, 2005. The number of shares that can be purchased is variable due to a provision in the Warrant Agreement that allows Mr. Gettelfinger to purchase up to 0.47 percent of the shares of common stock outstanding.

(3) Granted to Basic Investors for its service as a business consultant from December 8, 2000, until February 1, 2001. The warrants are exercisable for a period of three years, commencing December 8, 2000, at a price of $2.00 per share and may be called if Miller Petroleum's common stock trades at 150% of the exercise price for five consecutive days.

(4) Granted as bonuses to: Mr. LaRue, the CFO and a director; Ms Cotton, the Secretary/Treasurer and Mr. Bible, a Vice President. Each of these warrants is exercisable at a price of $1.00 per share. Mr. LaRue's and Ms. Cotton's warrants expire on December 15,2003, and Mr. Bible's warrants expire January 9, 2004. During the third year of the warrants, Miller Petroleum may call them at a price of $0.001 per warrant at any time that its common stock has traded at $2.00 for 30 consecutive days, with volume of not less than 5,000 shares per day.

We issued all of these securities to persons who were either "accredited investors," or "sophisticated investors" who, by reason of relationship to us, education, business acumen, experience or other factors, were fully capable of evaluating the risks and merits of an investment in our company; and each had prior access to all material information about us. We believe that the offer and sale of these securities was exempt from the registration requirements of the Securities Act of 1933, pursuant to Sections 4(2) and 4(6) thereof, and Regulation D of the Securities Exchange Act of 1934 and from various similar state exemptions.

Options.

Roy Greenwood	50,000	01/29/97	(1)
Lawrence LaRue	100,000	01/29/97	(1)
Deloy Miller	100,000	01/29/97	(1)
Teresa Cotton	20,000	01/29/97	(1)
Herbert J. White	100,000	01/29/97	(1)
Gary Bible	40,000	09/15/97	(2)
Lawrence LaRue	20,177	07/30/97	(3)
Roger Butler	30,000	09/24/01	(4)
Gary Bible	40,000	09/24/01	(4)
Teresa Cotton	10,000	09/24/01	(4)
Lawrence LaRue	100,000	09/24/01	(4)
Ernest F. Payne	75,000	09/24/01	(4)
David Wright	25,000	01/21/02	(5)
Teresa Cotton	15,000	03/20/02	(6)
Ernest F. Payne	50,000	03/20/02	(6)
Lawrence LaRue	50,000	03/20/02	(6)

(1) These options were granted pursuant to an Incentive Stock Option Plan for employees and directors with an effective date of January 29, 1997. These options are exercisable at a price of $0.575 per share, and expire on January 29, 2005.

(2) These options were granted to Dr. Gary G. Bible pursuant to an Employee Stock Option dated September 15, 1997. These options are exercisable at a price of $1.75 per share, and expire on September 15, 2005.

(3) These options were granted to Lawrence L. LaRue pursuant to an Employee Stock Option dated July 30, 1997. These options are exercisable at a price of $1.50 per share, and expire on July 30, 2005.

(4) These options were granted to five employees pursuant to an Employee Stock Option dated September 24, 2001. These options are exercisable at a price of $0.805 per share, and expire on September 24, 2009.

(5) These options were granted to David Wright pursuant to an Employee Stock Option dated 01/21/02. These Options are exercisable at a price of $0.8625, and expire on January 21, 2010.

(6) These options were granted to three employees pursuant to an Employee Stock Option dated March 20, 2002. These options are exercisable at a price of $0.46, and expire on March 20, 2010.

Item 6. 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. Most of its current oil and gas production is from the Big Lime Formation. However, there are more than 100 development drilling locations that target the Chattanooga Shale as well as the Big Lime Formation.

Currently, Miller is offering ten well drilling programs to "accredited investors' or "sophisticated investors" to spread the risk and facilitate investor returns. The Company will sell up to a 75% working interest to investors while retaining a 25% working interest. Each program will be made up of four Chattanooga Shale wells on its Koppers North acreage, five wells on its Koppers South gas cap and one exploratory well on certain structures in the Eastern Overthrust belt.

In June of 2001, the Company made a conventional Big Lime gas discovery, on the Lindsay Land Company lease jointly owned by Delta Producers, Inc. and Miller. Currently there are three producing wells on the property with two additional wells that will begin selling gas September 1, 2003. There are at a minimum ten additional drill sites on this 4,000 acres lease which is situated near Caryville, Tennessee.

Miller is continuing its leasing efforts in the East Tennessee portion of the Eastern Overthrust Belt. Acreage is being leased on selected large structures. Two test wells are being planned on one of these large structures to test the Trenton, Stones River, and upper Knox formations. Knox wells in the Overthrust have reserves in excess of two Bcf gas per well.

Results of Operations

In fiscal 2003, Miller Petroleum decreased its capitalized costs of oil and gas properties from $2,152,460 to $2,116,026. Its development costs for oil and gas properties decreased from $1,161,442 to $61,007.

Proved reserves of oil decreased from 593,231 barrels to 364,587 and proved reserves of natural gas decreased from 9,391,325 Mcf to 9,114,831 Mcf. Proved developed producing reserves of oil decreased to 75,756 barrels from 85,987 barrels and proved developed producing reserves of natural gas increased to 918,930 Mcf from 967,403 Mcf.

During fiscal 2003, future cash flows discounted 10% after income taxes from proved reserves decreased from $22,917,379 to $22,892,610. Management believes that this decrease was insignificant.

Our oil and gas revenue was $741,212 for fiscal 2003, up from $457,430 for fiscal 2002. Volatile changes in the price of natural gas brought about this increase.

During fiscal 2003, service and drilling revenue was $1,099,079, down from $2,422,709 due to a significant decline in our drilling activity.

Retail sales decreased from $270,141 in fiscal 2002, to $10,200 in fiscal 2003 primarily due to the decline in drilling activities in this section of the oilfield.

