

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **MARCH 31, 2008**

or

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 **1-3548**

**ALLETE, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation or organization)

**41-0418150**

(IRS Employer Identification No.)

**30 West Superior Street**

**Duluth, Minnesota 55802-2093**

(Address of principal executive offices)

(Zip Code)

**(218) 279-5000**

(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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Non-Accelerated Filer

Accelerated Filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Common Stock, no par value,  
30,841,376 shares outstanding  
as of April 30, 2008

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## Definitions

The following abbreviations or acronyms are used in the text. References in this report to “we,” “us” and “our” are to ALLETE, Inc. and its subsidiaries, collectively.

| Abbreviation or Acronym | Term  |
|-------------------------|---|
| AFUDC                   | Allowance for Funds Used During Construction – consisting of the cost of both the debt and equity funds used to finance utility plant additions during construction periods |
| ALLETE                  | ALLETE, Inc.  |
| ALLETE Properties       | ALLETE Properties, LLC and its subsidiaries   |
| AREA                    | Arrowhead Regional Emission Abatement   |
| ATC                     | American Transmission Company LLC   |
| BNI Coal                | BNI Coal, Ltd.  |
| BNSF                    | BNSF Railway Company  |
| Boswell                 | Boswell Energy Center   |
| Company                 | ALLETE, Inc. and its subsidiaries   |
| DOC                     | Minnesota Department of Commerce  |
| EITF                    | Emerging Issues Task Force  |
| EPA                     | Environmental Protection Agency   |
| ESOP                    | Employee Stock Ownership Plan   |
| FASB                    | Financial Accounting Standards Board  |
| FERC                    | Federal Energy Regulatory Commission  |
| Form 10-K               | ALLETE Annual Report on Form 10-K   |
| Form 10-Q               | ALLETE Quarterly Report on Form 10-Q  |
| FPL Energy              | FPL Energy, LLC   |
| GAAP                    | Accounting Principles Generally Accepted in the United States   |
| GHG                     | Greenhouse Gases  |
| Heating Degree Days     | Measure of the extent to which the average daily temperature is below 65 degrees Fahrenheit, increasing demand for heating  |
| Invest Direct           | ALLETE’s Direct Stock Purchase and Dividend Reinvestment Plan   |
| Laskin                  | Laskin Energy Center  |
| Minnesota Power         | An operating division of ALLETE, Inc.   |
| Minnkota Power          | Minnkota Power Cooperative, Inc.  |
| MISO                    | Midwest Independent Transmission System Operator, Inc.  |
| MPCA                    | Minnesota Pollution Control Agency  |
| MPUC                    | Minnesota Public Utilities Commission   |
| MW / MWh                | Megawatt(s) / Megawatthour(s)   |
| Non-residential         | Retail commercial, non-retail commercial, office, industrial, warehouse, storage and institutional  |
| NO <sub>x</sub>         | Nitrogen Oxide  |
| Note ____               | Note ____ to the consolidated financial statements in this Form 10-Q  |
| OAG                     | Office of the Attorney General  |
| OES                     | Office of Energy Security   |
| Oliver Wind I           | Oliver Wind I Energy Center   |
| Oliver Wind II          | Oliver Wind II Energy Center  |
| Palm Coast Park         | Palm Coast Park development project in Florida  |

**Definitions (Continued)**

| <b>Abbreviation or Acronym</b> | <b>Term</b>  |
|--------------------------------|--|
| Palm Coast Park District       | Palm Coast Park Community Development District           |
| PSCW                           | Public Service Commission of Wisconsin                   |
| SEC                            | Securities and Exchange Commission                       |
| SFAS                           | Statement of Financial Accounting Standards No.          |
| SO2                            | Sulfur Dioxide   |
| Square Butte                   | Square Butte Electric Cooperative                        |
| SWL&P                          | Superior Water, Light and Power Company                  |
| Taconite Harbor                | Taconite Harbor Energy Center                            |
| Town Center                    | Town Center at Palm Coast development project in Florida |
| Town Center District           | Town Center at Palm Coast Community Development District |
| WDNR                           | Wisconsin Department of Natural Resources                |

ALLETE First Quarter 2008 Form 10-Q

**Safe Harbor Statement**  
**Under the Private Securities Litigation Reform Act of 1995**

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are hereby filing cautionary statements identifying important factors that could cause our actual results to differ materially from those projected in forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) made by or on behalf of ALLETE in this Quarterly Report on Form 10-Q, in presentations, in response to questions or otherwise. Any statements that express, or involve discussions as to expectations, beliefs, plans, objectives, assumptions, or future events or performance (often, but not always, through the use of words or phrases such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “projects,” “will likely result,” “will continue,” “could,” “may,” “potential,” “target,” “outlook” or similar expressions) are not statements of historical facts and may be forward-looking.

Forward-looking statements involve estimates, assumptions, risks and uncertainties, which are beyond our control and may cause actual results or outcomes to differ materially from those that may be projected. These statements are qualified in their entirety by reference to, and are accompanied by, the following important factors, in addition to any assumptions and other factors referred to specifically:

- our ability to successfully implement our strategic objectives;
- our ability to manage expansion and integrate acquisitions;
- prevailing governmental policies, regulatory actions, and legislation including those of the United States Congress, state legislatures, the FERC, the MPUC, the PSCW, and various local and county regulators, and city administrators, about allowed rates of return, financings, industry and rate structure, acquisition and disposal of assets and facilities, real estate development, operation and construction of plant facilities, recovery of purchased power, capital investments and other expenses, present or prospective wholesale and retail competition (including but not limited to transmission costs), zoning and permitting of land held for resale and environmental matters;
- the potential impacts of climate change and future regulation to restrict the emissions of GHG on our Regulated Utility operations;
- effects of restructuring initiatives in the electric industry;
- economic and geographic factors, including political and economic risks;
- changes in and compliance with laws and policies;
- weather conditions;
- natural disasters and pandemic diseases;
- war and acts of terrorism;
- wholesale power market conditions;
- population growth rates and demographic patterns;
- effects of competition, including competition for retail and wholesale customers;
- changes in the real estate market;
- pricing and transportation of commodities;
- changes in tax rates or policies or in rates of inflation;
- unanticipated project delays or changes in project costs;
- availability and management of construction materials and skilled construction labor for capital projects;
- unanticipated changes in operating expenses, capital and land development expenditures;
- global and domestic economic conditions;
- our ability to access capital markets and bank financing;
- changes in interest rates and the performance of the financial markets;
- our ability to replace a mature workforce and retain qualified, skilled and experienced personnel; and
- the outcome of legal and administrative proceedings (whether civil or criminal) and settlements that affect the business and profitability of ALLETE.

Additional disclosures regarding factors that could cause our results and performance to differ from results or performance anticipated by this report are discussed in Item 1A under the heading “Risk Factors” in Part I of our 2007 Form 10-K. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which that statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of these factors, nor can it assess the impact of each of these factors on the businesses of ALLETE or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers are urged to carefully review and consider the various disclosures made by us in this Form 10-Q and in our other reports filed with the SEC that attempt to advise interested parties of the factors that may affect our business.

**ALLETE**  
**CONSOLIDATED BALANCE SHEET**  
**Millions – Unaudited**

|   | March 31,<br>2008 | December 31,<br>2007 |
|---|-------------------|----------------------|
| <b>Assets</b>   |                   |                      |
| <b>Current Assets</b>   |                   |                      |
| Cash and Cash Equivalents   | \$ 76.2           | \$ 23.3              |
| Short-Term Investments  | –                 | 23.1                 |
| Accounts Receivable (Less Allowance of \$1.0 at March 31, 2008<br>and \$1.0 at December 31, 2007) | 70.1              | 79.5                 |
| Inventories   | 49.7              | 49.5                 |
| Prepayments and Other   | 29.6              | 39.1                 |
| <b>Total Current Assets</b>   | <b>225.6</b>      | <b>214.5</b>         |
| Property, Plant and Equipment - Net   | 1,153.1           | 1,104.5              |
| Investments   | 225.8             | 213.8                |
| Other Assets  | 111.3             | 111.4                |
| <b>Total Assets</b>   | <b>\$ 1,715.8</b> | <b>\$ 1,644.2</b>    |
| <b>Liabilities and Shareholders' Equity</b>   |                   |                      |
| <b>Liabilities</b>  |                   |                      |
| <b>Current Liabilities</b>  |                   |                      |
| Accounts Payable  | \$ 57.9           | \$ 72.7              |
| Accrued Taxes   | 27.4              | 14.8                 |
| Accrued Interest  | 6.0               | 7.8                  |
| Long-Term Debt Due Within One Year  | 12.8              | 11.8                 |
| Deferred Profit on Sales of Real Estate   | 2.7               | 2.7                  |
| Other   | 26.8              | 27.3                 |
| <b>Total Current Liabilities</b>  | <b>133.6</b>      | <b>137.1</b>         |
| Long-Term Debt  | 470.3             | 410.9                |
| Deferred Income Taxes   | 148.5             | 144.2                |
| Other Liabilities   | 202.7             | 200.1                |
| Minority Interest   | 9.3               | 9.3                  |
| <b>Total Liabilities</b>  | <b>964.4</b>      | <b>901.6</b>         |
| <b>Commitments and Contingencies</b>  |                   |                      |
| <b>Shareholders' Equity</b>   |                   |                      |
| Common Stock Without Par Value, 43.3 Shares Authorized, 30.8 and 30.8                             |                   |                      |
| Shares Outstanding  | 462.9             | 461.2                |
| Unearned ESOP Shares  | (62.1)            | (64.5)               |
| Accumulated Other Comprehensive Loss  | (9.1)             | (4.5)                |
| Retained Earnings   | 359.7             | 350.4                |
| <b>Total Shareholders' Equity</b>   | <b>751.4</b>      | <b>742.6</b>         |
| <b>Total Liabilities and Shareholders' Equity</b>   | <b>\$ 1,715.8</b> | <b>\$ 1,644.2</b>    |

The accompanying notes are an integral part of these statements.

**ALLETE**  
**CONSOLIDATED STATEMENT OF INCOME**  
Millions Except Per Share Amounts – Unaudited

|   | Quarter Ended |          |
|---|---------------|----------|
|   | March 31,     |          |
|   | 2008          | 2007     |
| <b>Operating Revenue</b>                                    | \$ 213.4      | \$ 205.3 |
| <b>Operating Expenses</b>                                   |               |          |
| Fuel and Purchased Power                                    | 86.3          | 77.7     |
| Operating and Maintenance                                   | 82.4          | 74.6     |
| Depreciation  | 12.7          | 11.7     |
| Total Operating Expenses                                    | 181.4         | 164.0    |
| <b>Operating Income</b>                                     | 32.0          | 41.3     |
| <b>Other Income (Expense)</b>                               |               |          |
| Interest Expense  | (6.7)         | (6.3)    |
| Equity Earnings in ATC                                      | 3.4           | 2.9      |
| Other   | 8.6           | 4.6      |
| Total Other Income  | 5.3           | 1.2      |
| <b>Income Before Minority Interest and Income Taxes</b>     | 37.3          | 42.5     |
| <b>Income Tax Expense</b>                                   | 13.7          | 16.1     |
| <b>Minority Interest</b>                                    | –             | 0.1      |
| <b>Net Income</b>   | \$ 23.6       | \$ 26.3  |
| <b>Average Shares of Common Stock</b>                       |               |          |
| Basic   | 28.7          | 28.1     |
| Diluted   | 28.7          | 28.1     |
| <b>Basic and Diluted Earnings Per Share of Common Stock</b> | \$ 0.82       | \$ 0.93  |
| <b>Dividends Per Share of Common Stock</b>                  | \$ 0.43       | \$ 0.41  |

The accompanying notes are an integral part of these statements.

**ALLETE**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
Millions - - Unaudited

|  | Quarter Ended  |                |
|--|----------------|----------------|
|  | March 31,      |                |
|  | 2008           | 2007           |
| <b>Operating Activities</b>  |                |                |
| Net Income   | \$ 23.6        | \$ 26.3        |
| AFUDC-Equity   | (1.0)          | (0.5)          |
| Income from Equity Investments, net of dividends                     | (0.4)          | (0.8)          |
| Gain on Sale of Assets   | -              | (1.9)          |
| Depreciation   | 12.7           | 11.7           |
| Deferred Income Taxes  | 6.1            | 0.3            |
| Minority Interest  | -              | 0.1            |
| Stock Compensation Expense   | 0.6            | 0.5            |
| Bad Debt Expense   | 0.2            | 0.1            |
| Changes in Operating Assets and Liabilities                          |                |                |
| Accounts Receivable  | 9.2            | 0.4            |
| Inventories  | (0.2)          | (0.9)          |
| Prepayments and Other  | 9.5            | (11.8)         |
| Accounts Payable   | (14.6)         | (10.5)         |
| Other Current Liabilities  | 10.3           | 10.7           |
| Other Assets   | 0.2            | (0.1)          |
| Other Liabilities  | 1.2            | 2.1            |
| <b>Cash from Operating Activities</b>                                | <b>57.4</b>    | <b>25.7</b>    |
| <b>Investing Activities</b>  |                |                |
| Proceeds from Sale of Available-For-Sale Securities                  | 15.1           | 32.9           |
| Payments for Purchase of Available-For-Sale Securities               | (12.0)         | (10.5)         |
| Changes to Investments   | 3.5            | (15.9)         |
| Additions to Property, Plant and Equipment                           | (59.6)         | (25.0)         |
| Proceeds from Sale of Assets   | -              | 1.3            |
| Other  | (0.2)          | (2.5)          |
| <b>Cash for Investing Activities</b>                                 | <b>(53.2)</b>  | <b>(19.7)</b>  |
| <b>Financing Activities</b>  |                |                |
| Issuance of Common Stock   | 1.1            | 3.8            |
| Issuance of Debt   | 61.0           | 62.7           |
| Payments of Long-Term Debt   | (0.6)          | (60.6)         |
| Dividends on Common Stock and Distributions to Minority Shareholders | (12.8)         | (10.3)         |
| <b>Cash from (for) Financing Activities</b>                          | <b>48.7</b>    | <b>(4.4)</b>   |
| <b>Change in Cash and Cash Equivalents</b>                           | <b>52.9</b>    | <b>1.6</b>     |
| <b>Cash and Cash Equivalents at Beginning of Period</b>              | <b>23.3</b>    | <b>44.8</b>    |
| <b>Cash and Cash Equivalents at End of Period</b>                    | <b>\$ 76.2</b> | <b>\$ 46.4</b> |

The accompanying notes are an integral part of these statements.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X and do not include all of the information and notes required by GAAP for complete financial statements. Similarly, the December 2007 consolidated balance sheet was derived from audited financial statements but does not include all disclosures required by GAAP. In the opinion of management, the accompanying unaudited consolidated financial statements contain all normal and recurring adjustments necessary to make a fair statement of the consolidated financial position, results of operations and cash flows of ALLETE for the interim periods presented. Operating results for the three months ended March 31, 2008, are not necessarily indicative of results that may be expected for any other interim period or for the year ending December 31, 2008. For further information, refer to the consolidated financial statements and notes included in ALLETE's Annual Report on Form 10-K for the year ended December 31, 2007 (2007 Form 10-K).

### NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

**Inventories.** Inventories are stated at the lower of cost or market. Cost is determined by the average cost method.

|                          | March 31,<br>2008 | December 31,<br>2007 |
|--------------------------|-------------------|----------------------|
| <b>Inventories</b>       |                   |                      |
| <b>Millions</b>          |                   |                      |
| Fuel                     | \$22.1            | \$22.1               |
| Materials and Supplies   | 27.6              | 27.4                 |
| <b>Total Inventories</b> | <b>\$49.7</b>     | <b>\$49.5</b>        |

### Supplemental Statement of Cash Flows Information.

| Consolidated Statement of Cash Flows<br>Supplemental Disclosure<br>For the Quarter Ended March 31, | 2008    | 2007    |
|--|---------|---------|
| <b>Millions</b>  |         |         |
| Cash Paid During the Period for  |         |         |
| Interest – Net of Amounts Capitalized  | \$8.7   | \$9.2   |
| Income Taxes   | \$0.6   | \$1.9   |
| Noncash Investing Activities   |         |         |
| Accounts Payable for Capital Additions to Property Plant and Equipment                             | \$(0.2) | \$(3.6) |

**New Accounting Standards. SFAS 157.** In September 2006, the FASB issued SFAS 157, "Fair Value Measurements," to increase consistency and comparability in fair value measurements by defining fair value, establishing a framework for measuring fair value in GAAP, and expanding disclosures about fair value measurements. SFAS 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. It clarifies the extent to which fair value is used to measure recognized assets and liabilities, the inputs used to develop the measurements, and the effect of certain measurements on earnings for the period. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and is applied on a prospective basis. In February 2008, the FASB issued FASB Staff Position (FSP) FAS 157-1, "Application of FAS 157 to FAS 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under FAS 13"(FSP FAS 157-1), which excludes FAS 13, "Accounting for Leases", and its related interpretive accounting pronouncements that address leasing transactions, from the scope of FAS 157.

Also in February 2008, the FASB issued FSP FAS 157-2, "Effective Date of FASB Statement 157", which delays the effective date of SFAS 157 for all nonrecurring fair value measurements of nonfinancial assets and liabilities until fiscal years beginning after November 15, 2008. The Company elected to defer the adoption of the nonrecurring fair value measurement disclosures of nonfinancial assets and liabilities. The adoption of FSP FAS 157-2 is not expected to have a material impact on the Company's results of operations, cash flows or financial positions.

**NOTE 1. OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES – New Accounting Standards (Continued)**

The implementation of SFAS 157 for financial assets and financial liabilities and FSP FAS 157-1, effective January 1, 2008, did not have a material impact on our consolidated financial position and results of operations. (See Note 12.) We are currently assessing the impact of SFAS 157 for nonfinancial assets and nonfinancial liabilities on our consolidated financial position, results of operations and cash flows, but we do not believe it will have a material impact on the Company.

*SFAS 141R.* In December 2007, the FASB issued SFAS 141(revised 2007), “Business Combinations,” to increase the relevance, representational faithfulness, and comparability of the information a reporting entity provides in its financial reports about a business combination and its effects. SFAS 141R replaces SFAS 141, “Business Combinations”, but retains the fundamental requirements of SFAS 141 that the acquisition method of accounting be used and an acquirer be identified for all business combinations. SFAS 141R expands the definition of a business and of a business combination and establishes how the acquirer is to: (1) recognize and measure in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (2) recognize and measure the goodwill acquired in the business combination or a gain from a bargain purchase; and (3) determine what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R is applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, and is to be applied prospectively. Early adoption is prohibited. SFAS 141R will impact ALLETE if we elect to enter into a business combination subsequent to December 31, 2008.

*SFAS 160.* In December 2007, the FASB issued SFAS 160, “Noncontrolling Interests in Consolidated Financial Statements – an amendment of Accounting Research Bulletin (ARB) 51,” to improve the relevance, comparability, and transparency of the financial information a reporting entity provides in its consolidated financial statements. SFAS 160 amends ARB 51 to establish accounting and reporting standards for noncontrolling interests in subsidiaries and to make certain consolidation procedures consistent with the requirements of SFAS 141R. It defines a noncontrolling interest in a subsidiary as an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 changes the way the consolidated income statement is presented by requiring consolidated net income to include amounts attributable to the parent and the noncontrolling interest. SFAS 160 establishes a single method of accounting for changes in a parent’s ownership interest in a subsidiary which do not result in deconsolidation. SFAS 160 also requires expanded disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners of a subsidiary. SFAS 160 is effective for financial statements issued for fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. SFAS 160 shall be applied prospectively, with the exception of the presentation and disclosure requirements which shall be applied retrospectively for all periods presented. We are currently evaluating the effect that the adoption of SFAS 160 will have on our consolidated financial position, results of operations and cash flows. ALLETE Properties does have certain noncontrolling interests in consolidated subsidiaries. If SFAS 160 had been applied as of March 31, 2008, the \$9.3 million reported as Minority Interest in the Liabilities section on our Consolidated Balance Sheet would have been reported as \$9.3 million of Noncontrolling Interest in Subsidiaries in the Equity section of our Consolidated Balance Sheet.

*SFAS 161.* In March 2008, the FASB issued SFAS 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment of SFAS No. 133,” to enhance disclosures about an entity’s derivative and hedging activities and improve the transparency of financial reporting. Entities will be required to provide enhanced disclosures about (a) how and why derivatives instruments are used, (b) how derivative instruments are accounted for, and (c) how derivative instruments affect the entities financial position, financial performance and cash flows. These disclosures better convey the purpose of derivative use in terms of the risks that the entity is intending to manage by requiring fair value disclosures in a tabular format, providing more information about an entity’s liquidity and requiring cross-referencing within the footnotes. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early adoption encouraged. We did not have any material derivative instruments at March 31, 2008. In the event we elect to enter into a material derivative or hedging activity in the future, SFAS 161 will have an impact on our disclosure requirements.

NOTE 2. BUSINESS SEGMENTS

|   | Energy       |                      |                      |                      |                | Other   |
|---|--------------|----------------------|----------------------|----------------------|----------------|---------|
|   | Consolidated | Nonregulated         |                      | Investment<br>in ATC | Real<br>Estate |         |
|   |              | Regulated<br>Utility | Energy<br>Operations |                      |                |         |
| <b>Millions</b>   |              |                      |                      |                      |                |         |
| <b>For the Quarter Ended March 31, 2008</b>             |              |                      |                      |                      |                |         |
| Operating Revenue                                       | \$213.4      | \$193.3              | \$17.3               | –                    | \$2.7          | \$0.1   |
| Fuel and Purchased Power                                | 86.3         | 86.3                 | –                    | –                    | –              | –       |
| Operating and Maintenance                               | 82.4         | 62.4                 | 15.5                 | \$0.1                | 3.6            | 0.8     |
| Depreciation  | 12.7         | 11.5                 | 1.2                  | –                    | –              | –       |
| Operating Income (Loss)                                 | 32.0         | 33.1                 | 0.6                  | (0.1)                | (0.9)          | (0.7)   |
| Interest Expense  | (6.7)        | (5.8)                | (0.7)                | –                    | (0.2)          | –       |
| Equity Earnings in ATC                                  | 3.4          | –                    | –                    | 3.4                  | –              | –       |
| Other Income  | 8.6          | 1.1                  | –                    | –                    | 0.3            | 7.2     |
| Income (Loss) Before Minority Interest and Income Taxes | 37.3         | 28.4                 | (0.1)                | 3.3                  | (0.8)          | 6.5     |
| Income Tax Expense (Benefit)                            | 13.7         | 10.3                 | (0.3)                | 1.3                  | (0.3)          | 2.7     |
| Minority Interest                                       | –            | –                    | –                    | –                    | –              | –       |
| Net Income  | \$23.6       | \$18.1               | \$0.2                | \$2.0                | (0.5)          | \$3.8   |
| <b>At March 31, 2008</b>                                |              |                      |                      |                      |                |         |
| Total Assets  | \$1,715.8    | \$1,353.1            | \$85.0               | \$66.7               | \$91.6         | \$119.4 |
| Property, Plant and Equipment – Net                     | \$1,153.1    | \$1,099.3            | \$50.5               | –                    | –              | \$3.3   |
| Accumulated Depreciation                                | \$850.8      | \$804.8              | \$44.2               | –                    | –              | \$1.8   |
| Capital Expenditures                                    | \$60.3       | \$58.0               | \$2.3                | –                    | –              | –       |
| <b>For the Quarter Ended March 31, 2007</b>             |              |                      |                      |                      |                |         |
| Operating Revenue                                       | \$205.3      | \$180.2              | \$16.8               | –                    | \$8.2          | \$0.1   |
| Fuel and Purchased Power                                | 77.7         | 77.7                 | –                    | –                    | –              | –       |
| Operating and Maintenance                               | 74.6         | 56.9                 | 14.4                 | –                    | 3.1            | 0.2     |
| Depreciation  | 11.7         | 10.6                 | 1.1                  | –                    | –              | –       |
| Operating Income (Loss)                                 | 41.3         | 35.0                 | 1.3                  | –                    | 5.1            | (0.1)   |
| Interest Expense  | (6.3)        | (5.2)                | (0.6)                | –                    | –              | (0.5)   |
| Equity Earned in ATC                                    | –            | –                    | –                    | –                    | –              | –       |
| Other Income  | 7.5          | 0.5                  | 2.3                  | \$2.9                | 0.2            | 1.6     |
| Income Before Minority Interest and Income Taxes        | 42.5         | 30.3                 | 3.0                  | 2.9                  | 5.3            | 1.0     |
| Income Tax Expense                                      | 16.1         | 11.5                 | 0.8                  | 1.1                  | 2.1            | 0.6     |
| Minority Interest                                       | 0.1          | –                    | –                    | –                    | 0.1            | –       |
| Net Income  | 26.3         | \$18.8               | \$2.2                | \$1.8                | \$3.1          | \$0.4   |
| <b>At March 31, 2007</b>                                |              |                      |                      |                      |                |         |
| Total Assets  | \$1,560.1    | \$1,182.8            | \$79.5               | \$63.7               | \$90.6         | \$143.5 |
| Property, Plant and Equipment – Net                     | \$933.0      | \$880.5              | \$49.0               | –                    | –              | \$3.5   |
| Accumulated Depreciation                                | \$817.5      | \$775.7              | \$40.1               | –                    | –              | \$1.7   |
| Capital Expenditures                                    | \$21.9       | \$21.9               | –                    | –                    | –              | –       |

**NOTE 3. INVESTMENTS**

**Investments.** At March 31, 2008, our long-term investment portfolio included the real estate assets of ALLETE Properties, debt and equity securities consisting primarily of securities held to fund employee benefits, our emerging technology portfolio and auction rate securities.

|                                | March 31,<br>2008 | December 31,<br>2007 |
|--------------------------------|-------------------|----------------------|
| <b>Investments</b>             |                   |                      |
| <b>Millions</b>                |                   |                      |
| Real Estate Assets             | \$91.6            | \$91.3               |
| Debt and Equity Securities (a) | 55.0              | 39.7                 |
| Investment in ATC              | 66.7              | 65.7                 |
| Emerging Technology Portfolio  | 7.5               | 7.9                  |
| Other                          | 5.0               | 9.2                  |
| <b>Total Investments</b>       | <b>\$225.8</b>    | <b>\$213.8</b>       |

(a) – See Note 12 for information on fair values relating to investments in debt and equity securities.

|  | March 31,<br>2008 | December 31,<br>2007 |
|--|-------------------|----------------------|
| <b>Real Estate Assets</b>                          |                   |                      |
| <b>Millions</b>                                    |                   |                      |
| Land Held for Sale Beginning Balance               | \$62.6            | \$58.0               |
| Additions during period: Capitalized Improvements  | 1.1               | 12.8                 |
| Purchases  | –                 | –                    |
| Deductions during period: Cost of Real Estate Sold | (0.6)             | (8.2)                |
| Land Held for Sale Ending Balance                  | 63.1              | 62.6                 |
| Long-Term Finance Receivables                      | 15.0              | 15.3                 |
| Other (a)  | 13.5              | 13.4                 |
| <b>Total Real Estate Assets</b>                    | <b>\$91.6</b>     | <b>\$91.3</b>        |

(a) Consisted primarily of a shopping center that was subsequently sold on May 1, 2008.

