

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

FORM 10-Q

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from _____ to _____

Commission File Number: 000-25939

THE KELLER MANUFACTURING COMPANY, INC.
(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of
incorporation or organization)

35-0435090

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

701 N. Water Street, Corydon, Indiana
(Address of principal executive offices)

47112
(Zip Code)

812-738-2222

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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.

Yes No

As of March 31, 2003, the registrant had 5,269,111 Common shares, no par value, outstanding.

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THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2003 AND 2002 AND DECEMBER 31, 2002

	MARCH 31		DECEMBER 31
	2003	2002	2002
	(Unaudited)		
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	\$ 2,501,590	\$ 3,501,581	\$ 3,172,234
Investments available for sale	1,747,251		1,253,437
Accounts receivable, less allowance for doubtful accounts of \$420,000 (March 31, 2003), \$788,000 (March 31, 2002) and \$420,000 (December 31, 2002)	4,053,920	5,334,724	3,807,817
Inventories	8,639,792	13,165,652	9,788,948
Current deferred tax asset	991,607	781,783	897,451
Income taxes receivable	2,301,639	1,013,216	2,301,639
Other current assets	<u>185,988</u>	<u>457,202</u>	<u>182,777</u>
Total current assets	<u>20,421,787</u>	<u>24,254,158</u>	<u>21,404,303</u>
PROPERTY, PLANT AND EQUIPMENT - net	8,263,749	9,801,010	8,490,457
NET ASSETS AVAILABLE FOR SALE	661,048		661,048
PREPAID PENSION COSTS		<u>1,627,581</u>	
TOTAL	<u>\$ 29,346,584</u>	<u>\$ 35,682,749</u>	<u>\$ 30,555,808</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	\$ 480,055	\$ 1,036,945	\$ 660,165
Commissions, salaries and withholdings	420,292	547,659	436,889
Accrued vacation	545,212	699,268	547,895
Accrued pension liability	508,477		450,647
Allowances for sales returns	303,742	245,000	347,981
Restructuring reserve	57,330		242,299
Other current liabilities	<u>1,157,253</u>	<u>939,457</u>	<u>1,424,337</u>
Total current liabilities	3,472,361	3,468,329	4,110,213
LONG-TERM LIABILITIES:			
Accrued pension liability	1,339,255		1,339,255
Deferred income taxes	180,085	1,301,121	241,989
Other long-term liabilities	<u>107,890</u>		<u>107,890</u>
Total liabilities	<u>5,099,591</u>	<u>4,769,450</u>	<u>5,799,347</u>
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY:			
Common stock - no par value, authorized, 40,000,000 shares, issued and outstanding 5,269,111 (March 31, 2003), 5,414,111 (March 31, 2002) and 5,301,611 (December 31, 2002)	1,699,863	1,746,646	1,710,350
Accumulated other comprehensive loss	(1,874,914)		(1,874,914)
Retained earnings	<u>24,422,044</u>	<u>29,166,653</u>	<u>24,921,025</u>
Total stockholders' equity	<u>24,246,993</u>	<u>30,913,299</u>	<u>24,756,461</u>
TOTAL	<u>\$ 29,346,584</u>	<u>\$ 35,682,749</u>	<u>\$ 30,555,808</u>

See notes to consolidated financial statements.

THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS THREE MONTHS ENDED MARCH 31, 2003 AND 2002