In fiscal 2003, the Company sold its excess service equipment to a former employee for a gain of $73,703 up from zero in fiscal 2002.

Gross revenue for fiscal 2003 was $1,924,194, compared to $3,150,280 in fiscal 2002. Again, the decline in the Company's service and drilling activity was the reason.

Costs for oil and gas sales declined in fiscal 2003 from $1,488,936 to $415,435 due to a significant decline Miller's service and drilling activity.

Selling, general and administrative expenses were $529,775, down from $873,974 in fiscal 2002. Again, the decline in the Company's service and drilling activity was the reason.

Salaries and wages decreased from $784,448 to $784,281 for fiscal 2002 essentially the same. .

Depreciation, depletion and amortization increased from $273,653 to $360,709. Depletion of oil and gas properties was the major component of this increase.

Loss from operations for fiscal 2003 was $166,003, down from income of $270,731 in fiscal 2002 because of the above stated reasons.

Interest expense increased from $167,359 in fiscal 2002 to $194,528 in the current year. The primary reason for the increase was additional borrowing during the current year.

Miller's Net loss was $424,429, down from a net loss of $507,757 in fiscal 2002. Again, the decline in the Company's service and drilling activity was the reason.

During fiscal 2002, Miller Petroleum produced 79,983 million British Thermal Units of natural gas, with an average price of $2.55 per million BTU's. Production increased to 98,149 million BTU's in fiscal 2003, and the average price per million BTU's was $3.81. The following tables reflect our production figures for the fiscal years ended April 30, 2001, 2002 and 2003:

FISCAL YEAR	NET MBTU/GAS	AVERAGE SALES PRICE	NET BARRELS/OIL	AVERAGE PRICE OIL
2001	71,201	$3.79/MMBTU	12,342	$25.96
2002	79,983	$2.55/MMBTU	11,667	$20.08
2003	98,149	$3.81/MMBTU	10,414	$24.85

Average production cost per barrel of oil for 2001 was $4.60, $4.80 for 2002, and $4.85 for 2003. The average production cost per MCF was $0.65 for 2001, $0.67 for 2002 and $0.65 for 2003

	2000	2001	2002
Net Productive Wells	34.10	39.40	22.60
Developed Acreage	1,876	1,989	1,480
Undeveloped Acreage	44,124	46,524	49,601
Net Productive Exploratory Wells	0	0	0
Net Dry Exploratory Wells	0.4375	0.48	.24
Net Productive Developmental Wells	4.4375	5.28625	1.408
Net Dry Developmental Wells	0	0	0

Liquidity.

During the fiscal years ended April 30, 2002, and 2003, our principal sources of liquidity were revenue from the production of oil and gas and the sale of approximately 50% of the working interests in the wells we drill. Private placements of our common stock have been our principal external sources of liquidity.

We also borrow funds to finance equipment purchases. On September 7, 2001, we executed two promissory notes, each for $250,000. The notes are in favor of Sherri Ann Parker Lee and William Parker Lee, respectively. The notes are due August 31, 2003, and bear interest at the rate of 10% during the first year and 7% during the second year. Interest only is paid quarterly, beginning November 31, 2001 with the entire principal becoming due August 31, 2003. Any amounts not paid when due will bear interest after maturity at the lesser of 20% per annum or the maximum rate allowable under applicable law. The notes are secured by five gas wells in the Swan Creek field.

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.

Cash and cash equivalents at April 30, 2003, was $77,364 up from $76,394 in fiscal 2002.

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

Item 7. Financial Statements.

MILLER PETROLEUM, INC.

CONSOLIDATED FINANCIAL STATEMENTS

April 30, 2003 and 2002

CONTENTS

INDEPENDENT AUDITORS' REPORT

Board of Directors
Miller Petroleum, Inc.
Huntsville, Tennessee

We have audited the accompanying consolidated balance sheets of Miller Petroleum, Inc. and Subsidiaries as of April 30, 2003 and 2002 the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Miller Petroleum, Inc. and Subsidiaries as of April 30, 2003 and 2002, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Charles M. Stivers
Certified Public Accountant

Manchester, Kentucky
August 12, 2003

MILLER PETROLEUM, INC.
Consolidated Balance Sheet

ASSETS

	April 30 2003	April 30 2002
CURRENT ASSETS		
Cash	$ 77,364	$ 76,394
Investments	12,812	78,328
Accounts receivable	318,443	311,253
Inventory (Note 1)	534,260	567,287
Prepaid expenses	29,410	30,312
Total Current Assets	972,289	1,063,574
FIXED ASSETS (Note 1)		
Machinery and equipment	1,416,709	1,361,117
Vehicles	408,801	453,138
Buildings	313,335	313,335
Office equipment	74,379	80,560
Less: accumulated depreciation	(954,163)	(840,768)
Total Fixed Assets	1,259,061	1,367,382
OIL AND GAS PROPERTIES (Notes 2 and 7) (On the basis of successful effort's accounting)	2,116,026	2,152,460
PIPELINE FACILITIES (Note 2)	235,104	280,390
OTHER ASSETS		
Land	511,500	511,500
Investments	500	500
Organization Costs	0	0
Total Other Assets	512,000	512,000
TOTAL ASSETS	$ 5,094,480	$ 5,375,806

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

MILLER PETROLEUM, INC.
Consolidated Balance Sheet

LIABILITIES AND STOCKHOLDERS' EQUITY

	April 30	April 30

	2003	2002
CURRENT LIABILITIES		
Accounts payable - trade	$ 464,515	$ 386,631
Accrued expenses	84,191	76,853
Notes payable - current portion (Note 4)	511,824	501,633
Total Current Liabilities	1,060,530	965,117
LONG-TERM LIABILITIES		
Notes payable - related (Notes 4 and 5)	24,317	1,326
Notes payable (Note 4)	1,737,478	1,712,779
Total Long-Term Liabilities	1,761,795	1,714,105
Total Liabilities	2,822,325	2,679,222
STOCKHOLDER'S EQUITY		
Common Stock: 500,000,000 shares authorized at $0.0001 par value, 8,578,856 and 8,578,856 shares issued and outstanding	858	858
Additional paid-in capital	3,884,144	3,884,144
Retained earnings	(1,612,847)	(1,188,418)
Total Stockholder's Equity	2,272,155	2,696,584
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	$ 5,094,480	$ 5,375,806