**Finance Receivables.** Finance receivables, which are collateralized by property sold, accrue interest at market-based rates and are net of an allowance for doubtful accounts of \$0.2 million at March 31, 2008 (\$0.2 million at December 31, 2007). The majority are receivables having maturities up to five years.

**Investment in ATC.** Our Wisconsin subsidiary, Rainy River Energy Corporation - Wisconsin, has a 7.9 percent ownership interest in ATC, a Wisconsin-based public utility that owns and maintains electric transmission assets in parts of Wisconsin, Michigan, Minnesota and Illinois. ATC provides transmission service under rates regulated by the FERC that are set in accordance with the FERC’s policy of encouraging the independent operation and ownership of, and investment in, transmission facilities. We account for our investment in ATC under the equity method of accounting, pursuant to EITF 03-16, “Accounting for Investments in Limited Liability Companies.” On April 30, 2008 we made an additional investment in ATC of \$2.8 million.

**ALLETE's Interest in ATC**

**As of March 31, 2008**

| <b>Millions</b>                                    |               |
|--|---------------|
| Equity Investment Balance at December 31, 2007     | \$65.7        |
| 2008 Cash Investments                              | –             |
| Equity in ATC Earnings                             | 3.4           |
| Distributed ATC Earnings                           | (2.4)         |
| <b>Equity Investment Balance at March 31, 2008</b> | <b>\$66.7</b> |

**NOTE 3. INVESTMENTS (Continued)**

**Auction Rate Securities.** At March 31, 2008, we held \$25.2 million of investments (\$23.1 million at December 31, 2007) consisting of five auction rate municipal bonds with stated maturity dates ranging between 15 and 28 years. These auction rate securities consist of guaranteed student loans insured or reinsured by the federal government. These auction rate securities were historically auctioned every 35 days to set new rates and provide a liquidating event in which investors could either buy or sell securities. The auctions have been unable to sustain themselves during 2008 due to the overall lack of credit market liquidity, and we have been unable to liquidate our auction rate securities. Until called by the issuer or liquidity returns to the auction market, these securities will pay above market interest rates. As a result, we have classified the auction rate securities as long-term investments and we have the ability to hold these securities to maturity, or until liquidity returns to this market. Our auction rate securities are recorded at face value, which we believe approximates fair market value. See Note 12 for additional information.

**NOTE 4. SHORT-TERM AND LONG-TERM DEBT**

On February 1, 2008, we issued \$60 million in principal amount of First Mortgage Bonds, 4.86% Series due April 1, 2013, in the private placement market. We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We intend to use the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes.

On March 20, 2008, we accepted an offer from certain institutional buyers in the private placement market to purchase \$75 million of First Mortgage Bonds. When issued, on or before May 14, 2008, the bonds will carry an interest rate of 6.02% and will have a term of 15 years. We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We intend to use the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes.

**NOTE 5. REGULATORY MATTERS**

**Electric Rates.** Entities within our Regulated Utility segment file for periodic rate revisions with the MPUC, the FERC or the PSCW. Minnesota Power's current retail rates are based on a 1994 MPUC retail rate order that allows for an 11.6 percent return on common equity dedicated to utility plant. SWL&P's current retail rates are based on a 2006 PSCW retail rate order, effective January 1, 2007; SWL&P anticipates filing a retail rate case with the PSCW in 2008.

On February 8, 2008, the FERC approved our wholesale rate filing. Our wholesale customers consist of 16 municipalities in Minnesota and two private utilities in Wisconsin, including SWL&P. The FERC authorized an average 10 percent increase for wholesale municipal customers, a 12.5 percent increase for SWL&P, and an overall return on equity of 11.25 percent. The rate increase went into effect on March 1, 2008, and on an annualized basis, is expected to result in approximately \$7.5 million in additional revenue.

On May 2, 2008, Minnesota Power filed a rate increase request with the MPUC seeking an average increase of approximately 10 percent for retail customers. The rate filing seeks an overall return on equity of 11.15 percent, and a capital structure consisting of 54.8 percent equity and 45.2 percent debt. On an annualized basis, the rate increase would generate approximately \$45 million in additional revenue. The Company anticipates interim rates will take effect in July 2008, with a final rate order in mid-2009. Interim rates are expected to result in an average increase of approximately 8 percent, and are subject to refund pending the final rate order. We cannot predict the level of any rate increase the MPUC may approve.

Incremental revenue in 2008 from both the FERC authorized wholesale rate increase and the expected interim Minnesota retail rate increase is expected to total approximately \$20 million.

**NOTE 6. OTHER INCOME (EXPENSE) - OTHER**

|   | Quarter Ended<br>March 31, |              |
|---|----------------------------|--------------|
|   | 2008                       | 2007         |
| <b>Millions</b>                         |                            |              |
| Loss on Emerging Technology Investments | \$(0.5)                    | \$(0.9)      |
| AFUDC-Equity                            | 1.0                        | 0.5          |
| Investment and Other Income             | 8.1                        | 5.0          |
| <b>Total Other Income - Other</b>       | <b>\$8.6</b>               | <b>\$4.6</b> |

**NOTE 7. INCOME TAX EXPENSE**

|                                   | Quarter Ended<br>March 31, |               |
|-----------------------------------|----------------------------|---------------|
|                                   | 2008                       | 2007          |
| <b>Millions</b>                   |                            |               |
| <b>Current Tax Expense</b>        |                            |               |
| Federal (a)                       | \$4.8                      | \$11.9        |
| State                             | 2.8                        | 3.9           |
| <b>Total Current Tax Expense</b>  | <b>7.6</b>                 | <b>15.8</b>   |
| <b>Deferred Tax Expense</b>       |                            |               |
| Federal (a)                       | 5.5                        | 0.2           |
| State                             | 0.9                        | 0.4           |
| <b>Total Deferred Tax Expense</b> | <b>6.4</b>                 | <b>0.6</b>    |
| <b>Deferred Tax Credits</b>       | <b>(0.3)</b>               | <b>(0.3)</b>  |
| <b>Total Income Tax Expense</b>   | <b>\$13.7</b>              | <b>\$16.1</b> |

(a) Federal current tax expense is lower and federal deferred tax expense is higher than previous year due to bonus depreciation provisions in the Economic Stimulus Act of 2008.

For the quarter ended March 31, 2008, the effective tax rate on income from continuing operations before minority interest was 36.6 percent (37.9 percent for the quarter ended March 31, 2007). The effective rate of 36.6 percent for the quarter ended March 31, 2008, deviated from the statutory rate of approximately 40 percent primarily due to deductions for Medicare health subsidies, AFUDC-Equity, investment tax credits, wind production tax credits and depletion.

**Uncertain Tax Positions.** Under the provisions of FIN 48, "Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement 109," we have gross unrecognized tax benefits of \$5.7 million as of March 31, 2008. Of this total, \$3.1 million (net of federal benefit on state issues) represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate.

We expect that the total amount of unrecognized tax benefits as of March 31, 2008, will change by less than \$2.0 million in the next 12 months.

**NOTE 8. COMPREHENSIVE INCOME (LOSS)**

For the quarter ended March 31, 2008, total comprehensive income, net of tax, was \$19.0 million (\$26.5 million for the quarter ended March 31, 2007). Total comprehensive income (loss) includes net income, unrealized gains and losses on securities classified as available-for-sale, and our unfunded pension liabilities.

| <b>Other Comprehensive Income (Loss)</b><br><b>Net of Tax</b> | <b>Quarter Ended</b>            |               |
|---|---------------------------------|---------------|
|   | <b>March 31,</b><br><b>2008</b> | <b>2007</b>   |
| <b>Millions</b>   |                                 |               |
| Net Income  | \$23.6                          | \$26.3        |
| Other Comprehensive Income                                    |                                 |               |
| Realized Gain on Securities                                   | (3.8)                           | –             |
| Unrealized Gain (Loss) on Securities                          | (1.3)                           | 0.2           |
| Defined Benefit Pension and Other Postretirement Plans        | 0.5                             | –             |
| <b>Total Other Comprehensive Income (Loss)</b>                | <b>(4.6)</b>                    | <b>0.2</b>    |
| <b>Total Comprehensive Income</b>                             | <b>\$19.0</b>                   | <b>\$26.5</b> |

**NOTE 9. EARNINGS PER SHARE**

The difference between basic and diluted earnings per share arises from outstanding stock options and performance share awards granted under our Executive and Director Long-Term Incentive Compensation Plans. In accordance with SFAS 128, "Earnings Per Share," for the quarter ended March 31, 2008, 0.6 million options to purchase shares of common stock were excluded from the computation of diluted earnings per share because the option exercise prices were greater than the average market prices, and therefore, their effect would have been anti-dilutive. For the quarter ended March 31, 2007, 0.1 million options to purchase shares of common stock were excluded from the computation of diluted earnings per share.

| <b>Reconciliation of Basic and Diluted Earnings Per Share</b> | <b>2008</b>  |                            |                | <b>2007</b>  |                            |                |
|---|--------------|----------------------------|----------------|--------------|----------------------------|----------------|
|   | <b>Basic</b> | <b>Dilutive Securities</b> | <b>Diluted</b> | <b>Basic</b> | <b>Dilutive Securities</b> | <b>Diluted</b> |
| <b>Millions Except Per Share Amounts</b>                      |              |                            |                |              |                            |                |
| <b>For the Quarter Ended March 31,</b>                        |              |                            |                |              |                            |                |
| Income from Continuing Operations                             | \$23.6       | –                          | \$23.6         | \$26.3       | –                          | \$26.3         |
| Common Shares   | 28.7         | –                          | 28.7           | 28.1         | –                          | 28.1           |
| Per Share from Continuing Operations                          | \$0.82       | –                          | \$0.82         | \$0.93       | –                          | \$0.93         |

**NOTE 10. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS**

| <b>Components of Net Periodic Benefit Expense</b> | <b>Pension</b> |              | <b>Postretirement Health and Life</b> |              |
|---|----------------|--------------|---------------------------------------|--------------|
|   | <b>2008</b>    | <b>2007</b>  | <b>2008</b>                           | <b>2007</b>  |
| <b>Millions</b>                                   |                |              |                                       |              |
| <b>For the Quarter Ended March 31,</b>            |                |              |                                       |              |
| Service Cost                                      | \$1.5          | \$1.3        | \$1.0                                 | \$1.0        |
| Interest Cost                                     | 6.3            | 5.7          | 2.4                                   | 1.9          |
| Expected Return on Plan Assets                    | (8.1)          | (7.7)        | (1.8)                                 | (1.6)        |
| Amortization of Prior Service Costs               | 0.2            | 0.2          | –                                     | –            |
| Amortization of Net Loss                          | 0.4            | 0.8          | 0.4                                   | 0.2          |
| Amortization of Transition Obligation             | –              | –            | 0.6                                   | 0.6          |
| <b>Net Periodic Benefit Expense</b>               | <b>\$0.3</b>   | <b>\$0.3</b> | <b>\$2.6</b>                          | <b>\$2.1</b> |

**NOTE 10. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS (Continued)**

**Employer Contributions.** On April 10, 2008, \$7.0 million was contributed to our pension plan and \$3.3 million to our postretirement health and life plan. We expect to make additional contributions to our pension plan of \$11.6 million and \$6.0 million to our postretirement health and life plan in 2008.

We have historically used a September 30 measurement date for the pension and postretirement health and life plans. Pursuant to SFAS 158, we are required to change our measurement date to December 31 during the year ending December 31, 2008. On January 1, 2008, we recorded three months of pension expense as a reduction to retained earnings in the amount of \$1.6 million, net of tax, to reflect the impact of this measurement date change. Also on January 1, 2008, we recorded \$0.8 million relating to three months of amortization for transition obligations, prior service costs and prior gains and losses within accumulated other comprehensive income.

**NOTE 11. COMMITMENTS, GUARANTEES AND CONTINGENCIES**

**Off-Balance Sheet Arrangements. Square Butte Power Purchase Agreement.** Minnesota Power has a power purchase agreement with Square Butte that extends through 2026 (Agreement). It provides a long-term supply of low-cost energy to customers in our electric service territory and enables Minnesota Power to meet power pool reserve requirements. Square Butte, a North Dakota cooperative corporation, owns a 455-MW coal-fired generating unit (Unit) near Center, North Dakota. The Unit is adjacent to a generating unit owned by Minnkota Power, a North Dakota cooperative corporation whose Class A members are also members of Square Butte. Minnkota Power serves as the operator of the Unit and also purchases power from Square Butte.

Minnesota Power was entitled to approximately 71 percent of the Unit's output under the Agreement prior to 2006. Minnkota Power exercised its option to reduce Minnesota Power's entitlement by approximately 5 percent annually to 66 percent in 2006 and 60 percent in 2007. We received notices from Minnkota Power that they further reduced our output entitlement by approximately 5 percent annually to 55 percent on January 1, 2008, and 50 percent on January 1, 2009, and thereafter. Minnkota Power has no further option to reduce Minnesota Power's entitlement below 50 percent.

Minnesota Power is obligated to pay its pro rata share of Square Butte's costs based on Minnesota Power's entitlement to Unit output. Minnesota Power's payment obligation will be suspended if Square Butte fails to deliver any power, whether produced or purchased, for a period of one year. Square Butte's fixed costs consist primarily of debt service. At March 31, 2008, Square Butte had total debt outstanding of \$316.6 million. Total annual debt service for Square Butte is expected to be approximately \$29 million in each of the years 2008 through 2012. Variable operating costs include the price of coal purchased from BNI Coal, our subsidiary, under a long-term contract.

