

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A
AMENDMENT NO. 2

(Mark One)

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

For the quarterly period ended SEPTEMBER 30, 1996

or

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

Commission File No. 1-3548

MINNESOTA POWER & LIGHT COMPANY
A Minnesota Corporation
IRS Employer Identification No. 41-0418150
30 West Superior Street
Duluth, Minnesota 55802
Telephone - (218) 722-2641

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 and (2) has been subject to such filing
requirements for the past 90 days.

Yes X No

Common Stock, no par value,
32,571,548 shares outstanding
as of September 30, 1996

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

This Amendment No. 2 to Minnesota Power & Light Company's (Company) Quarterly Report on Form 10-Q (Form 10-Q) for the quarter ended September 30, 1996 is being filed to restate the Company's financial data schedule for the nine months ended September 30, 1996. The Company's Form 10-Q for the quarter ended September 30, 1997 reflected a reclassification made on the Company's Consolidated Statement of Cash Flows to exclude income from equity investments - net of dividends received from operating activities. This Amendment No. 2 includes only the restated financial data schedule. The following tag has been restated:

[CASH-FLOW-OPERATIONS] 28,125

(a) Exhibits

27 - Financial Data Schedule

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.

Minnesota Power & Light Company

(Registrant)

October 31, 1997

D. G. Gartzke

D. G. Gartzke
Senior Vice President - Finance
and Chief Financial Officer

October 31, 1997

Mark A. Schober

Mark A. Schober
Controller

EXHIBIT INDEX

Exhibit 27 - Financial Data Schedule

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM MINNESOTA POWER'S CONSOLIDATED BALANCE SHEET, STATEMENT OF INCOME, AND STATEMENT OF CASH FLOW FOR THE PERIOD ENDED SEPTEMBER 30, 1996, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

9-MOS	DEC-31-1996	JAN-01-1996	SEP-30-1996	PER-BOOK
	1,117,059	394,524	362,443	106,666
			164,945	2,145,637
				389,698
		0	280,073	
600,893		75,000		31,492
		638,845	150,508	
		0	0	
0				
64,745		0		
		0		
			0	
515,276				
2,145,637				
	626,327			
		17,777		
	519,530			
	564,123			
		71,645		
			6,221	
95,241				
	44,593			
			50,648	
	1,921			
48,727				
	44,382			
	0			
	28,125			
			1.68	
			1.68	

Includes \$9,441,000 of Income from Equity Investments and \$3,220,000 for Distribution on Redeemable Preferred Securities of Subsidiary.