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

MILLER PETROLEUM, INC.
Consolidated Statements of Operations

	For the Years Ended April 30, 2003	2002
REVENUES		
Oil and gas revenue	$ 741,212	$ 457,430
Service and drilling revenue	1,099,079	2,422,709
Retail sales	10,200	270,141
Sale of Equipment	73,703	0
Total Revenue	1,924,194	3,150,280

COSTS AND EXPENSES		
Cost of oil and gas sales	415,435	1,488,936
Selling, general and administrative	529,775	873,974
Salaries and wages	784,281	784,448
Depreciation, depletion and amortization	360,706	273,653
Total Costs and Expenses	2,090,197	3,421,011
INCOME (LOSS) FROM OPERATIONS	(166,003)	(270,731)
OTHER INCOME (EXPENSE)		
Interest income	1,618	2,005
Interest expense	(194,528)	(167,359)
Unrealized stock loss	(65,516)	(71,672)
Total Other Income (Expense)	(258,426)	(237,026)
INCOME TAXES (Note 1)	-	-
NET INCOME (Loss)	$ (424,429)	$ (507,757)
NET INCOME (Loss) PER SHARE	$ (0.05)	$ (0.06)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	8,578,856	8,448,856

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

MILLER PETROLEUM, INC.
Consolidated Statement of Stockholders' Equity

	Common Shares	Shares Amount	Additional Paid-in Capital	Retained Earnings	Total
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 $.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
Net loss for the year 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 year ended April 30, 2003	-	-	-	(424,429)	(424,429)
Balance, April 30, 2003	8,578,856	$ 858	$3,884,144	$(1,612,847)	$2,272,155

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

MILLER PETROLEUM, INC.
Consolidated Statements of Cash Flows

	For the Years Ended April 30, 2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (Loss)	$(424,429)	$(507,757)
Adjustments to Reconcile Net Income to Net Cash Provided (Used) by Operating Activities:		
Depreciation, depletion and amortization	360,706	273,653
Common stock and warrants Issued for services	0	200
Common stock issued for inventory	0	150,000
Changes in Operating Assets and Liabilities:		
Decrease (increase) in accounts receivable	(7,190)	832,047
Decrease (increase) in investments	65,516	(78,328)
Decrease (increase) in inventory	33,027	(128,174)
Decrease (increase) in organization costs	0	119
Decrease (increase) in Prepaid expenses	902	43,699
Increase (decrease) in accounts payable	77,884	252,356
Increase (decrease) in accrued expenses	7,338	(15,057)
Net Cash Provided (Used) by Operating Activities	113,754	822,758

CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Equipment	(209,160)	(317,943)
Purchase of oil and gas properties	(61,007)	(1,161,442)
Sale of Equipment	99,500	0
Net Cash Provided (Used) by Investing Activities	(170,667)	(1,479,385)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on Notes Payables	(371,165)	(264,325)
Sale of common stock	0	167,500
Proceeds from borrowings	429,048	605,296
Net Cash Provided (Used) by Financing Activities	$ 57,883	$ 508,471

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

MILLER PETROLEUM, INC.
Consolidated Statements of Cash Flows

	For the Years Ended April 30, 2003	2002
NET INCREASE (DECREASE) IN CASH	$ 970	$(148,156)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	76,394	224,550
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 77,364	$ 76,394
CASH PAID FOR:		
Interest	$ (194,528)	$(167,359)
Income Taxes	$ -	$ -
NON-CASH FINANCING ACTIVITIES:		
Common stock issued for services	$ 0	$ 200
Common stock issued for inventory	$ 0	$ 150,000

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

MILLER PETROLEUM, INC.
Notes to the Consolidated Financial Statements

April 30, 2003 and 2002

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Organization

The financial statements presented are those of Miller Petroleum, Inc. (formerly Triple Chip Systems, Inc.) (the Company). The Company was incorporated in the State of Delaware on November 12, 1985 for the purpose of searching out a business acquisition. On January 10, 1997, Triple Chip Systems, Inc. changed its name to Miller Petroleum, Inc. in conjunction with the merger with Miller Petroleum, Inc. The Company is no longer considered a development stage company as defined by SFAS No. 7.

The Subsidiaries

Miller Petroleum, Inc. (pre-merger) (Miller) was incorporated under the laws of the State of Tennessee on January 24, 1978, for the purpose of acquiring gas and oil contracts.

Miller Services, Inc. (Services) was incorporated under the laws of the State of Tennessee on October 16, 1987, for the purpose of drilling and servicing oil and gas wells.

Energy Cell, Inc. (Cell) was incorporated under the laws of the State of Tennessee on October 20, 1987, for the purpose of searching out and acquiring or participating in a business or business opportunity.

On May 1, 1996, Services and Cell were merged into Miller in a business combination accounted for as a pooling of interests.

On January 10, 1997, Triple Chip Systems, Inc. and Miller Petroleum completed an Agreement and Plan of Reorganization whereby the Company issued 5,582,535 shares of its common stock in exchange for all of the outstanding common stock of Miller. Immediately prior to the Agreement and Plan of Reorganization, the Company had 167,465 shares of common stock issued and outstanding.