**Wind Power Purchase Agreements.** We have two wind power purchase agreements with an affiliate of FPL Energy to purchase the output from two wind facilities, Oliver Wind I and Oliver Wind II located near Center, North Dakota. We began purchasing the output from Oliver Wind I, a 50-MW facility, in December 2006 and the output from Oliver Wind II, a 48-MW facility in November 2007. Each agreement is for 25 years and provides for the purchase of all output from the facilities. There are no fixed capacity charges, and we only pay for energy as it is delivered to us.

**Leasing Agreements.** BNI Coal is obligated to make lease payments for a dragline totaling \$2.8 million annually for the lease term which expires in 2027. BNI Coal has the option at the end of the lease term to renew the lease at a fair market rental, to purchase the dragline at fair market value, or to surrender the dragline and pay a \$3.0 million termination fee. We lease other properties and equipment under operating lease agreements with terms expiring through 2016. The aggregate amount of minimum lease payments for all operating leases is \$8.1 million in 2008, \$8.1 million in 2009, \$7.7 million in 2010, \$7.2 million in 2011, \$6.6 million in 2012 and \$48.7 million thereafter.



**NOTE 11. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)**

*Coal, Rail and Shipping Contracts.* We have three coal supply agreements with various expiration dates ranging from December 2008 to December 2011. We also have rail and shipping agreements for the transportation of all of our coal, with various expiration dates ranging from December 2008 to December 2011. Our minimum annual payment obligations under these coal, rail and shipping agreements are currently \$44.8 million in 2008, \$10.8 million in 2009, \$5.3 million in 2010, \$5.4 million in 2011 and no specific commitments beyond 2011. Our minimum annual payment obligations will increase when annual nominations are made for coal deliveries in future years.

On January 24, 2008, we received a letter from BNSF alleging that the Company defaulted on a material obligation under the Company's Coal Transportation Agreement (CTA). In the notice, BNSF claimed the Company underpaid approximately \$1.6 million for coal transportation services in 2006 and that failure to pay such amount plus interest may result in BNSF's termination of the CTA. We believe we do not owe the amount claimed, and that BNSF's claims are wholly without merit. On April 1, 2008, to ensure that BNSF does not attempt to terminate the CTA, we paid under protest the full amount claimed by BNSF and filed a demand for arbitration of the issue. The delivered costs of fuel for the Company's generation are recoverable from Minnesota Power's utility customers through the fuel adjustment clause.

**Fuel Clause Recovery of MISO Day 2 Costs.** We filed a petition with the MPUC in February 2005 to amend our fuel clause to accommodate costs and revenue related to the day-ahead and real-time markets through which we engage in wholesale energy transactions in MISO (MISO Day 2). In December 2006, the MPUC issued an order allowing Minnesota Power and the other utilities involved in the MISO Day 2 proceeding to continue recovering MISO Day 2 charges through the Minnesota retail fuel clause except for MISO Day 2 administrative charges. Upon denial of a reconsideration request, the OAG appealed the MPUC Order in a filing with the Minnesota Court of Appeals. A written decision was issued on April 15, 2008, upholding the terms of the MISO Day 2 Order.

The December 2006 MPUC order, subject to the rehearing request, granted deferred accounting treatment for three MISO Day 2 charge types that were determined to be administrative charges. Under the order, Minnesota Power refunded, through customer bills, approximately \$2 million of administrative charges previously collected through the fuel clause between April 1, 2005, and December 31, 2006, and recorded these administrative charges as a regulatory asset. We were permitted to continue accumulating MISO Day 2 administrative charges after December 31, 2006, as a regulatory asset until we file our next rate case, at which time recovery for such charges will be determined. The balance of this regulatory asset was \$4.1 million on March 31, 2008, (\$3.7 million at December 31, 2007) and we consider regulatory recovery to be probable. This order removed the subject to refund requirement of the two interim orders, and included extensive fuel clause reporting requirements that review our monthly and annual fuel clause filings with the MPUC. There was no impact on earnings as a result of this ruling. As a result of the MPUC's December 2006 order allowing recovery of nearly all MISO Day 2 charges through the fuel clause, we rescinded our December 2005 Letter of Intent to Withdraw from MISO in December 2006.

**Emerging Technology Portfolio.** We have investments in emerging technologies through minority investments in venture capital funds structured as limited liability companies, and direct investments in privately-held, start-up companies. We have committed to make additional investments in certain emerging technology venture capital funds. The total future commitment was \$0.8 million at March 31, 2008, (\$1.0 million at December 31, 2007) and may be invested in 2008. We do not have plans to make any additional investments beyond this commitment.

**Discontinued Operations.** Two of our subsidiaries, which were involved in our discontinued water operations, have been named in a claim brought by Capital Resources and Properties, Inc. (CRP). CRP sold certain wastewater treatment assets to Georgia Water in 2001. The purchase agreement called for the payment of \$2 million upon the satisfaction of specific contingencies. CRP alleges that Georgia Water and ALLETE Water Services are obligated to pay the contractual amount plus interest and attorney fees pursuant to the contract, and that the contingencies were satisfied in 2005 or were waived, or are otherwise due and owing. We intend to vigorously assert our defenses to the claim, and cannot predict the outcome of this matter.

**NOTE 11. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)**

**Environmental Matters.** Our businesses are subject to regulation of environmental matters by various federal, state and local authorities. Due to future stricter environmental requirements through legislation and/or rulemaking, we anticipate that potential expenditures for environmental matters will be material and will require significant capital investments. We review environmental matters on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the balance sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are charged to expense unless recoverable in rates from customers.

**MR**

*SWL&P Manufactured Gas Plant.* In May 2001, SWL&P received notice from the WDNR that the City of Superior had found soil contamination on property adjoining a former Manufactured Gas Plant (MGP) site owned and operated by SWL&P from 1889 to 1904. A report submitted in 2003 identified some MGP-like chemicals that were found in the soil near the former plant site. The final Phase II report was issued in June 2007, confirming our understanding of the issues involved. The final Phase II Report and Risk Assessment were sent to the WDNR for review in June 2007. A remediation plan was developed during the fourth quarter of 2007 and sent to the WDNR in March 2008. Although it is not possible to quantify the potential clean-up cost until the investigation is completed, a \$0.5 million liability was recorded in December 2003 to address the known areas of contamination. The Company has recorded a corresponding dollar amount as a regulatory asset to offset this liability. The PSCW approved the collection through rates of \$0.3 million of site investigation costs that had been incurred through 2005. ALLETE maintains pollution liability insurance coverage that includes coverage for SWL&P. A claim has been filed with respect to this matter. The insurance carrier has issued a reservation of rights letter and the Company continues to work with the insurer to determine the availability of insurance coverage.

*EPA Clean Air Interstate Rule.* In March 2005, the EPA announced the final Clean Air Interstate Rule (CAIR) that reduces and permanently caps emissions of SO<sub>2</sub>, NO<sub>x</sub> and particulates in the eastern United States. The CAIR includes Minnesota as one of the 28 states it considers as "significantly contributing" to air quality standards non-attainment in other states. The CAIR has been challenged in the court system, which may delay implementation or modify provisions in the rules. Minnesota Power is participating in the legal challenge to the CAIR. However, if the CAIR does go into effect, Minnesota Power expects to be required to:

- (1) make emissions reductions;
- (2) purchase SO<sub>2</sub> and NO<sub>x</sub> allowances through the EPA's cap-and-trade system; and/or
- (3) use a combination of both.

*EPA Clean Air Mercury Rule.* In March 2005, the EPA also announced the final Clean Air Mercury Rule (CAMR) that would have reduced and permanently capped emissions of electric utility mercury emissions in the continental United States. On February 8, 2008 the United States Court of Appeals for the District of Columbia Circuit overturned the CAMR and remanded the rulemaking to the EPA for reconsideration. The Court's decision is subject to appeal. It is uncertain how the EPA will respond. The mercury emission reductions expected as a result of implementing the AREA Plan expenditures at Taconite Harbor, and implementation of the 2006 Minnesota Mercury Emission Reduction Law which applies to Boswell Units 3 and 4, are expected to meet the EPA's reformed mercury regulations. Cost estimates for complying with future mercury regulations under the Clean Air Act are therefore premature at this time.

**Real Estate.** As of March 31, 2008, ALLETE Properties, through its subsidiaries, had surety bonds outstanding of \$32.6 million (\$35.9 million at December 31, 2007) primarily related to performance and maintenance obligations to governmental entities to construct improvements in the company's various projects. The remaining work to be completed on these improvements is estimated to be approximately \$7.0 million (\$6.4 million at December 31, 2007) and ALLETE Properties does not believe it is likely that any of these outstanding bonds will be drawn upon.

**NOTE 11. COMMITMENTS, GUARANTEES AND CONTINGENCIES (Continued)**

**Community Development District Obligations. *Town Center.*** In March 2005, the Town Center District issued \$26.4 million of tax-exempt, 6% Capital Improvement Revenue Bonds, Series 2005, which are payable through property tax assessments on the land owners over 31 years (by May 1, 2036). The bond proceeds (less capitalized interest, a debt service reserve fund and cost of issuance) were used to pay for the construction of a portion of the major infrastructure improvements at Town Center. The bonds are payable from and secured by the revenue derived from assessments imposed, levied and collected by the Town Center District. The assessments represent an allocation of the costs of the improvements, including bond financing costs, to the lands within the Town Center District benefiting from the improvements. The assessments were billed to Town Center landowners effective in November 2006. To the extent that we still own land at the time of an assessment, in accordance with EITF 91-10, "Accounting for Special Assessments and Tax Increment Financing Entities," we will incur the cost of our portion of these assessments, based upon our ownership of benefited property. At March 31, 2008, we owned approximately 69 percent of the assessable land in the Town Center District (approximately 69 percent at December 31, 2007). As we sell property, the obligation to pay special assessments will pass to the new landowners. Under EITF 91-10, these bonds are not reflected as debt on our consolidated balance sheet.

***Palm Coast Park.*** In May 2006, the Palm Coast Park District issued \$31.8 million of tax-exempt, 5.7% Special Assessment Bonds, Series 2006, which are payable through property tax assessments on the land owners over 31 years (by May 1, 2037). The bond proceeds (less capitalized interest, a debt service reserve fund and cost of issuance) were used to pay for the construction of the major infrastructure improvements at Palm Coast Park and to mitigate traffic and environmental impacts. The bonds are payable from and secured by the revenue derived from assessments imposed, levied and collected by the Palm Coast Park District. The assessments represent an allocation of the costs of the improvements, including bond financing costs, to the lands within the Palm Coast Park District benefiting from the improvements. The assessments were billed to Palm Coast Park landowners effective in November 2007. To the extent that we still own land at the time of an assessment, in accordance with EITF 91-10, "Accounting for Special Assessments and Tax Increment Financing Entities," we will incur the cost of our portion of these assessments, based upon our ownership of benefited property. At March 31, 2008, we owned approximately 86 percent of the assessable land in the Palm Coast Park District (approximately 86 percent at December 31, 2007). As we sell property, the obligation to pay special assessments will pass to the new landowners. Under EITF 91-10, these bonds are not reflected as debt on our consolidated balance sheet.

**Other.** We are involved in litigation arising in the normal course of business. Also in the normal course of business, we are involved in tax, regulatory and other governmental audits, inspections, investigations and other proceedings that involve state and federal taxes, safety, compliance with regulations, rate base and cost of service issues, among other things. While the resolution of such matters could have a material effect on earnings and cash flows in the year of resolution, none of these matters are expected to materially change our present liquidity position, or have a material adverse effect on our financial condition.

**NOTE 12. RECURRING FAIR VALUE MEASURES**

Effective January 1, 2008, the company adopted SFAS 157 as discussed in Note 1, which, among other things, requires enhanced disclosures about assets and liabilities carried at fair value.

As defined in SFAS 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company primarily applies the market approach for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Company is able to classify fair value balances based on the observability of those inputs. SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy defined by SFAS 157 are as follows:

**NOTE 12. RECURRING FAIR VALUE MEASURES (Continued)**

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Instruments in this category include primarily mutual fund investments held to fund employee benefits and deferred compensation.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category represent the Company’s deferred compensation obligation.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value. At each balance sheet date, management performs an analysis of all instruments subject to SFAS 157 and includes in Level 3 all of those whose fair value is based on significant unobservable inputs. Instruments in this category include auction rate securities consisting of guaranteed student loans classified as Level 3 investments as of March 31, 2008, and carried at face value. The Company also holds certain financial transmission rights (FTRs) related to our participation in MISO. These FTRs are accounted for as derivatives. While our valuation of these FTRs is based on Level 3 inputs, the fair value of our FTRs at March 31, 2008, is immaterial, and as a result we have not presented them in the tables below.