	THREE MONTHS ENDED MARCH 31	
	2003	2002
	(Unaudited)	
NET SALES	\$ 7,837,469	\$ 9,682,467
COST OF SALES	<u>7,018,742</u>	<u>8,928,305</u>
GROSS PROFIT	818,727	754,162
SELLING, GENERAL AND ADMINISTRATIVE	<u>1,332,660</u>	<u>1,872,693</u>
OPERATING LOSS	(513,933)	(1,118,531)
OTHER INCOME (EXPENSE):		
Interest income	8,727	8,252
Interest expense	(5,350)	(104)
Other	<u>14,135</u>	<u>64,387</u>
Other income, net	<u>17,512</u>	<u>72,535</u>
LOSS BEFORE INCOME TAXES	(496,421)	(1,045,996)
INCOME TAX BENEFIT	<u>(155,880)</u>	<u>(353,932)</u>
NET LOSS	<u>\$ (340,541)</u>	<u>\$ (692,064)</u>
NET LOSS PER SHARE OF COMMON STOCK, basic and dilutive - based on weighted average number of shares outstanding of 5,299,983 (2003) 5,414,111 (2002)	<u>\$ (0.06)</u>	<u>\$ (0.13)</u>

See notes to the consolidated financial statements.

THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2003 AND 2002

	THREE MONTHS ENDED	
	MARCH 31	
	2003	2002
	(Unaudited)	
OPERATING ACTIVITIES:		
Net loss	\$ (340,541)	\$ (692,064)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	294,768	332,100
Deferred income taxes	(156,060)	(220,457)
Changes in assets and liabilities:		
Accounts receivable	(246,103)	143,090
Inventories	1,149,156	660,497
Income taxes receivable		563,080
Other current assets	(3,211)	(299,186)
Prepaid pension costs		147,928
Accounts payable	(180,110)	512,026
Commissions, salaries and withholdings and accrued vacation	(19,280)	90,101
Allowance for sales returns	(44,239)	
Other current liabilities	(394,223)	(54,982)
Net cash provided by operating activities	<u>60,157</u>	<u>1,182,133</u>
INVESTING ACTIVITIES:		
Purchases of investments held for sale	(493,814)	
Purchases of property, plant and equipment	(68,060)	(82,360)
Net cash used in investing activities	<u>(561,874)</u>	<u>(82,360)</u>
FINANCING ACTIVITIES:		
Purchase of treasury stock	(76,144)	
Dividends paid	(92,783)	(189,504)
Net cash used in financing activities	<u>(168,927)</u>	<u>(189,504)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(670,644)	910,269
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>3,172,234</u>	<u>2,591,312</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 2,501,590</u>	<u>\$ 3,501,581</u>
CASH PAID (RECEIVED) DURING THE PERIOD FOR:		
Interest	<u>\$</u>	<u>\$</u>
Income taxes	<u>\$</u>	<u>\$ (698,000)</u>

See notes to the consolidated financial statements.

THE KELLER MANUFACTURING COMPANY, INC., AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2003 AND 2002

Note 1. Basis of Presentation

The interim financial statements are unaudited and reflect all adjustments (consisting solely of normal recurring adjustments) that, in the opinion of management, are necessary for a fair statement of results for the interim periods presented in conformity with accounting principles generally accepted in the United States of America. This report should be read in conjunction with the audited consolidated financial statements included in the Form 10-K filed by the Company with the Securities and Exchange Commission ("SEC"). The results of operations for the three months ended March 31, 2003 are not necessarily indicative of the results to be expected for the full year or any other interim period.

Note 2. Inventories

The following is a summary of the major classes of inventories:

	<u>March 31, 2003</u>	<u>March 31, 2002</u>	<u>December 31, 2002</u>
Raw materials	\$ 2,568,930	\$ 4,144,562	\$ 3,122,773
Work-in-process	3,972,285	5,807,833	3,653,633
Finished goods	<u>2,098,577</u>	<u>3,213,257</u>	<u>3,012,542</u>
Net inventories	<u>\$ 8,639,792</u>	<u>\$13,165,652</u>	<u>\$ 9,788,948</u>

Note 3. Recent Accounting Pronouncements

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." This statement addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) 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)." The Company adopted this statement effective January 1, 2003. Management has concluded that the adoption of this statement did not have a material effect on the Company's financial position or results of operations.

