

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM U-3A-2

Statement by Holding Company Claiming Exemption Under  
Rule U-3A-2 from the Provisions of the Public Utility  
Holding Company Act of 1935

To Be Filed Annually Prior to March 1

MINNESOTA POWER & LIGHT COMPANY

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(Name of company)

hereby files with the Securities Exchange Commission pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.

Name -----	State of Organization -----	Location -----	Nature of Business -----
Minnesota Power & Light Company	Minnesota	Duluth, MN	Electric Utility
Superior Water, Light and Power Company	Wisconsin	Superior, WI	Electric, Gas and Water Utility
Energy Land, Incorporated	Wisconsin	Duluth, MN	Tugboat Leasing
BNI Coal, Ltd.	North Dakota	Bismarck, ND	Coal Mining
Minnesota Paper, Incorporated	Minnesota	Duluth, MN	Paper Manufacturing - Sold
Capital Re Corporation	Delaware	New York, NY	Financial Guaranty Reinsurance
Rainy River Energy Corporation	Minnesota	Duluth, MN	Energy Management
RendField Land Company, Inc.	Minnesota	Duluth, MN	Land Holding
UtilEquip, Incorporated	Minnesota	Duluth, MN	Equipment Manufacturing - Assets Sold
Synertec, Incorporated	Minnesota	Duluth, MN	Venture Investor in energy efficiency, pollution control and energy conservation activities

Superior Recycled Fiber Corporation	Minnesota	Duluth, MN	Pulp Production - Sold
Minnesota Pulp, Incorporated	Minnesota	Duluth, MN	Pulp Production
Minnesota Pulp II, Incorporated	Minnesota	Duluth, MN	Pulp Production
Lakeview Financial Corporation 1	Minnesota	Duluth, MN	Financial Investments
Upper Minnesota Properties, Inc.	Minnesota	Duluth, MN	Affordable Housing Project
Upper Minnesota Properties-Meadowlands, Inc.	Minnesota	Duluth, MN	Project Affordable Housing
Upper Minnesota Properties-Irving, Inc.	Minnesota	Duluth, MN	Project Affordable Housing
Topeka Group Incorporated	Minnesota	Duluth, MN	Diversification Activities
Heater Utilities, Incorporated	North Carolina	Cary, NC	Water and Wastewater Treatment Utility
Heater of Seabrook, Inc.	South Carolina	Seabrook Island, SC	Water and Wastewater Treatment Utility
Brookwood Water Corporation	North Carolina	Fayetteville, NC	Water Utility
Upstate Heater Utilities, Inc.	South Carolina	Anderson, SC	Water Utility
Southern States Utilities, Inc.	Florida	Apopka, FL	Water and Wastewater Treatment Utility
Pelican Utililty Company	Florida	Apopka, FL	Inactive
Lehigh Acquisition Corporation	Delaware	Lehigh Acres, FL	Subdivider, Developer
Lehigh Corporation	Florida	Lehigh Acres, FL	Subdivider, Developer
Lehigh Building Supply, Inc.	Florida	Lehigh Acres, FL	Distributive Trades
News-Star Publications, Inc.	Florida	Lehigh Acres, FL	Newspaper Publisher
Lehigh Land and Investment, Inc.	Florida	Lehigh Acres, FL	Real Estate Agent
Cliffside Properties, Inc.	California	Lehigh Acres, FL	Resort Operations
Home at Lehigh, Inc.	Florida	Lehigh Acres, FL	Construction Company

Interlachen Lake Estates, Inc.	Florida	Lehigh Acres, FL	Subdivider, Developer
Sundowner Properties, Inc.	Pennsylvania	Lehigh Acres, FL	Subdivider, Developer
LRC of Georgia, Inc.	Georgia	McDonough, GA	Real Estate Operator
SRC of Florida, Inc.	Florida	Homosassa Springs, FL	Subdivider, Developer
Able Land Services, Inc.	Florida	Lehigh Acres, FL	Land Management
Enterprise Lehigh	Florida	Lehigh Acres, FL	Subdivider, Developer
East L.A. Services Corp.	Florida	Lehigh Acres, FL	Sanitation Services
FiberCore, Incorporated	Minnesota	Duluth, MN	Fiberoptics - Sold
ADESA Holdings	Minnesota	Duluth, MN	Automobile Auction Holding
ADESA Corporation	Indiana	Indianapolis, IN	Automobile Auction Holding
ADESA Auto Transport, Inc.	Indiana	Moody, AL	Automobile Transport
A.D.E. of Birmingham, Inc.	Alabama	Moody, AL	Automobile Auction
ADESA Ohio, Inc.	Ohio	Cleveland, OH Franklin, OH	Automobile Auction
Auto Dealers Exchange of Memphis, Inc.	Tennessee	Memphis, TN	Automobile Auction
A.D.E. of Lexington, Inc.	Kentucky	Lexington, KY	Automobile Auction
Auto Dealers Exchange of Concord, Inc.	Massachusetts	Acton, MA Framingham, MA	Automobile Auction
Greater Buffalo Auto Auction, Inc.	New York	Akron, NY	Automobile Auction
ADESA Indianapolis, Inc.	Indiana	Indianapolis, IN	Automobile Auction
A.D.E. Management Company	Indiana	Indianapolis, IN	Automobile Auction Holding
ADESA Funding Corporation	Indiana	Indianapolis, IN	Financial Services
A.D.E. of Jacksonville, Inc.	Florida	Jacksonville, FL	Automobile Auction
A.D.E. of Knoxville, Inc.	Tennessee	Knoxville, TN	Automobile Auction
ADESA-Charlotte, Inc.	North Carolina	Charlotte, NC	Automobile Auction