The following table sets forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2008. As required by SFAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

| Recurring Fair Value Measures        | At Fair Value as of March 31, 2008 |                |               | Total         |
|--------------------------------------|------------------------------------|----------------|---------------|---------------|
|                                      | Level 1                            | Level 2        | Level 3       |               |
| <b>Millions</b>                      |                                    |                |               |               |
| <b>Assets:</b>                       |                                    |                |               |               |
| Mutual Funds                         | \$25.8                             | –              | –             | \$25.8        |
| Bonds                                | –                                  | \$4.0          | –             | 4.0           |
| Auction Rate Securities              | –                                  | –              | \$25.2(a)     | 25.2          |
| <b>Total Assets</b>                  | <b>\$25.8</b>                      | <b>\$4.0</b>   | <b>\$25.2</b> | <b>\$55.0</b> |
| <b>Liabilities:</b>                  |                                    |                |               |               |
| Deferred compensation obligation     | –                                  | \$9.3          | –             | \$9.3         |
| <b>Total Liabilities</b>             | <b>–</b>                           | <b>\$9.3</b>   | <b>–</b>      | <b>\$9.3</b>  |
| <b>Total Net Assets(Liabilities)</b> | <b>\$25.8</b>                      | <b>\$(5.3)</b> | <b>\$25.2</b> | <b>\$45.7</b> |

(a) See Note 3 for additional information.

| Recurring Fair Value Measures<br>Activity in Level 3 | Auction Rate<br>Securities |
|--|----------------------------|
| <b>Millions</b>                                      |                            |
| Balance as of January 1, 2008                        | –                          |
| Level 3 Transfers In                                 | \$25.2                     |
| <b>Balance as of March 31, 2008</b>                  | <b>\$25.2</b>              |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements, notes to those statements, management, discussion and analysis from the 2007 Form 10-K and the other financial information appearing elsewhere in this report. In addition to historical information, the following discussion and other parts of this Form 10-Q contain forward-looking information that involves risks and uncertainties. Readers are cautioned that forward-looking statements should be read in conjunction with our disclosures in this Form 10-Q under the heading: "Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995" located on page 5 and "Risk Factors" located in Part I, Item 1A, page 22 of our 2007 Form 10-K. The risks and uncertainties described in this Form 10-Q and our 2007 Form 10-K are not the only risks facing our Company. Additional risks and uncertainties that we are not presently aware of, or that we currently consider immaterial, may also affect our business operations. Our business, financial condition or results of operations could suffer if the concerns set forth are realized.

### OVERVIEW

ALLETE is a diversified company that has provided fundamental products and services since 1906. These include our former operations in the water, paper, telecommunications and automotive industries and the core **Energy** and **Real Estate** businesses we operate today.

**Energy** is comprised of Regulated Utility, Nonregulated Energy Operations and Investment in ATC.

- **Regulated Utility** includes retail and wholesale rate regulated electric, natural gas and water services in northeastern Minnesota and northwestern Wisconsin under the jurisdiction of state and federal regulatory authorities.
- **Nonregulated Energy Operations** includes our coal mining activities in North Dakota, approximately 50 MW of nonregulated generation and Minnesota land sales.
- **Investment in ATC** includes our equity ownership interest in ATC.

**Real Estate** includes our Florida real estate operations.

**Other** includes our investments in emerging technologies, and earnings on cash and short-term investments.

ALLETE is incorporated under the laws of Minnesota. Our corporate headquarters are in Duluth, Minnesota. Statistical information is presented as of March 31, 2008, unless otherwise indicated. All subsidiaries are wholly owned unless otherwise specifically indicated. References in this report to "we," "us" and "our" are to ALLETE and its subsidiaries, collectively.

**OVERVIEW (Continued)**

|                                | Quarter Ended<br>March 31, |         |
|--------------------------------|----------------------------|---------|
|                                | 2008                       | 2007    |
| <b>Kilowatthours Sold</b>      |                            |         |
| <b>Millions</b>                |                            |         |
| Regulated Utility              |                            |         |
| Retail and Municipals          |                            |         |
| Residential                    | 362.6                      | 341.6   |
| Commercial                     | 359.6                      | 352.2   |
| Municipals                     | 272.9                      | 266.4   |
| Industrial                     | 1,823.2                    | 1,705.4 |
| Other                          | 22.3                       | 22.2    |
| Total Retail and Municipals    | 2,840.6                    | 2,687.8 |
| Other Power Suppliers          | 404.1                      | 524.0   |
| Total Regulated Utility        | 3,244.7                    | 3,211.8 |
| Nonregulated Energy Operations | 48.6                       | 63.7    |
|                                | 3,293.3                    | 3,275.5 |

|                                   | Quarter Ended<br>March 31, |        |      |        |
|-----------------------------------|----------------------------|--------|------|--------|
|                                   | 2008                       |        | 2007 |        |
| <b>Real Estate</b>                | Qty                        | Amount | Qty  | Amount |
| <b>Revenue and Sales Activity</b> |                            |        |      |        |
| <b>Dollars in Millions</b>        |                            |        |      |        |
| Other Land Sales                  |                            |        |      |        |
| Acres (a)                         | 2                          | \$1.3  | 367  | \$6.0  |
| Contract Sales Price (b)          |                            | 1.3    |      | 6.0    |
| Revenue Recognized from           |                            |        |      |        |
| Previously Deferred Sales         |                            | -      |      | 1.3    |
| Deferred Revenue                  |                            | -      |      | -      |
| Revenue from Land Sales           |                            | 1.3    |      | 7.3    |
| Other Revenue                     |                            | 1.4    |      | 0.9    |
|                                   |                            | \$2.7  |      | \$8.2  |

(a) Acreage amounts are shown on a gross basis, including wetlands and minority interest.

(b) Reflected total contract sales price on closed land transactions.

## OVERVIEW (Continued)

### Financial Overview

(See Note 2. Business Segments for financial results by segment.)

The following income discussion summarizes, by segment, a comparison of the quarter ended March 31, 2008, to the quarter ended March 31, 2007.

**Regulated Utility** contributed income of \$18.1 million in 2008 (\$18.8 million in 2007). The decrease in earnings is primarily the result of a \$5.5 million increase in operations and maintenance expenses and a \$4.9 million margin impact primarily due to the expiration of two contracts with Other Power Suppliers. These decreases in income were partially offset by a \$5.3 million increase in current cost recovery on environmental retrofit projects as well as a 6 percent increase in retail and municipal kilowatthour sales. Total regulated kilowatthour sales were up one percent as the decrease in sales to Other Power Suppliers was more than offset by increased sales to our retail and municipal customers.

**Nonregulated Energy Operations** contributed income of \$0.2 million in 2008 (\$2.2 million in 2007). The decrease is primarily due to a \$1.2 million after tax land sale occurring in 2007.

**Investment in ATC** contributed income of \$2.0 million in 2008 (\$1.8 million in 2007).

**Real Estate.** Market conditions have not improved, and net loss for the quarter ended March 31, 2008 was \$0.5 million (\$3.1 million net income in 2007).

**Other** contributed net income of \$3.8 million in 2008 (\$0.4 million in 2007). The increase is primarily due to a \$4.0 million gain realized from the sale of certain available for sale securities. The gain was triggered when securities were sold to reallocate investments to meet defined investment allocations based upon an approved investment strategy.

### COMPARISON OF THE QUARTERS ENDED MARCH 31, 2008 AND 2007

(See Note 2. Business Segments for financial results by segment.)

#### Regulated Utility

**Operating revenue** increased \$13.1 million, or 7 percent, from 2007, primarily due to increased fuel clause recoveries, increased kilowatthour sales to retail and municipal customers, additional current cost recovery revenue related to the AREA Plan and Boswell Unit 3 environmental projects and higher FERC approved wholesale rates. These increases were partially offset by a reduction in revenue from sales to other power suppliers.

Fuel clause recoveries increased \$7.9 million in 2008 primarily as a result of increased purchased power expenses that were deferred from the fourth quarter of 2007 (see Fuel and Purchased Power Expense discussion below).

Revenue related to the AREA Plan and Boswell Unit 3 expenditures represented \$5.3 million in 2008 (\$0.1 million in 2007).

Revenue from sales to Other Power Suppliers decreased \$5.5 million from 2007 due to the expiration of two Other Power Supplier contracts that expired on December 31, 2007. Total regulated kilowatthour sales were up one percent as the decrease in sales to other power suppliers was more than offset by increased sales to our retail and municipal customers.

New FERC approved wholesale rates, effective March 1, 2008, resulted in an additional \$0.2 million of operating revenue.

Gas sales increased \$1.9 million, or 21 percent, compared to 2007 reflecting a colder 2008.

## COMPARISON OF THE QUARTERS ENDED MARCH 31, 2008 AND 2007 (Continued)

### Operating revenue (Continued)

Overall kilowatthour sales increased 1 percent compared to 2007. Increased sales to the Company's retail and municipal customers were partially offset by the expiration of two contracts to Other Power Suppliers. Combined residential, commercial and municipal kilowatthour sales increased 34.9 million, or 3.6 percent, from 2007, while industrial kilowatthour sales increased by 117.8 million, or 6.9 percent. The increase in residential, commercial and municipal sales is primarily due to a 7.7 percent increase in Heating Degree Days compared to 2007. The increase in industrial sales reflects higher sales to a taconite customer which was partially idled in early 2007.

Revenue from electric sales to taconite customers accounted for 26 percent of consolidated operating revenue in 2008 (23 percent in 2007). Revenue from electric sales to paper and pulp mills accounted for 9 percent of consolidated operating revenue in 2008 and 2007. Revenue from electric sales to pipelines accounted for 7 percent of consolidated operating revenue in 2008 (6 percent in 2007).

**Operating expenses** increased \$15.0 million, or 10 percent, from 2007.

**Fuel and Purchased Power Expense** increased \$8.6 million, or 11 percent, from 2007. Fuel expense increased due to additional Company generation in 2008, which was not available in 2007 as a result of outages caused by environmental retrofits as part of our AREA Plan as well as an outage at Boswell Unit 4. Higher purchase power costs in the fourth quarter of 2007 impacted power purchase expense in the first quarter of 2008. Some of the 2007 costs were deferred and recognized coincident with revenue collected through the fuel adjustment clause in 2008.

**Operating and Maintenance Expense** increased \$5.5 million, or 10 percent, from 2007 due to increased gas purchases reflecting a colder 2008, higher salaries and wages and increased costs for materials related to our environmental retrofit projects.

**Depreciation Expense** increased \$0.9 million from 2007 reflecting higher asset balances.

**Interest Expense** increased \$0.6 million, or 12 percent, from 2007 primarily due to higher debt balances reflecting increased construction activity. The increase was partially offset by the capitalization of more AFUDC-Debt of \$0.2 million.

**Other income** increased \$0.6 million from 2007 due to higher earnings from the capitalization of AFUDC-Equity reflecting increased construction activity.

### Nonregulated Energy Operations

**Operating revenue** increased \$0.5 million, or 3 percent, from 2007.

**Operating expenses** increased \$1.2 million, or 8 percent, from 2007 primarily due to a planned outage at one of our nonregulated generating facilities. The outage is expected to be completed early in the second quarter of 2008.

**Other income** decreased \$2.3 million from 2007 reflecting a \$1.9 million gain on land sold in 2007 which was part of the land received when we purchased Taconite Harbor.

### Investment in ATC

**Equity Earnings** increased \$0.5 million, or 17 percent, from 2007 resulting from our pro-rata share of ATC's earnings as discussed in Note 3.



## COMPARISON OF THE QUARTERS ENDED MARCH 31, 2008 AND 2007 (Continued)

### Real Estate

**Operating revenue** decreased \$5.5 million, or 67 percent, from 2007. Revenue from land sales was \$1.3 million in 2008 and did not include any previously deferred revenue. In 2007, revenue from land sales was \$7.3 million, which included \$1.3 million in previously deferred revenue. For the quarter ended March 31, 2008, 2 acres of other land was sold (367 acres in 2007).

**Operating expenses** increased \$0.5 million, or 16 percent, from 2007 reflecting community development district property tax assessments capitalized in the first quarter of 2007 at Town Center during major infrastructure construction.

### Other

**Operating expenses** increased \$0.6 million from 2007 as a result of additional expense related to our Georgia Water dispute as discussed in Note 11.

**Other income** increased \$5.6 million from 2007 primarily due to a \$4.0 million gain realized from the sale of certain available for sale securities partially offset by lower earnings on cash reflecting lower average cash balances. The gain on available for sale securities was triggered when securities were sold to reallocate investments to meet a defined investment allocation based upon an approved investment strategy.

### Income Taxes

For the quarter ended March 31, 2008, the effective tax rate on income from continuing operations before minority interest was 36.6 percent (37.9 percent for the quarter ended March 31, 2007). The effective tax rate decreased due to higher AFUDC-Equity and wind production tax credits. The effective rate of 36.6 percent for the quarter ended March 31, 2008, deviated from the statutory rate (approximately 40 percent) primarily due to deductions for Medicare health subsidies, AFUDC-Equity, investment tax credits, wind production tax credits and depletion.

## CRITICAL ACCOUNTING ESTIMATES

Certain accounting measurements under applicable GAAP involve management's judgment about subjective factors and estimates, the effects of which are inherently uncertain. Accounting measurements that we believe are most critical to our reported results of operations and financial condition include: real estate revenue and expense recognition, pension and postretirement health and life actuarial assumptions, regulatory accounting, the valuation of investments and taxation. These policies are reviewed with the Audit Committee of our Board of Directors on a regular basis and summarized in Part II, Item 7 of our 2007 Form 10-K.

## OUTLOOK

**Earnings Guidance.** We expect ALLETE's diluted earnings per share for 2008 to be in the range previously indicated in the 2007 Form 10-K. The guidance stated that the Company's earnings are expected to be between \$2.70 to \$2.90. This earnings projection does not include an impact from any investment we may make in new growth opportunities.

## OUTLOOK (Continued)

**Energy.** As part of our strategy, we will leverage the strengths of our Regulated Utility business to improve our strategic and financial outlook and seek growth opportunities in close proximity to existing operations in the Midwest. We believe electric industry deregulation is unlikely in Minnesota and Wisconsin in the next five years.