Note 4. Disclosure of Certain Significant Risks and Uncertainties

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. The Company's periodic filings with the Securities and Exchange Commission include, where applicable, disclosures of estimates, assumptions, uncertainties and concentrations in products, sources of supply and markets that could affect the consolidated financial statements and future operations of the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion contains statements that constitute forward looking statements within the meaning of the securities laws. Such statements may include statements regarding the intent, belief or current expectations of The Keller Manufacturing Company, Inc. (the "Company") or its officers with respect to (i) the Company's strategic plans, (ii) the policies of the Company regarding capital expenditures, financing or other matters, and (iii) industry trends affecting the Company's financial condition or results of operations. Readers of this discussion are cautioned that any such forward looking statements are not guarantees of future performance and involve risks and uncertainties and that actual results may differ materially from those in the forward looking statements as a result of various factors. This section presents an analysis of the consolidated financial condition of the Company as of March 31, 2003, March 31, 2002, and December 31, 2002 and the consolidated results of operations for the three month period ended March 31, 2003 and 2002. This discussion should be read in conjunction with the consolidated financial statements and other financial data presented elsewhere herein and with the financial statements and other financial data as well as the Management's Discussion and Analysis of Financial Condition and Results of Operations included the Company's December 31, 2002 Annual Report to Shareholders.

Results of Operations

The following table sets forth, for the periods indicated, consolidated statement of income data as a percentage of net sales.

	<u>THREE MONTHS ENDED</u> <u>MARCH 31</u>	
	<u>2003</u>	<u>2002</u>
Net Sales	100.0%	100.0%
Cost of Sales	89.6%	92.2%
Gross Profit	10.4%	7.8%
Selling, General and Administrative	17.0%	19.3%
Operating Loss	(6.6)%	(11.6)%
Other Income, Net	*	*
Loss Before Taxes	(6.3)%	(10.8)%
Income Tax Benefit	(2.0)%	(3.7)%
Net Loss	(4.3)%	(7.1)%

Three Months Ended March 31, 2003, compared to three months ended March 31, 2002

Net Sales. Net Sales decreased approximately \$1.8 million to approximately \$7.8 million for the first quarter 2003 compared to approximately \$9.6 million in the first quarter 2002. This was a decrease of approximately 18.8% in net sales. The primary factor for the decrease in sales was due to a decrease in orders resulting from the continued slow down in the economy. There was a decrease in orders of approximately 45.2% in the first quarter 2003 as compared to the first quarter 2002.

* Less than 1%.

Cost of Sales. Cost of Sales as a percentage of net sales decreased to 89.5% for the first quarter 2003 from 92.2% for the first quarter 2002. The decrease in Cost of Sales as a percentage of net sales resulted from lower cost of sales due to Culpeper Plant shut down. Actual Cost of Sales was approximately \$7.0 million for 2003 and approximately \$8.9 million the first quarter in 2002. Direct labor and material cost decreased approximately \$0.6 million, while manufacturing fixed cost was reduced by approximately \$0.9 million and manufacturing variable cost was reduced an additional approximate amount of \$0.4 million for the first quarter 2003. This was largely attributed to the closing of the Culpeper facility.

Selling, General and Administrative Expenses (S G & A). S G & A decreased for the first quarter of 2003 as compared to the first quarter of 2002 by approximately \$0.5 million. As a percentage of net sales, S G & A decreased from 19.3% for the first quarter 2002 to 17.0% for the first quarter 2003. Such decrease was the result of the lower sales commissions, advertising expense, and salaries.

Net Income (Loss). As a result of the above factors, net loss for the first quarter 2003 was approximately \$0.3 million as compared to approximately \$0.7 million net loss for the first quarter 2002.