The acquisition was accounted for as a recapitalization of Miller because the shareholders of Miller controlled the Company after the acquisition. Therefore, Miller is treated as the acquiring entity. There were no adjustments to the carrying value of the assets or liabilities of Miller in the exchange. The Company is the acquiring entity for legal purposes and Miller is the surviving entity for accounting purposes. On May 6, 1996, the shareholders of the Company authorized a reverse stock split of 1 for 200. All references to shares of common stock have been retroactively restated.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

b. Accounting Method

The Company's financial statements are prepared using the accrual method of an accounting. The successful efforts method of accounting is used for oil and gas property acquisitions, exploration and production activities as defined by the Securities and Exchange Commission, whereby all costs incurred in connection with the properties, productive, are capitalized. Capitalized costs related to proved properties and estimated future costs to be incurred in the development of proved reserves is amortized using the unit-of-production method. Capitalized costs are annually subjected to a test of recoverability by comparison to the present value of future net revenues from proved reserves. Any capitalized costs in excess of the present value of future net revenues from proved reserves, adjusted for the cost of certain unproved properties, are expensed in the year in which such an excess occurs. The Company has elected an April 30 year end.

c. Impairment of Long-Lived Assets and Long-Lived Assets to be disposed of.

Management believes that none of its long-lived assets are impaired, and the accompanying financial statements reflect no charges or allowances for impairment.

d. Income per Share of Common Stock

The income per share of common stock is based on the weighted average number of shares issued and outstanding during the year.

e. Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

f. Principles of Consolidation

The consolidated financial statements include the accounts of the Company, and its wholly-owned subsidiaries, Miller Petroleum, Inc., Miller Services, Inc., Energy Cell, Inc., and MPC, Inc. All significant intercompany transactions have been eliminated.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

g. Fixed Assets

Fixed assets are stated at cost. Depreciation and amortization are computed using the straight-line method for financial reporting purposes and accelerated methods for income tax purposes.

The estimated useful lives are as follows:

Class	Lives (Years)
Building	40
Machinery and equipment	5-10
Vehicles	5-7
Office equipment	5

Depreciation expense for the years ended April 30, 2003 and 2002 was $263,266 and $213,865 respectively.

h. Revenue Recognition

Revenues are recognized when the gas products are delivered to customers. In the movement of natural gas, it is common for differences to arise between volumes of gas contracted or nominated, and volume of gas actually received or delivered. These solutions are the result of certain attributes of the natural gas commodity and the industry itself. Consequently, the credit given to the Company by a pipeline for volumes received from producers may be different from volumes actually delivered by a pipeline. When all necessary information, such as the final pipeline statement for receipts and deliveries are available, these differences are resolved by the Company.

The Company records imbalances based on amounts received and classifies the imbalances as adjustments to the trade accounts receivable or trade accounts payable, as appropriate.

i. Investment securities

Investment securities available for sale are reported at fair value, with unrealized gains and losses, when material, are reported as a gain or loss on the statement of operations for the year.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

j. Inventory

Inventory consists of crude oil and used equipment. Used equipment is purchased by the Company for resale. When used equipment purchases are made by the Company the cost is applied only to the marketable portion of the equipment. Inventory for the years ended April 30, 2003 and 2002 was $534,260 and $567,287 respectively.

k. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liability at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

l. Reclassification

Certain April 30, 2002 balances have been reclassified to conform with the April 30, financial statement presentations.

m. 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, 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.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

m. New Accounting Pronouncements (Cont.)

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, 2003. There will be no current impact of adoption on its financial position or results of operations.

The FASB issued Statement No. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections, on April 30, 2002. SFAS No. 145 will be effective for fiscal years beginning after May 15, 2002. This statement rescinds SFAS No. 4, Reporting Gains and Losses From Extinguishment of Debt, and requires that all gains and losses from extinguishment of debt should be classified as extraordinary items only if they meet the citeria in APB No. 30. Applying APB No. 30 will distinguish transactions that are part of an entity's recurring operations from those that are unusual or infrequent or that meet the criteria for classification as an extraordinary item. Any gain or loss on extinguishment of debt that was classified, as an extraordinary item in prior periods presented that does not meet the criteria in APB No. 30 for classification as an extraordinary item must be reclassified. There is no current impact of adoption on the Company's financial position or result of operations.

The FASB issued Statement No. 146. Accounting for Costs Associated with Exit or Disposal Activities, in June 2002. SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs incurred in a Restructuring). SFAS No. 146 applies to costs incurred in an "exit activity", which includes, but is not limited to, a restructuring, or a "disposal activity" covered by SFAS No. 144. SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred. Previously, under Issue 94-3, a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. Statement No. 146 also establishes that fair value is the objective for initial measurement of the liability. The provisions of SFAS No. 146 are effective for exit or disposal activities that are initiated after December 31, 2002. Management does not expect that adoption of this standard will have a material effect on the Company's financial position or results of operations.

In November 2002, the FASB issued Interpretation No. 45, Guarantor's Accounting and Disclosure Requirement for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34. This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The interpretation also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the Interpretation are applicable to guarantees issued or modified after December 31, 2002. The Company has not guaranteed the debts of others, therefore, this interpretation is not expected to have a material effect on the financial statements.

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123. This Statement amends FASB Statement No. 123, Accounting for Stock-Based compensation, to provide alternative methods of transition for a voluntary change to the fair value method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement No. 123 to require prominent disclosures in both annual and interim financial statements. Management has adopted certain of the disclosure modifications are required for fiscal years ending after December 15, 2002.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities, an Interpretation of Accounting Research Bulletin No. 51. Interpretation No. 46 requires a company to consolidate a variable interest entity if the company has a variable interest (or combination of variable interests) that will absorb a majority of the entity's expected losses if they occur, or both. A direct or indirect ability to make decisions that significantly affect the results of the activities of a variable interest entity is a strong indication that a company has one or both of the characteristics that would require consolidation of the variable interest entity. Interpretation no. 46 also requires additional disclosures regarding variable interest entites. The new interpretation is effective immediately for variable interest entities created after January 31, 2003, and is effective in the first interim or annual period beginning after June 15, 2003, for variable interest entities in which a company holds a variable interest that it acquired before February 1, 2003. Management does not expect that adoption of the interpretation will have a material effect on the Company's financial position or results of operations.

n. Major Customers

Miller Petroleum Inc. depends upon local purchasers of hydrocarbon in the areas where their properties are located. They have three major customers. The loss of one or more purchasers may substantially reduce their sales and ability to operate profitably. These major customers are:

Daughtery Petroleum Inc. accounted for $371,500 of Miller's total revenue which was 19.3067% of Miller's total revenue.