Minnesota Power expects significant rate base growth over the next several years as it makes capital expenditures to comply with renewable energy requirements and environmental mandates. In addition, significant investment will be made in our existing low-cost generation fleet to provide for continued future operations as we continue to believe ownership of low-cost generation is a competitive advantage. Minnesota Power will also look for transmission opportunities which strengthen and enhance the regional transmission grid and take advantage of our geographic location between sources of renewable energy and growing energy markets. Our capital investments will be recovered through a combination of current cost recovery riders and anticipated increased base electric rates. We also expect an average annual kilowatt-hour growth of approximately one percent from our existing customers, as well as up to 400 MW of additional growth from several potential new industrial customers planning projects in our service territory.

Our energy strategy is to be a leader in the movement toward renewable energy and cleaner power plants. We believe we can meet our customers' electric energy needs for the next decade while achieving real reductions in total carbon emissions. We intend to aggressively pursue renewable energy resources and expect to comply with Minnesota's renewable energy requirements prior to the 2025 deadline.

*Climate Change.* A key component of our energy strategy is a goal to reduce overall GHG emissions. While there continues to be debate about the causes and extent of global warming, certain scientific evidence suggests that emissions from fossil fuel generation facilities are a contributing factor. Minnesota Power has a long history of environmental stewardship.

We believe that future regulations may restrict the emissions of GHGs from our generation facilities. Several proposals on the Federal level to "cap" the amount of GHG emissions have been made. Other proposals consider establishing emissions allowances or taxes as economic incentives to address the GHG emission issue.

In 2007, Minnesota passed legislation establishing non-binding targets for GHG reductions. This legislation establishes a goal of reducing statewide GHG emissions across all sectors producing those emissions to a level at least 15 percent below 2005 levels by 2015, at least 30 percent below 2005 levels by 2025, and at least 80 percent below 2005 levels by 2050. Minnesota is also participating in the Midwestern Greenhouse Gas Accord, a regional effort to develop a multi-state approach to GHG emission reductions. We are proactively taking steps to strategically engage the GHG emission issue and the impact of climate change regulation on our business.

Minnesota Power is addressing this challenge by taking the following steps that also ensure reliable and environmentally compliant generation resources to meet our customer's requirements:

- We will consider only carbon minimizing resources to supply power to our customers. We will not consider a new coal resource without a carbon emission solution.
- We will aggressively pursue Minnesota's Renewable Energy Standard by adding significant renewable resources to our portfolio of generation facilities and power supply agreements.
- We will continue to improve the efficiency of coal-based generation facilities.
- We plan to implement aggressive demand side conservation efforts.
- We will continue to support research of technologies to reduce carbon emissions from generation facilities and support carbon sequestration efforts.
- We plan to achieve overall carbon emission reductions while maintaining competitively priced electric service to our customers.

## OUTLOOK - - Energy (Continued)

The Company has become a “founding reporter” of The Climate Registry, an organization established to measure and publicly report GHG emissions consistently and accurately across borders and industry sectors. The non-profit organization includes 39 states, six Canadian provinces, three Native American tribes, two Mexican states and the District of Columbia. In becoming one of the founding reporters of The Climate Registry, we have voluntarily committed to measure, independently verify and publicly report our GHG emissions annually, using The Climate Registry General Reporting Protocol. This method of reporting is based on the internationally recognized GHG measurements standards of the World Resources Institute and World Business Council on Sustainable Development.

*Renewable Generation Sources.* The areas in which we operate have strong wind, water and biomass resources, and provide us with opportunities to develop a number of renewable forms of generation. Our electric service area in northeastern Minnesota is well situated for delivery of renewable energy that is generated here and in adjoining regions. We intend to secure the most cost competitive and geographically advantageous renewable energy resources available. We believe that the demand for these resources is likely to grow, and the costs of the resources to generate renewable energy will continue to escalate. While we intend to maintain our disciplined approach to developing generation assets, we also believe that by acting sooner rather than later we can deliver lower cost power to our customers and maintain or improve our cost competitiveness among regional utilities. We will continue to work cooperatively with our customers, our regulators and the communities we serve to develop generation options that reflect the needs of our customers as well as the environment. We believe that our location and our proactive leadership in developing renewable generation provide us with a competitive advantage.

We have already begun executing this strategy. For more than a century, we have been Minnesota’s leading producer of renewable hydroelectric energy. By the end of the second quarter of this year, we will have doubled our renewable generation capacity with wind additions in North Dakota and Minnesota.

*Rate Cases.* Entities within our Regulated Utility segment file for periodic rate revisions with the MPUC, the FERC or the PSCW. Minnesota Power’s current retail rates are based on a 1994 MPUC retail rate order that allows for an 11.6 percent return on common equity dedicated to utility plant. SWL&P’s current retail rates are based on a 2006 PSCW retail rate order, effective January 1, 2007; SWL&P anticipates filing a retail rate case with the PSCW in 2008.

On February 8, 2008, the FERC approved our wholesale rate filing. Our wholesale customers consist of 16 municipalities in Minnesota and two private utilities in Wisconsin, including SWL&P. The FERC authorized an average 10 percent increase for wholesale municipal customers, a 12.5 percent increase for SWL&P, and an overall return on equity of 11.25 percent. The rate increase went into effect on March 1, 2008, and on an annualized basis, is expected to result in approximately \$7.5 million in additional revenue.

On May 2, 2008, Minnesota Power filed a rate increase request with the MPUC seeking an average increase of approximately 10 percent for retail customers. The rate filing seeks an overall return on equity of 11.15 percent, and a capital structure consisting of 54.8 percent equity and 45.2 percent debt. On an annualized basis, the rate increase would generate approximately \$45 million in additional revenue. The Company anticipates interim rates will take effect in July 2008, with a final rate order in mid-2009. Interim rates are expected to result in an average increase of approximately 8 percent, and are subject to refund pending the final rate order. We cannot predict the level of any rate increase the MPUC may approve.

Incremental revenue in 2008 from both the FERC authorized wholesale rate increase and the expected interim Minnesota retail rate increase is expected to total approximately \$20 million.

*Large Power Customers.* In March 2008, a contract was signed with Northshore Mining Company to provide up to 10 MW of new load beginning April 1, 2008. Northshore Mining needs the additional power for the restart of a taconite pellet furnace. The furnace will produce about 800,000 tons of pellets annually. The contract requires Minnesota Power to provide for Northshore Mining’s electric requirements that are in excess of their ability to supply them through their wholly owned generation facilities at Silver Bay Power Company. The contract is subject to MPUC approval.

## OUTLOOK - - Energy (Continued)

*Renewable Energy.* In September 2007, the MPUC approved our site permit application and we began construction of the \$50 million, 25-MW Taconite Ridge Wind I Facility, located in northeastern Minnesota. The Taconite Ridge Wind I Facility is expected to become operational in mid-2008. Although the MPUC approved our request for cost recovery in February 2008, these costs were included in our rate filing on May 2, 2008.

*AREA and Boswell 3 Emission Reduction Plan.* In May 2006, the MPUC approved our filing for current cost recovery of expenditures to reduce emissions to meet pending federal requirements at Taconite Harbor and Laskin under the AREA Plan. The AREA Plan approval allows Minnesota Power to recover Minnesota jurisdictional costs for SO<sub>2</sub>, NO<sub>x</sub> and mercury emission reductions made at these facilities without a rate proceeding. Cost recovery from retail customers includes a return on investment and recovery of incremental expense. The AREA Plan is expected to significantly reduce emissions from Taconite Harbor and Laskin, while maintaining a reliable and reasonably-priced energy supply to meet the needs of our customers. We believe that control and abatement technologies applicable to these plants have matured to the point where further significant air emission reductions can be attained in a relatively cost-effective manner.

Cost recovery has begun at Laskin and the first of three units at Taconite Harbor. Another Taconite Harbor unit is expected to become operational in mid-2008. We anticipate rate recovery for these expenditures through our rate filing, filed on May 2, 2008. We anticipate beginning cost recovery on the final Taconite Harbor unit once work is complete and the unit has been placed back in-service, which is expected in 2009. As of March 31, 2008, we have spent \$38 million (\$36 million as of December 31, 2007) in AREA Plan expenditures.

In May 2006, we announced plans to make emission reduction investments at our Boswell Unit 3 generating unit. Plans include reductions of particulate, SO<sub>2</sub>, NO<sub>x</sub> and mercury emissions to meet pending federal and state requirements. In March 2007, the Boswell Unit 3 project received the necessary construction permits. In October 2007, the MPUC issued a written order approving Minnesota Power's request for cost recovery for the Boswell Unit 3 emission reduction plan with some minor modifications and additional reporting requirements. MPUC approval authorized a cash return on construction work in progress during the construction phase in lieu of AFUDC-Equity and allows for a return on investment and current cost recovery of incremental operations and maintenance expenses once the unit is placed into service in late 2009. In December 2007, the MPUC approved Boswell Unit 3's rate adjustment for 2008 and we began cost recovery on January 1, 2008. As of March 31, 2008, we have spent \$123 million (\$89 million as of December 31, 2007) in Boswell Unit 3 emission reduction plan expenditures.

*Fuel Clause Recovery of MISO Day 2 Costs.* We filed a petition with the MPUC in February 2005 to amend our fuel clause to accommodate costs and revenue related to the day-ahead and real-time markets through which we engage in wholesale energy transactions in MISO. In December 2006, the MPUC issued an order (the MISO Day 2 Order) allowing us and the other utilities involved in the proceeding to continue recovering MISO Day 2 charges through the Minnesota retail fuel clause except for MISO Day 2 administrative charges.

The MISO Day 2 Order granted deferred accounting treatment for three MISO Day 2 charge types that were determined to be administrative charges. Under the order, Minnesota Power refunded, through customer bills, approximately \$2 million of administrative charges previously collected through the fuel clause between April 1, 2005, and December 31, 2006, and recorded these administrative charges as a regulatory asset. We were permitted to continue accumulating MISO Day 2 administrative charges after December 31, 2006, as a regulatory asset until we file our next rate case, at which time recovery for such charges will be determined. The balance of this regulatory asset was \$4.1 million on March 31, 2008 (\$3.7 million at December 31, 2007) and we consider regulatory recovery to be probable. This order removed the subject to refund requirement of the two interim orders, and included extensive fuel clause reporting requirements impacting our monthly and annual fuel clause filings with the MPUC. There was no impact on earnings as a result of this ruling. As a result of the MISO Day 2 Order allowing recovery of nearly all MISO Day 2 charges through the fuel clause, we rescinded our December 2005 Letter of Intent to Withdraw from MISO in December 2006.

On January 8, 2007, the MISO Day 2 Order was challenged by the Minnesota OAG, through a request for reconsideration that was opposed by Minnesota Power and the other utilities, as well as MISO. The reconsideration request was denied by the MPUC. Upon denial of the reconsideration request, the OAG appealed the MPUC Order in a filing with the Minnesota Court of Appeals. Oral arguments were held on February 27, 2008, and a written decision was issued on April 15, 2008, upholding the terms of the MISO Day 2 Order.

## OUTLOOK - - Energy (Continued)

**Minnesota Fuel Clause Investigation.** In June 2003, the MPUC initiated an investigation into the continuing usefulness of the fuel clause as a regulatory tool for electric utilities. Our initial comments on the proposed scope and procedure of the investigation were filed in July 2003. In November 2003, the MPUC approved the initial scope and procedure of the investigation. The fuel clause docket then became dormant while the MISO Day 2 docket, which held many fuel clause considerations, became active. In March 2007, the MPUC solicited comments on whether the original fuel clause investigation should continue and, if so, what issues should be pursued. We filed comments in April 2007, suggesting that if the investigation continued, it should focus on remaining key elements of the fuel clause, beyond the purchased power transactions examined in the MISO Day 2 proceeding, such as fuel purchases and outages. We filed additional comments in September 2007, updating our previous filings in the fuel clause investigation docket to account for changes occurring since the investigation began in July 2003. Since that time, a number of stakeholder sessions have been held at the OES offices, the primary outcome of which was the adoption of a requirement for an annual fuel clause report to customers by utilities. The fuel clause investigation docket is awaiting further action by the MPUC pending these ongoing discussions regarding fuel clause report content and format.

**Investment in ATC.** As of March 31, 2008 our equity investment was \$66.7 million, representing a 7.9 percent ownership interest. On April 30, 2008, we made an additional investment in ATC of \$2.8 million. As additional opportunities arise, we plan to make additional investments in ATC through general capital calls based upon our pro-rata ownership interest in ATC. (See Note 3.)

**Real Estate.** Market conditions in the Florida real estate market have not improved in 2008, and demand remains weak. While we are unable to predict when the Florida real estate market will improve, we continue to believe the long-term growth indicators remain strong. We expect our real estate operations to be profitable in 2008, however total net income is expected to be less than 2007.

Substantially all of our properties have key entitlements in place. With minimal debt, low ongoing carrying costs and a low inventory book basis, we expect that our Real Estate business will continue to be profitable in the future, and an important contributor to ALLETE's ongoing earnings stream. We believe the northeastern Florida market area where a large portion of our real estate inventory is located will continue to experience above average long-term population growth, and our inventory of mixed-use land in those areas will remain attractive to buyers.

ALLETE Properties plans to maximize the value of the property it currently owns through entitlement, infrastructure improvements and orderly sales of properties. In addition to managing its current real estate inventory, ALLETE Properties is focused on identifying, acquiring, entitling and developing infrastructure on vacant land in Florida and other parts of the southeast United States.

On May 1, 2008, ALLETE Properties sold a retail shopping center in Winter Haven, Florida for \$20.0 million. This sale resulted in an after-tax gain of approximately \$3 million.

