

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ALLETE INC</u> (Last) (First) (Middle) <u>30 WEST SUPERIOR STREET</u> (Street) <u>DULUTH MN 55802</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/15/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>ALLETE INC [KAR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	88,600,000	I ⁽¹⁾	See footnote (1)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>ALLETE INC</u> (Last) (First) (Middle) <u>30 WEST SUPERIOR STREET</u> (Street) <u>DULUTH MN 55802</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>ALLETE Automotive Services, LLC</u> (Last) (First) (Middle) <u>30 WEST SUPERIOR STREET</u> (Street) <u>DULUTH MN 55802</u> (City) (State) (Zip)		
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Explanation of Responses:

1. These shares are owned directly by ALLETE Automotive Services, LLC, which is a wholly owned subsidiary of ALLETE, Inc. ALLETE, Inc. is an indirect beneficial owner of the reported securities.

Remarks:

Deborah A. Amberg - VP,
General Counsel & Secretary 06/15/2004
of ALLETE, Inc.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Form 3 Joint Filer Information

Name: ALLETE Automotive Services, LLC

Address: 30 West Superior Street
Duluth, MN 55802

Designated Filer: ALLETE, Inc.

Issuer & Tickler Symbol: ADESA, Inc. (KAR)

Date of Event

Requiring Statement: 6/15/2004

Signature: By: /s/ Deborah A. Amberg
Vice President, General Counsel & Secretary