Tengasco, Inc. - Tengasco accounted for $324,000 of Miller's total revenue which was 16.8382% of Miller's total revenue.

South Kentucky Purchasing Co. - South Kentucky accounted for $267,710 of Miller's total revenue which was 13.9128% of Miller's total revenue. South Kentucky purchases all of Miller's crude oil.

o. Income taxes

No provision for taxes has been made, due to a current operating loss and carryforwards.

NOTE 2 - OIL AND GAS PROPERTIES - PIPELINE FACILITIES

The Company uses the successful efforts method of accounting for oil and gas producing activities. Costs to acquire mineral interests in oil and gas properties, to drill and equip exploratory wells that find proved reserves, and to drill and equip development wells are capitalized. Costs to drill exploratory wells that do not find proved reserves, geological and geophysical costs, and costs carrying and retaining unproved properties are expensed. The Company amortizes the oil and gas properties using the unit-of-production method based on total proved reserves. The Company capitalized $61,007 of oil and gas properties for the year ended April 30, 2003 and recorded $97,440 and $59,788 of amortization expense for the years ended April 30, 2003 and 2002, respectively.

NOTE 3 - COMMON STOCK REPURCHASES

Common stock repurchases were made pursuant to an Agreement that the Company would buy the shares back if the average market price for Miller Petroleum, Inc.=s common shares did not average $2.00 or more for the month of December, 1999. The average market price was less than $2.00 for the stated period.

NOTE 4 - LONG-TERM DEBT

The Company had the following debt obligations at April 30, 2003:

	April 30, 2003
Note payable to Home Federal Bank secured by equipment bearing interest at 9.75% due in monthly payments with final payment due in August 2005.	29,792
Note payable to Individual unsecured at 7.00% with payments due yearly with the principle due in May of 2004.	39,318
Note payable to First National Bank of Oneida secured by stock and equipment bearing interests at 7.00% due on January 11, 2004.	184,931
Note payable to First National Bank of Oneida secured by equipment bearing interest at 7.25% due on August 29, 2003.	193,406
Note payable to Citicapital Financial secured by equipment bearing interest at 5.59% due in monthly payments of $2,323 with final payment due in September 2005.	70,104
Note payable to Individual bearing interest at 9.00% and requiring interest payments quarterly with principle due in December 2004.	1,110,000
Note payable to Individual bearing interest at 8.00% with principle due in December 2005.	230,000
Balance Forward	$1,857,551

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MILLER PETROLEUM, INC.
Notes to the Consolidated Financial Statements
April 30, 2003 and 2002

NOTE 4 - LONG-TERM DEBT

The Company had the following debt obligations at April 30, 2003 (Continued):

April 30,

	2003
Balance Forward	$1,857,551
Note payable to Individual secured by twelve oil and gas wells bearing interest at 9.00% and requiring interest payments quarterly with principle due in December 2004.	250,000
Note payable to General Motors Acceptance Corporation secured by a pickup bearing 0.00% interest due in monthly payments of $721 with final payment due in October 2004.	13,693
Note payable to General Motors Acceptance Corporation secured by a Suburban bearing 0.00% interest due in monthly payments of $894 with final payment due in October 2004.	16,097
Line of credit payable to First National Bank of the Cumberlands secured by equipment and accounts receivable bearing interest at 9.55% due on demand on October 12, 2003.	26,319
Note payable to Community Trust Bank secured by real property bearing interest at 8.50% requiring monthly principle and interest payments of $1,389 with the final payment due in April 2007.	109,959
Total notes payable	2,273,619
Less current maturities	511,824
Notes payable - long-term	$1,761,795

Maturities of long-term debt are as follows:

Year Ending April 30,	Amount
2004	$ 511,824
2005	1,641,926
2006	45,879
2007	20,261
2008 and thereafter	53,729
Total	$2,273,619

NOTE 5 - RELATED PARTY TRANSACTIONS

The Company has a note payable to Sharon Miller (Deloy Millers wife a majority stockholder) for $39,318 at April 30, 2003. The note is payable with a principle payment of $39,318 due in May 2004.

The note is for the purchase of property located in Huntsville, Tennessee and currently houses the principle executive offices, shop and equipment yard. The appraisal of the property was $550,000. The company paid $82,470 cash, assumed a $39,906 note payable with the First National Bank of Oneida, and issued a note payable to Mrs. Miller for $377,624.

The Company issued a note receivable of $860,000 on March 16, 1998 at 8% with an eight year term to Baxter Lee III, of Knoxville, Tennessee. This note receivable was issued to raise working capital.

During September 2001, the Company acquired debt financing of $250,000 from a member of the board of directors in order to continue there drilling program.

NOTE 6 - WARRANTS

The Company issued 903,084 warrants to Baxter Lee III. The warrants were issued along with the note receivable dated December 16, 1997 and can be exercised for $1.25 per share, and expire on December 12, 2004. The number of shares that can be purchased is based on a provision in the Warrant Agreement that allows him to purchase up to 10.53% of common stock outstanding.

On December 2, 1998, the company issued 50,495 warrants to Herman Gettelfinger a director. The warrants are exercisable for 50,495 shares of common stock at $1.25 per share, and expire on December 2, 2005.