**OUTLOOK – Real Estate (Continued)**
**Summary of Development Projects**
**For the Quarter Ended**
**March 31, 2008**

|                        | <b>Ownership</b> | <b>Total Acres (a)</b> | <b>Residential Units (b)</b> | <b>Non-residential Sq. Ft. (b, c)</b> |
|------------------------|------------------|------------------------|------------------------------|---------------------------------------|
| Town Center            | 80%              |                        |                              |                                       |
| At December 31, 2007   |                  | 991                    | 2,289                        | 2,228,200                             |
| Property Sold          |                  | –                      | –                            | –                                     |
| Change in Estimate (a) |                  | –                      | –                            | –                                     |
|                        |                  | 991                    | 2,289                        | 2,228,200                             |
| Palm Coast Park        | 100%             |                        |                              |                                       |
| At December 31, 2007   |                  | 3,436                  | 3,154                        | 3,116,800                             |
| Property Sold          |                  | –                      | –                            | –                                     |
| Change in Estimate (a) |                  | –                      | –                            | –                                     |
|                        |                  | 3,436                  | 3,154                        | 3,116,800                             |
| Ormond Crossings       | 100%             |                        |                              |                                       |
| At December 31, 2007   |                  | 5,968                  | (d)                          | (d)                                   |
| Change in Estimate (a) |                  | –                      | –                            | –                                     |
|                        |                  | 5,968                  |                              |                                       |
|                        |                  | 10,395                 | 5,443                        | 5,345,000                             |

(a) Acreage amounts are approximate and shown on a gross basis, including wetlands and minority interest.

(b) Estimated and includes minority interest. Density at build out may differ from these estimates.

(c) Depending on the project, non-residential includes retail commercial, non-retail commercial, office, industrial, warehouse, storage and institutional.

(d) A development order approved by the City of Ormond Beach includes up to 3,700 residential units and 5 million square feet of non-residential space. We estimate the first two phases of Ormond Crossings will include 2,500-3,200 residential units and 2.5-3.5 million square feet of various types of non-residential space. Density of the residential and non-residential components of the project will be determined based upon market and traffic mitigation cost considerations. Approximately 2,000 acres will be devoted to a regionally significant wetlands mitigation bank.

**Summary of Other Land Inventories**
**For the Quarter Ended**
**March 31, 2008**

|                        | <b>Total</b> | <b>Mixed Use</b> | <b>Residential</b> | <b>Non-residential</b> | <b>Agricultural</b> |
|------------------------|--------------|------------------|--------------------|------------------------|---------------------|
| Acres (a)              |              |                  |                    |                        |                     |
| Other                  |              |                  |                    |                        |                     |
| At December 31, 2007   | 1,573        | 362              | 248                | 424                    | 539                 |
| Property Sold          | (2)          | (2)              | –                  | –                      | –                   |
| Change in Estimate (a) | –            | –                | –                  | –                      | –                   |
|                        | 1,571        | 360              | 248                | 424                    | 539                 |

(a) Acreage amounts are approximate and shown on a gross basis, including wetlands and minority interest.

(b) Other properties include land located in Palm Coast, Florida not included in development projects, Lehigh and Cape Coral.

At March 31, 2008, total pending land sales under contract were \$55.5 million (\$55.2 million at December 31, 2007) and are scheduled to close at various times through 2012. Pending contracts at Town Center include 304,000 non-residential square feet totaling \$9.6 million and 490 residential units totaling \$9.3 million. Pending contracts at Palm Coast Park include 1,263 residential units totaling \$31.9 million. Other Land pending contracts include 167 acres totaling \$4.7 million. Prices on the pending contracts range from \$20 to \$42 per non-residential square foot, \$15,000 to \$27,200 per residential unit and \$11,200 to \$660,000 per acre for all other properties. Prices per acre are stated on a gross acreage basis and are dependent on the type and location of the properties sold. The majority of the other properties under contract are zoned non-residential or mixed use. Certain contracts allow us to receive participation revenue from land sales to third parties if various formula-based criteria are achieved.

If a purchaser defaults on a sales contract, the legal remedy is limited to terminating the contract and retaining the purchaser's deposit. The property is then available for resale. In many cases, contract purchasers incur significant costs during due diligence, planning, designing and marketing the property before the contract closes, therefore they have substantially more at risk than the deposit.

## OUTLOOK – Real Estate (Continued)

We continue to have discussions with buyers under pending contracts, including the contract with LDD Palm Coast North LLC, a subsidiary of Lowe Enterprises. Our objective is to proactively assist our buyers through this current period of weak market conditions, as we believe the long-term prospects for our properties are favorable. Our discussions may result in adjustments to contract terms, and may include extending closing dates, revised pricing or termination.

As of March 31, 2008, we had \$2.7 million of deferred profit on sales of real estate, before taxes and minority interest, on our balance sheet. All of the deferred profit relates to Town Center and is expected to be recognized in 2008 as the remaining development obligations are completed.

## LIQUIDITY AND CAPITAL RESOURCES

### Cash Flow Activities

We believe our financial condition is strong, as evidenced by cash and cash equivalents of \$76.2 million and a debt to total capital ratio of 39% at March 31, 2008.

**Operating Activities.** Cash flow from operating activities was \$57.4 million for the three months ended March 31, 2008 (\$25.7 million for the three months ended March 31, 2007). Cash flow from operating activities was higher in 2008 than 2007 primarily due to an increase in cash flow from operating assets and liabilities. Cash flow from accounts receivable increased due to the collection of customer receivables which were higher in December 2007 as a result of colder weather. Cash flow from prepayments and other was higher in 2008 due to a reduction in deferred fuel costs at March 31, 2008. Deferred fuel costs increased in the first quarter of 2007 due to generation outages relating to the AREA Plan environmental retrofits, lower hydro generation and lower Square Butte entitlement.

**Investing Activities.** Cash flow used for investing activities was \$53.2 million for the three months ended March 31, 2008 (cash flow used for investing activities of \$19.7 million for the three months ended March 31, 2007). Cash flow used for investing activities increased in 2008 compared to 2007 primarily due to increased spending on major environmental construction projects. Cash invested in ATC decreased from \$8.7 million in 2007 to zero for the quarter ended March 31, 2008. Net proceeds from sales of available-for-sale securities were \$3.1 million in 2008 compared to \$22.4 million in 2007.

**Financing Activities.** Cash flow from financing activities was \$48.7 million for the three months ended March 31, 2008 (cash used for financing activities was \$4.4 million for the three months ended March 31, 2007). The increase in cash flow from financing activities resulted from the issuance of \$60.0 million of first mortgage bonds in 2008.

**Working Capital.** Additional working capital, if and when needed, generally is provided by the sale of commercial paper. We have 0.1 million original issue shares of our common stock available for issuance through *Invest Direct*, our direct stock purchase and dividend reinvestment plan. We have bank lines of credit aggregating \$170.0 million, the majority of which expire in January 2012. The amount and timing of future sales of our securities will depend upon market conditions and our specific needs. We may sell securities to meet capital requirements, to provide for the retirement or early redemption of issues of long-term debt, to reduce short-term debt and for other corporate purposes.

**Auction Rate Securities.** At March 31, 2008, we held \$25.2 million of investments (\$23.1 million at December 31, 2007) consisting of five auction rate municipal bonds with stated maturity dates ranging between 15 and 28 years. These auction rate securities consist of guaranteed student loans insured or reinsured by the federal government. These auction rate securities were historically auctioned every 35 days to set new rates and provide a liquidating event in which investors could either buy or sell securities. The auctions have been unable to sustain themselves during 2008 due to the overall lack of credit market liquidity, and we have been unable to liquidate our auction rate securities. Until called by the issuer or liquidity returns to the auction market, these securities will pay above market interest rates. As a result, we have classified the auction rate securities as long-term investments and we have the ability to hold these securities to maturity, or until liquidity returns to this market. Our auction rate securities are recorded at face value, which we believe approximates fair market value. See Note 12 for additional information.

## **LIQUIDITY AND CAPITAL RESOURCES (Continued)**

### **Securities**

On January 11, 2008, we accepted an offer from certain institutional buyers in the private placement market to purchase \$60 million of First Mortgage Bonds. The bonds were issued on February 1, 2008, carry an interest rate of 4.86% and will mature on April 1, 2013. We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We intend to use the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes.

On March 20, 2008, we accepted an offer from certain institutional buyers in the private placement market to purchase \$75 million of First Mortgage Bonds. When issued, on or before May 14, 2008, the bonds will carry an interest rate of 6.02% and will have a term of 15 years. We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We intend to use the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes.

On February 19, 2008, we entered into a Distribution Agreement with KCCI, Inc. with respect to the issuance and sale of up to 2,500,000 shares of our common stock, without par value, together with the preferred share purchase rights (Shares). The Shares may be offered for sale, from time to time, in accordance with the terms of the Distribution Agreement, which terminates on June 30, 2009. Pursuant to the Distribution Agreement, no shares have been sold in the three months ended March 31, 2008.

### **Off-Balance Sheet Arrangements**

Off-balance sheet arrangements are summarized in our 2007 Form 10-K, with additional disclosure discussed in Note 11 of this Form 10-Q.

### **Capital Requirements**

For the quarter ended March 31, 2008, capital expenditures for continuing operations totaled \$60.3 million (\$21.9 million in 2007). The expenditures were made in the Regulated Utility and Nonregulated Energy segments. Internally generated funds and additional debt were the sources of funding.

Real estate development expenditures are and will be funded with a revolving development loan and tax-exempt bonds issued by community development districts. Additional disclosure regarding the Town Center district and Palm Coast Park district tax-exempt bonds is included in Note 11 of this Form 10-Q.

### **ENVIRONMENTAL MATTERS AND OTHER**

Our businesses are subject to regulation of environmental matters by various federal, state and local authorities. Due to restrictive environmental requirements through legislation and/or rulemaking in the future, we anticipate that potential expenditures for environmental matters will be material and will require significant capital investments. We are unable to predict the outcome of the matters discussed in Note 11 of this Form 10-Q.

### **NEW ACCOUNTING STANDARDS**

New accounting standards are discussed in Note 1.



### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### SECURITIES INVESTMENTS

**Available-For-Sale Securities.** As of March 31, 2008, our available-for-sale securities portfolio consisted of securities in a grantor trust, established to fund certain employee benefits, and auction rate securities. Our available-for-sale securities portfolio had a fair value of \$55.0 million at March 31, 2008 (\$53.6 million at December 31, 2007), and do not have any unrealized after-tax gains (\$5.1 million at December 31, 2007).

We use the specific identification method as the basis for determining the cost of securities sold. Our policy is to review, on a quarterly basis, available-for-sale securities for other than temporary impairment by assessing such factors as share price trends and the impact of overall market conditions. As a result of our periodic assessments, we did not record any impairments on our available-for-sale securities for the quarter ended March 31, 2008.

**Emerging Technology Portfolio.** As part of our emerging technology portfolio, we have several minority investments in venture capital funds and direct investments in privately-held, start-up companies. We account for our investment in venture capital funds under the equity method and account for our direct investments in privately-held companies under the cost method because of our ownership percentage. The total carrying value of our emerging technology portfolio was \$7.5 million at March 31, 2008 (\$7.9 million at December 31, 2007). Our policy is to review these investments quarterly for impairment by assessing such factors as continued commercial viability of products, cash flow and earnings. Any impairment would reduce the carrying value of the investment. Due to the distribution of investments from matured venture capital funds, our basis in direct investments in privately-held companies included in the emerging technology portfolio was \$1.2 million at March 31, 2008 (\$1.2 million at December 31, 2007). No impairments were recorded in the quarter ended March 31, 2008. In 2007, we recorded \$0.5 million (\$0.3 million after tax) of impairments related to our venture capital funds whose future business prospects had significantly diminished. Developments at these companies indicated that future commercial viability was unlikely, as was new financing necessary to continue development.

#### COMMODITY PRICE RISK

Our regulated utility operations in Minnesota and Wisconsin incur costs for fuel (primarily coal), power and natural gas purchased for resale in our regulated service territories, and related transportation. Our regulated utilities' exposure to price risk for these commodities is significantly mitigated by the current ratemaking process and regulatory environment, which generally allows a fuel clause surcharge if costs are in excess of those in our last rate filing. Conversely, costs below those in our last rate filing resulted in a rate credit. We seek to prudently manage our customers' exposure to price risk by entering into contracts of various durations and terms for the purchase of coal and power (in Minnesota), power and natural gas (in Wisconsin), and related transportation costs.

#### POWER MARKETING

Our power marketing activities consist of (1) purchasing energy in the wholesale market for resale in our regulated service territories when retail energy requirements exceed generation output and (2) selling excess available generation and purchased power.

From time to time, our utility operations may have generation that is temporarily not required by retail and municipal customers in our regulated service territory. We actively sell this generation to the wholesale market to optimize the value of our generating facilities. This generation is typically sold in the MISO market at market prices.

## **POWER MARKETING (Continued)**

Approximately 200 MW of generation from our Taconite Harbor facility in northern Minnesota has been sold through various long-term capacity and energy contracts. Long-term, we have entered into two capacity and energy sales contracts totaling 175 MW (201 MW including a 15 percent reserve), which were effective May 1, 2005, and expire on April 30, 2010. Both contracts contain fixed monthly capacity charges and fixed minimum energy charges. One contract provides for an annual escalator to the energy charge based on increases in our cost of coal, subject to a small minimum annual escalation. The other contract provides that the energy charge will be the greater of a fixed minimum charge or an amount based on the variable production cost of a combined-cycle, natural gas unit. Our exposure in the event of a full or partial outage at our Taconite Harbor facility is significantly limited under both contracts. When the buyer is notified at least two months prior to an outage, there is no exposure. Outages with less than two months notice are subject to an annual duration limitation typical of this type of contract.