Automotive Finance Corporation	Indiana	Indianapolis, IN	Financial Services
AFC Funding Corporation	Indiana	Indianapolis, IN	Financial Services
ADESA Austin, Inc.	Texas	Austin, TX	Automobile Auction
Auto Banc Corporation	New Jersey	Manville, NJ	Automobile Remarketing
ADESA New Jersey, Inc.	New Jersey	Manville, NJ	Automobile Auction
ADESA Canada Inc.	Quebec	Vars, Ontario, Canada	Automobile Auction Holding
3059-0539 Quebec Inc.	Quebec	St. Eustache, Quebec, Canada	Automobile Auction
3095-1115 Quebec Inc.	Quebec	St. Eustache, Quebec, Canada	Inactive
Greater Halifax Auto Exchange Incorporated	Nova Scotia	Lr. Sackville, Nova Scotia, Canada	Automobile Auction
ADESA-Ottawa, Inc.	Ontario	Vars, Ontario, Canada	Automobile Auction
ADESA Remarketing Services, Inc.	Ontario	Vars, Ontario, Canada	Automobile Remarketing

Subsidiary of Minnesota Power & Light Company.

Minnesota Power & Light Company has a 22.1 percent ownership interest in Capital Re Corporation (Capital Re). Capital Re is an investment accounted for by the equity method.

A subsidiary of RendField Land Company, Inc., UtilEquip, Incorporated owned 82.5 percent of Reach All Partnership (Reach All), an equipment manufacturer in Duluth, MN that was closed in 1995. Reach All was accounted for by the equity method.

Minnesota Paper, Inc., was a subsidiary of Minnesota Power & Light Company, and was a 50 percent participant in a joint venture with Pentair Duluth Corp. in Lake Superior Paper Industries (LSPI), a paper mill in Duluth, MN. Minnesota Paper, Inc. was sold in 1995.

Contributed less than 1 percent of consolidated net income for the year ended December 31, 1995, and consisted of less than 1 percent of consolidated assets at December 31, 1995.

These companies each consisted of less than 1 percent of consolidated assets at December 31, 1995.

Topeka Group Incorporated has an 80 percent ownership interest in this corporation.

Lehigh Corporation has a 60 percent stock ownership in this corporation.

Synertec, Incorporated, owned 100 percent of Superior Recycled Fiber Corporation which owned 76 percent of Superior Recycled Fiber Industries Joint Venture, a pulp production plant in Duluth, MN. The remaining 24 percent was owned by LSPI Fiber Co., a former partnership of Minnesota Pulp, Incorporated. Minnesota Pulp II, Inc. a wholly owned subsidiary of Minnesota Pulp, Incorporated, owned 50 percent of LSPI Fiber Co. Superior Recycled Fiber Corporation, Superior Recycled Fiber Industries Joint Venture and LSPI Fiber Co. were sold in 1995.

Subsidiary of Upper Minnesota Properties, Inc.

Subsidiary of Topeka Group Incorporated.

Sanitation services ceased in 1995.

Subsidiary of Heater Utilities, Incorporated.

Subsidiary of Southern States Utilities, Inc.

Subsidiary of Lehigh Acquisition Corporation.

SRC of Florida, Inc. is a 50 percent partner in Guardian Title of Lehigh, a title company in Lehigh Acres, FL.

Subsidiary of Lehigh Corporation.

Lehigh Corporation owns 100 percent of J.W. Ford, Inc., an investment accounted for under the equity method. J.W. Ford, Inc., owns 50 percent of Joel/Bell Property, Inc., a land management company in Lehigh Acres, FL. Lehigh Corporation is also a 40 percent participant in Westminster L.L.P., which is involved in residential development in Lehigh Acres, FL.

Lehigh Corporation has a 98 percent stock ownership in this corporation.

Lehigh Corporation has a 94 percent stock ownership in this corporation.

Lehigh Corporation has an 80 percent stock ownership in this corporation.