On August 10, 2000, the company issued 12,500 warrants to Raymond R. Cohn, a stockholder. The warrants are exercisable for 12,500 shares of common stock at $1.00 per share.

The warrants are callable during the third year at prices of $0.001 per warrant, traded at $2.00 for 30 consecutive days at no less than 5,000 shares per day the warrants expired on July 17, 2003.

On August 3, 2000 the company issued 1,000,000 warrants to Daniel Page for services as a consultant. The warrants are exercisable for a period of two years, commencing August 3, 2000. The first 250,000 warrants are exercisable at a price of $1.00 per share; the next 250,000 warrants are exercisable at $1.50 per share; and the two remaining 250,000 shares are exercisable for $2.00 and $2.50 per share, respectively. These warrants were issued for services valued at $43,750. They will be reflected on the financial statements as an amortization expense over a two year period. The warrants expired on August 3, 2003.

On December 8, 2000, the company issued 100,000 warrants to Basic Investors, Inc. for services as a business consultant. The warrants are exercisable for a period of three years, commencing December 8, 2000, at a price of $2.00 per share and may be called if Miller Petroleum=s common stock trades at 150% of the exercisable price for five consecutive days. These warrants were issued for services valued at $3,500. They will be reflected on the financial statements as an amortization expense over a three year period.

NOTE 6 - WARRANTS

On December 15, 2000, Miller Petroleum issued 12,500 and 5,000 warrants to Lawrence L. Larue, CFO and Secretary/Treasurer and Teresa Cotton employee respectively. These warrants are exercisable at a price of $1.00 per share and expire on December 15, 2003. During the third year of the warrants Miller Petroleum may call them at a price of $0.001 per warrant at any time that its common stock has traded at $2.00 for 30 consecutive days. These warrants were issued with a value of $788 and were shown as an expense on the current year financial statement.

On January 9, 2001, Miller Petroleum issued 6,000 warrants to Gary Bible a vice-president. These warrants are exercisable at $1.00 per share and expire on January 9, 2004. These warrants were issued with a value of $315 and were shown as an expense on the current year financial statements.

All warrants must be adjusted in the event of any forward or reverse split of outstanding common stock. The warrants have no voting rights or liquidation preferences, and unless exercised in accordance with the particular warrant.

NOTE 7 - S.F.A.S. 69 SUPPLEMENTAL DISCLOSURES (Unaudited)

(1) Capitalized Costs Relating to Oil and Gas Producing Activities

	April 30, 2003	2002
Proved oil and gas properties and related lease equipment		
Developed	$ 2,825,277	$ 2,792,308
Non-developed	31,053	31,053
	2,856,330	2,823,361
Accumulated depreciation and depletion	(740,304)	(670,901)
Net Capitalized Costs	$ 2,116,026	$ 2,152,460

MILLER PETROLEUM, INC.
Notes to the Consolidated Financial Statements
April 30, 2003 and 2002

NOTE 7 - S.F.A.S. 69 SUPPLEMENTAL DISCLOSURES (Unaudited)

(2) Costs Incurred in Oil and Gas Property Acquisition, Exploration, and Development Activities

	April 30, 2003	2002
Acquisition of Properties Proved and Unproved	$ 0	$ 0
Exploration Costs	-	-
Development Costs	61,007	1,161,442
Total	$ 61,007	$1,161,442

(3) Results of Operations for Producing Activities

	April 30, 2003	2002
Production revenues	$1,840,291	$2,880,139
Production costs	819,507	1,922,354
Depreciation and depletion	97,440	59,788
Results of operations for producing activities		

(excluding corporate overhead and interest costs)	$ 923,344	$ 897,997

MILLER PETROLEUM, INC.
Notes to the Consolidated Financial Statements
April 30, 2003 and 2002

NOTE 7 - S.F.A.S. 69 SUPPLEMENTAL DISCLOSURES (Unaudited)

(4) Reserve Quantity Information

The following schedule estimates of proved oil and natural gas reserves attributable to the Company. Proved reserves are estimated quantities of oil and natural gas which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved - developed reserves are those which are expected to be recovered through existing wells with existing equipment and operating methods. Reserves are stated in barrels of oil (Bbls) and thousands of cubic feet of natural gas (Mcf). Geological and engineering estimate of proved oil and natural gas reserves at one point in time are highly interpretive, inherently imprecise and subject to ongoing revisions that may be substantial in an amount. Although every reasonable effort is made to ensure that the reserve estimates reported represent the most accurate assessments possible, these estimates are by their nature generally less precise that other estimates presented in connection with financial statement disclosures.

	Oil (bbls)	Gas (Mcf)
Proved reserves		
Balance, April 30, 2001	379,337	11,765,303
Discoveries and extensions	194,000	625,000
Revisions of previous estimates	31,561	(2,918,995)
Productions	(11,667)	(79,983)
Balance, April 30, 2002	593,231	9,391,325
Discoveries and extensions	2,196	16,792
Revisions of previous estimates	(220,426)	(195,137)
Production	(10,414)	(98,149)
Balance, April 30, 2003	364,587	9,114,831
Proved developed producing reserves at April 30, 2003	75,756	918,930
Proved developed producing reserves at April 30, 2002	85,987	967,403

MILLER PETROLEUM, INC.
Notes to the Consolidated Financial Statements
April 30, 2003 and 2002

NOTE 7- S.F.A.S. 69 SUPPLEMENTAL DISCLOSURES (Unaudited)

In addition to the proved developed producing oil and gas reserves reported in the geological and engineering reports, the Company holds ownership interests in various proved - undeveloped properties. The reserve and engineering reports performed for the Company were by Glover Petroleum Consultants of Crossville, Tennessee and Coburn Petroleum Engineering of Tulsa, Oklahoma for the year ended April 30, 2003 and April 30, 2002, respectively. Although wells have been drilled and completed in each of these four properties, certain production and pipeline facilities must be installed before actual gas production will be able to commence. The most recent development plan for these properties indicates that facilities installation and commencement of production will be in the summer of 2003. However, such timing as well as the actual financing arrangements that will be secured by the Company are uncertain at this time. Therefore, these proven undeveloped reserves are not being included in the presentation of the oil and gas reserves at April 30, 2003, nor are such reserves being considered in calculating depreciation, depletion and amortization expense for the year based on the April 30, 2003 balance of the proven developed producing reserves set forth above.