### **ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures.** As of March 31, 2008, evaluations were performed, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of ALLETE's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 ("Exchange Act")). Based upon those evaluations, our principal executive officer and principal financial officer have concluded that such disclosure controls and procedures are effective to provide assurance that information required to be disclosed in ALLETE's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

**Changes in Internal Controls.** While we continue to enhance our internal control over financial reporting, there has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Material legal and regulatory proceedings are included in the discussion of Other Information in Part II, Item 5 and/or Note 11 of this Form 10-Q, and are incorporated by reference herein.

### **ITEM 1A. RISK FACTORS**

There have been no material changes from the risk factors disclosed under the heading "Risk Factors" in Part I, Item 1A of our 2007 Form 10-K.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

Reference is made to our 2007 Form 10-K for background information on the following updates. Unless otherwise indicated, cited references are to our 2007 Form 10-K.

Ref. Page 8 – Energy – Regulated Utility, Large Power Customer Contracts – Fifth Paragraph

| <b>Minimum Revenue and Demand Under Contract<br/>As of March 31, 2008</b> | <b>Minimum<br/>Annual Revenue (a, b)<br/>(Millions)</b> | <b>Monthly<br/>Megawatts</b> |
|---|---|------------------------------|
| 2008  | \$97.8  | 647                          |
| 2009  | \$31.4  | 188                          |
| 2010  | \$25.5  | 148                          |
| 2011  | \$25.3  | 148                          |
| 2012  | \$17.5  | 100                          |

(a) *Based on past experience, we believe revenue from our Large Power Customers will be substantially in excess of the minimum contract amounts.*

(b) *Although several contracts have a feature that allows demand to go to zero after a two-year advance notice of a permanent closure, this minimum revenue summary does not reflect this occurrence happening in the forecasted period because we believe it is unlikely.*

Ref. Page 11 – Energy - Regulated Utility, Power Supply – First Paragraph

On January 24, 2008, we received a letter from BNSF alleging that the Company defaulted on a material obligation under the Company's CTA. In the notice, BNSF claimed Minnesota Power underpaid approximately \$1.6 million for coal transportation services in 2006 and that failure to pay such amount plus interest may result in BNSF's termination of the CTA. We believe we do not owe the amount claimed, and that BNSF's claims are wholly without merit. On April 1, 2008, to ensure that BNSF does not attempt to terminate the CTA, we paid under protest the full amount claimed by BNSF and filed a demand for arbitration of the issue. The delivered costs of fuel for the Company's generation are recoverable from Minnesota Power's utility customers through the fuel adjustment clause.

Ref. Page 20 –Employees – First Paragraph

The labor agreement between BNI Coal and the International Brotherhood of Electrical Workers (IBEW) local 1593 expired on March 31, 2008. The parties continue to negotiate under article 1.02 of the labor agreement which assures no work stoppage or work slowdown for a 45 day period following expiration. The extension period will expire on May 15, 2008. The Company believes that a new labor agreement will be achieved before the May 15, 2008 deadline.

## ITEM 5. OTHER INFORMATION (Continued)

Ref. Page 11 – Energy - Regulated Utility, Minnesota Public Utilities Commission – First Paragraph

Entities within our Regulated Utility segment file for periodic rate revisions with the MPUC, the FERC or the PSCW. Minnesota Power's current retail rates are based on a 1994 MPUC retail rate order that allows for an 11.6 percent return on common equity dedicated to utility plant. SWL&P's current retail rates are based on a 2006 PSCW retail rate order, effective January 1, 2007; SWL&P anticipates filing a retail rate case with the PSCW in 2008.

On February 8, 2008, the FERC approved our wholesale rate filing. Our wholesale customers consist of 16 municipalities in Minnesota and two private utilities in Wisconsin, including SWL&P. The FERC authorized an average 10 percent increase for wholesale municipal customers, a 12.5 percent increase for SWL&P, and an overall return on equity of 11.25 percent. The rate increase went into effect on March 1, 2008, and on an annualized basis, is expected to result in approximately \$7.5 million in additional revenue.

On May 2, 2008, Minnesota Power filed a rate increase request with the MPUC seeking an average increase of approximately 10 percent for retail customers. The rate filing seeks an overall return on equity of 11.15 percent, and a capital structure consisting of 54.8 percent equity and 45.2 percent debt. On an annualized basis, the rate increase would generate approximately \$45 million in additional revenue. The Company anticipates interim rates will take effect in July 2008, with a final rate order in mid-2009. Interim rates are expected to result in an average increase of approximately 8 percent, and are subject to refund pending the final rate order. We cannot predict the level of any rate increase the MPUC may approve.

Incremental revenue in 2008 from both the FERC authorized wholesale rate increase and the expected interim Minnesota retail rate increase is expected to total approximately \$20 million.

## ITEM 6. EXHIBITS

### Exhibit Number

- |       |  |
|-------|--|
| 31(a) | Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31(b) | Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32    | Section 1350 Certification of Periodic Report by the Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 99    | ALLETE News Release dated May 2, 2008, announcing 2008 first quarter earnings. <b>(This exhibit has been furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.)</b> |

**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.

**Allele, Inc.**

May 2, 2008

/s/ Mark A. Schober

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Mark A. Schober  
Senior Vice President and Chief Financial Officer

May 2, 2008

/s/ Steven Q. DeVinck

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Steven Q. DeVinck  
Controller



**Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Donald J. Shippar, of ALLETE, Inc. (ALLETE), certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarterly period ended March 31, 2008, of ALLETE;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2008

Donald J. Shippar

Donald J. Shippar  
Chairman, President and Chief Executive Officer

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**Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Mark A. Schober, of ALLETE, Inc. (ALLETE), certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarterly period ended March 31, 2008, of ALLETE;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2008

Mark A. Schober

Mark A. Schober  
Senior Vice President and Chief Financial Officer

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**Section 1350 Certification of Periodic Report  
By the Chief Executive Officer and Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, each of the undersigned officers of ALLETE, Inc. (ALLETE), does hereby certify that:

1. The Quarterly Report on Form 10-Q of ALLETE for the quarterly period ended March 31, 2008, (Report) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of ALLETE.

Date: May 2, 2008

Donald J. Shippar

Donald J. Shippar

President and Chief Executive Officer

Date: May 2, 2008

Mark A. Schober

Mark A. Schober

Senior Vice President and Chief Financial Officer

This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability pursuant to that section. Such certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that ALLETE specifically incorporates it by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to ALLETE and will be retained by ALLETE and furnished to the Securities and Exchange Commission or its staff upon request.

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# NEWS

For Release:  
Contact:

Investor  
Contact:

May 2, 2008  
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## ALLETE reports first quarter 2008 earnings of 82 cents per share

Duluth, Minn. -- ALLETE, Inc. (NYSE: ALE) today reported first quarter 2008 earnings of 82 cents per share, compared to 93 cents per share in the first quarter of 2007.

Net income in the quarter ending March 31, 2008 was \$23.6 million on revenue of \$213.4 million, compared to net income of \$26.3 million on revenue of \$205.3 million in the first quarter a year ago.

“Financial performance in the first quarter was in line with our expectations,” said Don Shippar, ALLETE’s chairman, president and CEO. “We’re on track to meet our earnings expectations of \$2.70 to \$2.90 per share in 2008.”

ALLETE’s **Regulated Utility** income declined in the first quarter of 2008 compared to 2007. Higher operating expenses and reduced margins on sales to other power suppliers were partially offset by additional revenue from customer rate adjustments that recover the costs of environmental retrofits now underway. The quarter also included increased electricity demand due, in part, to colder winter weather.

**Nonregulated Energy Operations** income was comparatively lower in 2008 due to a \$1.2 million gain on the sale of property in northeastern Minnesota in the first quarter of 2007. A higher balance in ALLETE’s investment in the American Transmission Company contributed to increased income in the **ATC** segment.

Income declined from \$3.1 million in the first quarter of 2007 to a \$500,000 net loss in the **Real Estate** segment, reflecting market conditions both nationally and in Florida. Financial results in this business typically fluctuate from quarter to quarter.

In ALLETE’s **Other** segment, net income increased by \$3.4 million, primarily due to gains on sales of investments.

ALLETE’s corporate headquarters are in Duluth, Minnesota. ALLETE provides energy services in the upper Midwest and has significant real estate holdings in Florida. More information about the company is available on ALLETE’s Web site at [www.allete.com](http://www.allete.com)

*The statements contained in this release and statements that ALLETE may make orally in connection with this release that are not historical facts, are forward-looking statements. Actual results may differ materially from those projected in the forward-looking statements. These forward-looking statements involve risks and uncertainties, and investors are directed to the risks discussed in documents filed by ALLETE with the Securities and Exchange Commission.*

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ALLETE, Inc.

**Consolidated Statement of Income**  
**For the Periods Ended March 31, 2008 and 2007**  
Millions Except Per Share Amounts

|   | Quarter Ended |         |
|---|---------------|---------|
|   | 2008          | 2007    |
| <b>Operating Revenue</b>                                    | \$213.4       | \$205.3 |
| <b>Operating Expenses</b>                                   |               |         |
| Fuel and Purchased Power                                    | 86.3          | 77.7    |
| Operating and Maintenance                                   | 82.4          | 74.6    |
| Depreciation  | 12.7          | 11.7    |
| Total Operating Expenses                                    | 181.4         | 164.0   |
| <b>Operating Income</b>                                     | 32.0          | 41.3    |
| <b>Other Income (Expense)</b>                               |               |         |
| Interest Expense  | (6.7)         | (6.3)   |
| Equity Earnings in ATC                                      | 3.4           | 2.9     |
| Other   | 8.6           | 4.6     |
| Total Other Income (Expense)                                | 5.3           | 1.2     |
| <b>Income Before Minority Interest and Income Taxes</b>     | 37.3          | 42.5    |
| <b>Income Tax Expense</b>                                   | 13.7          | 16.1    |
| <b>Minority Interest</b>                                    | -             | 0.1     |
| <b>Net Income</b>   | \$23.6        | \$26.3  |
| <b>Average Shares of Common Stock</b>                       |               |         |
| Basic   | 28.7          | 28.1    |
| Diluted   | 28.7          | 28.1    |
| <b>Basic and Diluted Earnings Per Share of Common Stock</b> | \$0.82        | \$0.93  |
| <b>Dividends Per Share of Common Stock</b>                  | \$0.43        | \$0.41  |

**Consolidated Balance Sheet**

Millions

|                                 | Mar. 31,<br>2008 | Dec. 31,<br>2007 |   | Mar. 31,<br>2008 | Dec. 31,<br>2007 |
|---------------------------------|------------------|------------------|---|------------------|------------------|
| <b>Assets</b>                   |                  |                  | <b>Liabilities and Shareholders' Equity</b>       |                  |                  |
| Cash and Short-Term Investments | \$76.2           | \$46.4           | Current Liabilities                               | \$133.6          | \$137.1          |
| Other Current Assets            | 149.4            | 168.1            | Long-Term Debt                                    | 470.3            | 410.9            |
| Property, Plant and Equipment   | 1,153.1          | 1,104.5          | Other Liabilities                                 | 360.5            | 353.6            |
| Investments                     | 225.8            | 213.8            | Shareholders' Equity                              | 751.4            | 742.6            |
| Other                           | 111.3            | 111.4            |   |                  |                  |
| <b>Total Assets</b>             | <b>\$1,715.8</b> | <b>\$1,644.2</b> | <b>Total Liabilities and Shareholders' Equity</b> | <b>\$1,715.8</b> | <b>\$1,644.2</b> |

|                                   | Quarter Ended |         |
|-----------------------------------|---------------|---------|
|                                   | March 31,     |         |
| ALLETE, Inc.                      | 2008          | 2007    |
| <b>Income (Loss)</b>              |               |         |
| Millions                          |               |         |
| Regulated Utility                 | \$18.1        | \$18.8  |
| Nonregulated Energy Operations    | 0.2           | 2.2     |
| ATC                               | 2.0           | 1.8     |
| Real Estate                       | (0.5)         | 3.1     |
| Other                             | 3.8           | 0.4     |
| Net Income                        | \$23.6        | \$26.3  |
| <b>Diluted Earnings Per Share</b> | \$0.82        | \$0.93  |
| <b>Statistical Data</b>           |               |         |
| Corporate                         |               |         |
| Common Stock                      |               |         |
| High                              | \$39.86       | \$49.69 |
| Low                               | \$33.76       | \$44.93 |
| Close                             | \$38.62       | \$46.62 |
| Book Value                        | \$24.36       | \$22.54 |
| <b>Kilowatthours Sold</b>         |               |         |
| Millions                          |               |         |
| Regulated Utility                 |               |         |
| Retail and Municipals             |               |         |
| Residential                       | 362.6         | 341.6   |
| Commercial                        | 359.6         | 352.2   |
| Municipals                        | 272.9         | 266.4   |
| Industrial                        | 1,823.2       | 1,705.4 |
| Other                             | 22.3          | 22.2    |
| Total Retail and Municipal        | 2,840.6       | 2,687.8 |
| Other Power Suppliers             | 404.1         | 524.0   |
| Total Regulated Utility           | 3,244.7       | 3,211.8 |
| Nonregulated Energy Operations    | 48.6          | 63.7    |
| Total Kilowatthours Sold          | 3,293.3       | 3,275.5 |
| <b>Real Estate</b>                |               |         |
| Other Land                        |               |         |
| Acres Sold                        | 2             | 367     |

This exhibit has been furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