Financial Condition and Liquidity

Net working capital decreased from approximately \$20.8 million at March 31, 2002, to approximately \$16.9 million at March 31, 2003. The current ratio decreased slightly from 7.0 at March 31, 2002 to 5.9 at March 31, 2003. Inventory decreased approximately \$4.5 million at March 31, 2003 as compared to March 31, 2002. Such decrease in inventory primarily resulted from lower production volumes due to lower sales volume and management's decision to operate at a reduced inventory level. Accounts receivable decreased approximately \$1.3 million at March 31, 2003 as compared to March 31, 2002. Such decrease in accounts receivable primarily resulted from lower sales volume. The Company anticipates being able to fund its financing and investing activities from cash generated from operations.

Beginning in the fourth quarter of 2002, the Company invested \$3,000,000 of its excess cash flow with Hilliard Lyons for an improved return on its cash balance.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Within 90 days prior to the filing date of this report, the Corporation performed an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's Principal Executive Officer and Principal Financial Officer, of the effectiveness and the design and operation of the Corporation's disclosure controls and procedures pursuant to Rule 13a-14 of the Securities Exchange Act of 1934. Based upon that evaluation, the Principal Executive Officer and the Principal Financial Officer concluded that the Corporation's disclosure controls and procedures are effective in timely alerting them to material information relating to the Corporation required to be included in the Corporation's periodic SEC filings. Since the date of the Corporation's most recent evaluation, there were no significant changes in the Corporation's internal controls or in other factors that could significantly affect these controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

Disclosure controls and procedures are Corporate controls and other procedures that are designed to ensure that information required to be disclosed by the Corporation in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

Not Applicable

Item 2. Changes in Securities and Use of Proceeds

Not Applicable

Item 3. Defaults Upon Senior Securities

Not Applicable

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

Not Applicable

Item 5. Other Information

Dividend Action

The Board of Directors approved a dividend of \$0.0175 per share for the first quarter 2003 at their April 25, 2003 meeting, for shares owned as of the record date of May 9, 2003, payable on May 19, 2003.

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits. See Index to Exhibits
- (b) Reports on Form 8-K. No report on Form 8-K was filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE KELLER MANUFACTURING COMPANY, INC.

Steven W. Robertson
President and Chief Executive Officer

Danny L. Utz
Vice President, Finance
Chief Financial Officer

Certification

Steven W. Robertson, Chief Executive Officer of The Keller Manufacturing Company, Inc. (Keller) certify that:

1. I have reviewed this quarterly report on Form 10-Q of Keller;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of Keller as of, and for, the periods presented in this quarterly report;
4. Keller's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-4 for Keller and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to Keller is made known to us, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of Keller's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report; and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation;
5. Keller's other certifying officer and I have disclosed, based on our most recent evaluation, to Keller's auditors and the Audit Committee of Keller's Board of Directors:
 - a) all significant deficiencies in the design of operation of internal controls which could adversely affect Keller's ability to record, process, summarize and report financial data, and have identified for Keller's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in Keller's internal controls; and
6. Keller's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Signature of CEO

Printed Name of CEO

Date

Certification

Danny L. Utz, CFO of The Keller Manufacturing Company, Inc. (Keller) certify that:

1. I have reviewed this quarterly report on Form 10-Q of Keller;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of Keller as of, and for, the periods presented in this quarterly report;
4. Keller's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-4 for Keller and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to Keller is made known to us, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of Keller's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report; and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation;
5. Keller's other certifying officer and I have disclosed, based on our most recent evaluation, to Keller's auditors and the Audit Committee of Keller's Board of Directors:
 - a) all significant deficiencies in the design of operation of internal controls which could adversely affect Keller's ability to record, process, summarize and report financial data, and have identified for Keller's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in Keller's internal controls; and
6. Keller's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Signature of CFO