The following schedule presents the standardized measure of estimated discounted future net cash flows from the Company's proved developed reserves for the years ended April 30, 2003 and 2002. Estimated future cash flows were based on independent reserves evaluation from Glover Petroleum Consultants and Coburn Petroleum Engineering for the year ended April 30, 2003 and April 30, 2002, respectively. Because the standardized measure of future net cash flows was prepared using the prevailing economic conditions existing at April 30, 2003 and 2002, it should be emphasized that such conditions continually change. Accordingly, such information should not serve as a basis in making any judgement on the potential value of the Company's recoverable reserves or in estimating future results to operations.

NOTE 7- S.F.A.S. 69 SUPPLEMENTAL DISCLOSURES (Unaudited)

Estimated future net cash flows represent and estimate of future net revenues from the production of proved reserves using current sales prices, along with estimates of the operating costs, production taxes and future development and abandonment costs (less salvage value) necessary to produce such reserves. The average prices used at April 30, 2003 and 2002 were $21.00 and $23.25 per barrel of oil and $5.24 and $3.29 per mcf gas, respectively. No deduction has been made for depreciation, depletion or any indirect costs such as general corporate overhead or interest expense.

Operating costs and production taxes are estimated based on current costs with respect to producing gas properties. Future development costs are based on the best estimate of such costs assuming current economic and operating conditions.

Income tax expense is computed based on applying the appropriate statutory tax rate to the excess of future cash inflows less future production and development costs over the current tax basis of the properties involved, less applicable carry forwards, for both regular and alternative minimum tax.

The future net revenue information assumes no escalation of costs or prices, except for gas sales made under terms of contracts which include fixed and determinable escalation. Future costs and prices could significantly vary from current amounts and, accordingly, revisions in the future could be significant.

MILLER PETROLEUM, INC.
Notes to the Consolidated Financial Statements
April 30, 2003 and 2002

NOTE 7- S.F.A.S. 69 SUPPLEMENTAL DISCLOSURES (Unaudited)

Standardized measures of discounted future net cash flows:

	April 30, 2003	April 30, 2002
Future cash flows	$ 47,595,637	$ 43,379,397
Future production costs and taxes	(2,259,240)	(2,125,369)
Future development costs	(4,740,000)	(3,010,000)
Future income tax expense	(12,584,883)	(11,855,649)
Future cash flows before income taxes	28,011,514	26,388,379
Discount at 10% for timing of cash flows	(14,846,102)	(10,575,388)
Discounted future net cash flows from proved reserves	$ 13,165,412	$ 15,812,991

Of the Company's total proved reserves as of April 30, 2003 and 2002, approximately 12% and 10%, respectively, were classified as proved developed producing, 4% and 4%, respectively, were classified as proved developed non-producing and 84% and 86%, respectively, were classified as proved undeveloped. All of the Company's reserves are located in the continental United States.

The following table sets forth the changes in the standardized measure of discounted future net cash flows from proved reserves for April 30, 2003 and 2002.

	April 30, 2003	April 30, 2002
Balance, beginning of year	$15,812,991	$28,493,674
Sales, Net of production costs and taxes	(4,650)	(5,800)
Discoveries and extensions	1,860	1,740
Changes in prices and production costs	4,216,240	(25,871,124)
Revisions of quantity estimates	(4,460,402)	5,004,372
Development costs incurred	61,007	1,648,500
Net changes in income taxes	(729,234)	8,192,629
Changes in future development costs	(1,730,000)	(1,648,500)
Changes in production rates and other	(2,400)	(2,500)
Balances, end of year	$13,165,412	$15,812,991

Item 8. Changes in and Disagreements with Accountants on Accounting and

Financial Disclosure.

Charles M. Stivers, Certified Public Accountant, of Manchester, Kentucky, was engaged on or about March 19, 1998, by the Board of Directors of the Company to audit the financial statements of the Company. He continues as the auditor for the Company and audited the financial statements that accompany this Report.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act.

Identification of Directors and Executive Officers

The following table sets forth the names of all current directors and executive officers of the Company. These persons will serve until the next annual meeting of stockholders (to be held at such time as the Board of Directors shall determine) or until their successors are elected or appointed and qualified, or their prior resignation or termination.

Name	Positions Held	Date of Election or Designation	Date of Termination or Designation
Deloy Miller	Director,	12/96	*
815 Southlake Drive	President	12/99	*
Oneida, TN 37841	CEO	12/97	*
Lawrence L. LaRue	Secretary/	12/96	12/01
432 Brewstertown Road	Treasurer	12/96	12/01
Sunbright, TN 37872	Director	4/97	*
	CFO	4/01	*
Herbert J. White	Director and	4/97	*
P.O. Box 1868	Vice President	4/97	*
Fairfield Glade, TN 38557			
Herman Gettelfinger	Director	4/97	*
641 Atlantic Ave.			
Knoxville, TN 37917			
Gary G. Bible	Vice President	9/97	*
232 West Seneca Circle			
Oneida, TN 37841			
Ernest F. Payne	Vice President	5/01	*
446 Southlake Drive			
Oneida, TN 37841			
Teresa Cotton	Secretary and	12/01	*
1228 Cherry Fork	Treasurer		
Helenwood, TN 37755			

Wm. Parker Lee 3024 Duncan Road Lenoir City, TN 37772	Director	12/01	*

* These persons presently serve in the capacities indicated opposite their respective names.

