

MILLER PETROLEUM INC
Form SC 13G
January 05, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No....)

(Name of Issuer)
Miller Petroleum, Inc.

(Title of Class of Securities)
Common Stock

(CUSIP Number)
600577 10 0

(Date of Event Which Requires Filing of this Statement)
December 28, 2009

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 600577 10 0

- (1) Names of reporting persons. Seaside 88, LP
(2) Check the appropriate box if a member of a group (see instructions)
(a)
(b)
(3) SEC use only
(4) Citizenship or place of organization: Florida
(5) Sole voting power: 2,100,000
Number of shares beneficially owned by (6) Shared voting power
each reporting person with: (7) Sole dispositive power: 2,100,000
(8) Shared dispositive power
(9) Aggregate amount beneficially owned by each reporting person: 2,100,000
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)
(11) Percent of class represented by amount in Row 9: 9.8%
(12) Type of reporting person (see instructions): PN

CUSIP No. 600577 10 0

- (1) Names of reporting persons. Seaside 88 Advisors, LLC
- (2) Check the appropriate box if a member of a group (see instructions)
- (a)
- (b)
- (3) SEC use only
- (4) Citizenship or place of organization: Florida
- (5) Sole voting power: 2,100,000
- Number of shares beneficially owned by (6) Shared voting power
each reporting person with: (7) Sole dispositive power: 2,100,000
(8) Shared dispositive power
- (9) Aggregate amount beneficially owned by each reporting person: 2,100,000
- (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)
- (11) Percent of class represented by amount in Row 9: 9.8%
- (12) Type of reporting person (see instructions): PN

CUSIP No. 600577 10 0

- (1) Names of reporting persons. William J. Ritger
(2) Check the appropriate box if a member of a group (see instructions)
(a)
(b)
(3) SEC use only
(4) Citizenship or place of organization: USA
(5) Sole voting power
Number of shares beneficially owned by (6) Shared voting power: 2,100,000
each reporting person with: (7) Sole dispositive power
(8) Shared dispositive power: 2,100,000
(9) Aggregate amount beneficially owned by each reporting person: 2,100,000
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)
(11) Percent of class represented by amount in Row 9: 9.8%
(12) Type of reporting person (see instructions): IN

CUSIP No. 600577 10 0

(1) Names of reporting persons. Denis M. O'Donnell

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization: USA

(5) Sole voting power

Number of shares beneficially owned by (6) Shared voting power: 2,100,000

each reporting person with:

(7) Sole dispositive power

(8) Shared dispositive power: 2,100,000

(9) Aggregate amount beneficially owned by each reporting person: 2,100,000

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9: 9.8%

(12) Type of reporting person (see instructions): IN

Item 1.

Item 1(a) Name of issuer: Miller Petroleum, Inc., a Tennessee corporation

Item 1(b) Address of issuer's principal executive offices: 3651 Baker Highway,
Huntsville, TN 37756

Item 2.

2(a) Name of person filing: Seaside 88, LP
Seaside 88 Advisors LLC
William J. Ritger
Denis M. O'Donnell

2(b) Address or principal business office or, if none, residence: 750 Ocean Royale
Way, Suite 805, Juno Beach, FL 33408

2(c) Citizenship: Reference is made to Item 4 of pages 2-5 of this Schedule 13G
which Items are incorporated herein by reference.

2(d) Title of class of securities: Common Stock, \$0.0001 par value per share

2(e) CUSIP No.: 600577 10 0

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- a. Broker or dealer registered under Section 15 of the Act.
 - b. Bank as defined in Section 3(a)(6) of the Act.
 - c. Insurance company as defined in Section 3(a)(19) of the Act.
 - d. Investment company registered under Section 8 of the Investment Company Act of 1940.
 - e. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - f. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - g. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - h. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - i. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
 - j. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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Item 4. Ownership

Reference is hereby made to Items 5-9 and 11 of pages 2-5 of this Schedule 13G, which Items are incorporated by
reference herein.

The securities to which this Schedule relates (the "Securities") are owned by Seaside 88, LP, a Florida limited partnership ("Seaside"), for which Seaside 88 Advisors, LLC serves as general partner. William J. Ritger and Denis M. O'Donnell, as managing members of the general partner of Seaside, may therefore be deemed to beneficially own the Securities owned by Seaside for the purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), insofar as they may be deemed to have the power to direct the voting or disposition of those Securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of Seaside 88 Advisors, LLC, Mr. Ritger or Dr. O'Donnell is, for any other purpose, the beneficial owner of any of the Securities, and each of Seaside 88 Advisors, LLC, Mr. Ritger and Dr. O'Donnell disclaims beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein.

Under the definition of "beneficial ownership" in Rule 13d-3 under the Act, it is also possible that the members of Seaside might be deemed the "beneficial owners" of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of the Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of the number of shares owned includes shares currently owned by Seaside together with shares that Seaside has the right to acquire within 60 days of the date hereof.

Item 5.

Ownership of 5 Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

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Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date January 5, 2010

SEASIDE 88, LP

/s/ William J. Ritger
By: SEASIDE 88 ADVISORS, LLC
By: William J. Ritger, Manager

SEASIDE 88 ADVISORS, LLC

/s/ William J. Ritger
By: William J. Ritger, Manager

WILLIAM J. RITGER

/s/ William J. Ritger
William J. Ritger

DENIS M. O'DONNELL

/s/ Denis M. O'Donnell
Denis M. O'Donnell

EXHIBIT INDEX

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EXHIBIT A

JOINT FILING UNDERTAKING

The undersigned, being authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule, as it may be amended, jointly on behalf of each of such parties.

Date January 5, 2010

SEASIDE 88, LP

/s/ William J. Ritger

By: SEASIDE 88 ADVISORS, LLC

By: William J. Ritger, Manager

SEASIDE 88 ADVISORS, LLC

/s/ William J. Ritger

By: William J. Ritger, Manager

WILLIAM J. RITGER

/s/ William J. Ritger

William J. Ritger

DENIS M. O'DONNELL

/s/ Denis M. O'Donnell

Denis M. O'Donnell