Printed Name of CFO

Date

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.01	Restated Articles of Incorporation of the Company (Incorporated by reference to Exhibit 3.01 to the Company's Amendment No. 2 to its registration statement on Form 10 filed July 23, 1999, File No. 000-25939).
3.02	Articles of Amendment of the Restated Articles of Incorporation of the Company (Incorporated by reference to Exhibit 3.02 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
3.03	Articles of Amendment of the Restated Articles of Incorporation of the Company (Incorporated by reference to Exhibit 3.03 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
3.04	Bylaws of the Company (Incorporated by reference to Exhibit 3.04 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
4.01	Form of Shareholders Rights Agreement, dated as of December 18, 1998, by and between the Company and J.J.B. Hilliard, W.L. Lyons, Inc. as Rights Agent (Incorporated by reference to Exhibit 4.01 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
4.02	See Article IV of the Restated Articles of Incorporation of the Company found in Exhibit 3.01 (Incorporated by reference to Exhibit 4.02 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
4.03	See Article II of the Bylaws of the Company found in Exhibit 3.04 (Incorporated by reference to Exhibit 4.03 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
10.01	Form of "Lease of Space in International Home Furnishings Center" dated as of May 1, 1999, by and between the Company and International Home Furnishings Center, Inc. (Incorporated by reference to Exhibit 10.01 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
10.02	Form of Lease Agreement by and between 1355 Market Street Associates, L.P. d/b/a San Francisco Mart and the Company. (Incorporated by reference to Exhibit 10.02 to the Company's Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).

- 10.03 Form of “Effective Management Systems, Inc. Software License, Professional Services and Support Purchase Agreement” dated as of July 6, 1998, by and between the Company and Effective Management Systems, Inc. (Incorporated by reference to Exhibit 10.03 to the Company’s Amendment No. 2 to its registration statement on Form 10, Filed July 23, 1999, File No. 000-25939).
- 10.04 Form of "Extended Hour Support Agreement" by and between the Company and Effective Management Systems, Inc., dated as of July 6, 1998, by and between the Company and Effective Management Systems, Inc. (Incorporated by reference to Exhibit 10.03 to the Company’s Amendment No. 2 to its registration statement on Form 10, Filed July 23, 1999, File No. 000-25939).
- 10.05 Form of “Lease Agreement” by and between the Company and Trailer Leasing Company. (Incorporated by reference to Exhibit 10.05 to the Company’s Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
- 10.06 Form of “Ryder Truck Rental, Inc. Truck Lease and Service Agreement” by and between the Company and Ryder Truck Rental, Inc. with accompanying schedules (Incorporated by reference to Exhibit 10.06 to the Company’s Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
- 10.07 Schedules to Exhibits 10.04 and 10.05. (Incorporated by reference to Exhibit 10.07 to the Company’s Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
- 10.08 The Keller Manufacturing Company, Inc. Craftsman Stock Option Plan (Incorporated by reference to Exhibit 10.08 to the Company’s Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
- 10.09 The Keller Manufacturing Company, Inc. Board of Directors’ Stock Bonus Awards Plan (Incorporated by reference to Exhibit 10.09 to the Company’s Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
- 10.10 The Keller Manufacturing Company, Inc. Incentive Program for Executive Personnel (Incorporated by reference to Exhibit 10.10 to the Company’s Amendment No. 2 to its registration statement on Form 10, filed July 23, 1999, File No. 000-25939).
- 99.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

THE KELLER MANUFACTURING COMPANY, INC.
Form 10-Q

Exhibit 99.1

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

I, Steven W. Robertson, the CEO of The Keller Manufacturing Company, Inc., certify that (i) the 10Q for the period ending March 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the 10Q for the period ending March 31, 2003 fairly presents, in all material respects, the financial condition and results of operations of The Keller Manufacturing Company, Inc..

Signature of CEO

Printed Name of CEO

(Date)

I, Danny Utz, the CFO of The Keller Manufacturing Company, Inc., certify that (i) the 10Q for the period ending March 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the 10Q for the period ending March 31, 2003 fairly presents, in all material respects, the financial condition and results of operations of The Keller Manufacturing Company, Inc..

Signature of CFO

Printed Name of CFO

(Date)