Term of Office

The term of office of the current directors shall continue until the annual meeting of stockholders, which is to be held at such time as the Board of Directors shall determine. The annual meeting of the Board of Directors immediately follows the annual meeting of stockholders, at which officers for the coming year are elected.

Business Experience

Deloy Miller Mr. Miller is 56 years of age. Mr. Miller, Chairman and CEO, is a seasoned gas and oil professional with more than 30 years of experience in the drilling and production business in the Appalachian basin. During his years as a drilling contractor, he acquired extensive geological knowledge of Tennessee and Kentucky and received training in the reading of well logs. A native Tennessean, Miller is credited with being the leader in converting the Appalachian Basin from cable tool drilling to air drilling, using the Ingersoll-Rand T3 Drillmaster rigs. The introduction of air drilling sparked the 1969 drilling boom and Miller soon became a successful drilling contractor in the southern Appalachian basin. He served two terms as president of the Tennessee Oil & Gas Association and in 1978 the organization named Miller the Tennessee Oil Man of the Year. He continues to serve on the board of that organization. Mr. Miller was appointed by the Governor of Tennessee to be the petroleum industry's representative on the Tennessee Oil & Gas Board, the state agency that regulates gas and oil operations in the state.

Lawrence L. LaRue. Mr. LaRue is 63 years of age. Mr. LaRue joined the Miller organization in March of 1983 as an accountant. During his 20 years with the Company, he has acquired an extensive knowledge of all aspects of oil and gas accounting and tax law. He was appointed Secretary/Treasurer in 1985 and CFO in April of 2001. His duties include the supervision of the office, all clerical functions, and the preparation of corporate and partnership income tax returns. Mr. LaRue obtained his BS Degree in Business Administration with honors from Tennessee Technological University. As a Certified Public Accountant licensed to practice in the State of Tennessee, his current civic duties include consultation to the Morgan County, Tennessee E-911 Board.

Herbert J. White. Mr. White, age 77, is Development Engineer for the company has 44 years of petroleum related experience. After earning his BS degree from North Texas University, he became an engineer with Halliburton, handling Louisiana Gulf Coast and offshore operations and serving in Australia. In 1975 he joined Petroleum Development Corporation, a West Virginia-based public company, supervising engineering and operations in Southern Appalachian basin. He also has experience in Devonian Shale production, enhanced recovery and coal degasification. Miller Petroleum and its predecessor corporation have employed Mr. White as a Petroleum Engineer since July of 1985. In April, 1997, he became a director and Vice President of Development Engineering for Miller Petroleum.

Herman Gettelfinger. Mr. Gettelfinger, age 70, is member of our Board of Directors, Herman Gettelfinger is a co-owner of Kelso Oil Company, Knoxville Tennessee and has been the President of Kelso since 1960. Kelso is one of eastern Tennessee's largest distributors of motor oils, fuels and lubricants to the industrial and commercial market. Mr. Gettelfinger has been active in the gas and oil drilling and exploration business for more than 35 years and has been associated with Miller Petroleum for more than 25 years.

Dr. Gary Bible was appointed Vice President of Geology on September 15, 1997. Dr. Bible is 53 years of age. Dr. Bible came from Alamco, where he had served since May of 1991 as Manager of Geology and Senior Geologist. Dr. Bible earned his BS Degree in Geology from Kent State University and his MSc. and PhD. Degrees in Geology from Iowa State University. He is a proven hydrocarbon finder who drilled his first successful wildcat as a Trainee Geologist. Dr. Bible brings to the Company 20 years experience as a Petroleum Geologist. In addition, Dr. Bible has spent more than 10 years in the Appalachian Basin in the exploration and development of reserves in the Big Lime, Devonian Shale and in deeper horizons. He is credited with managing a drilling program at Alamco that kept its finding cost the lowest in the nation.

Ernest F. Payne. Mr. Payne, age 56, was appointed Vice President of Field Operations on May 21, 2001. Mr. Payne rejoined the Miller Team after serving as Project Manager and Superintendent for Youngquist Brothers of Fort Myers, Florida from early 1994 through May of 2001. Mr. Payne has 20 years experience in oil and gas well design and stimulations as well as supervising the operation of drilling and workover rigs. He earned a B.S. in engineering at Tennessee Technological University. He originally joined Miller in the early 70's and was the general manager for 17 years. He directed the operation of 18 drilling and workover rigs. In the mid 1980's he formed his own company and managed large drilling jobs in Florida and Puerto Rico until joining Youngquist.

Teresa Cotton, Ms. Cotton, age 40, joined the Miller Team in August, 1996. She was appointed Secretary/Treasurer on December 1, 2001. Prior to joining the Miller Team, she was employed by Halliburton Services. Teresa has more than twenty years experience in the oil and gas industry. Mrs. Cotton, a Tennessee native, is currently enrolled at Roane State Community College in Huntsville where she is pursuing a degree in Accounting.

Wm. Parker Lee, Mr. Lee, age 29, is a member of the Board of Directors. For the past three years, Parker has managed Lee Investments, which has holding in various corporations. He graduated from Montana State University in May of 1997. During 1998, prior to attending law school, Parker worked with the family business in Knoxville, Tennessee. In May of 2001, W. Parker Lee earned a J. D. degree from Willamette University. Mr. Lee is a native of Knoxville, Tennessee

Committees

There are no established committees.

Family Relationships

There are no family relationships between any director or executive officer of the Company or any person nominated to become such.

Involvement in Certain Legal Proceedings

Except as indicated below and to the knowledge of management, during the past five years, no present or former director, person nominated to become a director, executive officer, promoter or control person of the Company:

(1) Was a general partner or executive officer of any business by or against which any bankruptcy petition was filed, whether at the time of such filing or two years prior thereto;

(2) Was convicted in a criminal proceeding or named the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting, the following activities:

(i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or a