Corporation in process of dissolution.

Lehigh Land and Investment, Inc. is a 50 percent participant in Greenbriar Lakes Joint Venture which is involved in land management in Lehigh Acres, FL.

Cliffside Properties, Inc. owns 50 percent of Admiral Lehigh Resort, Ltd. Partnership, a resort operation in Lehigh Acres, FL.

ADESA Holdings purchased 80 percent of ADESA Corporation on July 1, 1995.

Subsidiary of ADESA Corporation.

ADESA Corporation has an 86.7 percent stock ownership in this corporation. ADESA Canada Inc. owns 20 percent of Import Auto Auctions Limited.

Subsidiary of ADESA Canada, Inc.

Subsidiary of Automotive Finance Corporation.

Subsidiary of A.D.E. Management Company.

ADESA Corporation owns 51 percent of ADESA South Florida, LLC which is an automobile auction in Opa-Locka, FL.

Subsidiary of ADESA-Ottawa, Inc.

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.

Claimant - Minnesota Power & Light Company

Reference is made to Annual Report Form 10-K (File No. 1-3548), filed by the claimant with the Commission on March 25, 1995, for the fiscal year ended December 31, 1994, particularly pages 22, 23, 31, and 34, which is hereby incorporated by reference in this statement.

Subsidiary - Superior Water, Light and Power Company

Same reference as under claimant.

3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:

(a) Number of kWh of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.

	Electricity	Gas
Minnesota Power & Light Company	9,250,575,715	None
Superior Water, Light and Power Company	555,794,000	28,440,441
Southern States Utilities, Inc.	None	30,524 (Liquefied Propane Gas)

(b) Number of kWh of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

None

(c) Number of kWh of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

	Electricity	Gas
Minnesota Power & Light Company	740,519,000	None
Superior Water, Light and Power Company	None	None
Southern States Utilities, Inc.	None	None

(d) Number of kWh of electric energy and Mcf. of natural or manufactured gas purchased outside the State in which each company is organized or at the State line.

	Electricity	Gas
Minnesota Power & Light Company	5,051,176,830	None
Superior Water, Light and Power Company	573,573,145	None
Southern States Utilities, Inc. */	None	None

\*/ Purchased only liquefied propane gas and all such purchases were made from local distributors and delivered in Florida.

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

Not applicable to Minnesota Power & Light Company

## Exhibits

Exhibit A is the consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year, together with a consolidating statement of income and consolidating statement of retained earnings of the claimant and its subsidiary companies for the last calendar year.

Exhibit A-1 is the consolidating financial statements for Topeka Group Incorporated (Topeka Group). These statements are combined in the consolidating financial statements of Minnesota Power & Light Company which are filed as Exhibit A.

Exhibit A-2 is the consolidating financial statements for Lehigh Acquisition Corporation which are combined with Topeka Group and filed as Exhibit A-1.

Exhibit A-3 is the consolidating financial statements for Heater Utilities, Incorporated. These statements are combined in the consolidated financial statements for Topeka Group and filed as Exhibit A-1.

Exhibit A-4 is the consolidating financial statements for ADESA Holdings. These statements are combined in the consolidating financial statements of Minnesota Power & Light Company which are filed as Exhibit A.

Exhibit A-5 - Consolidating financial statements for ADESA Corporation are combined in the consolidating financial statements for ADESA Holdings and are filed as Exhibit A-4. Consolidating financial statements for ADESA Corporation have been excluded from this exhibit due to the competitive nature of the information.

Exhibit A-6 is the consolidating financial statements for RendField Land Company. These statements are combined in the consolidating financial statements of Minnesota Power & Light Company which are filed as Exhibit A.

Exhibit A-7 is the consolidating financial statements for Synertec, Incorporated. These statements are combined in the consolidating financial statements of Minnesota Power & Light Company which are filed as Exhibit A.

Exhibit A-8 is the consolidating financial statements for Superior Recycled Fiber Corporation which are combined with Synertec, Incorporated and are filed as Exhibit A-7.

Exhibit A-9 is the consolidating financial statements for Upper Minnesota Properties, Inc. These statements are combined in the consolidating financial statements of Minnesota Power & Light Company which are filed as Exhibit A.

Exhibit A-10 is the consolidating financial statements for Minnesota Pulp, Incorporated. These statements are combined in the consolidating financial statements of Minnesota Power & Light Company which are filed as Exhibit A.

Exhibit A-11 is a list of abbreviations used in the Exhibits.

Exhibit B is the Financial Data Schedule.

Exhibit C is not applicable to Minnesota Power & Light Company.



The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 23th day of February 1996.

MINNESOTA POWER & LIGHT COMPANY

-----  
(Name of Claimant)

By D.G. Gartzke

-----  
Senior Vice President -  
Finance and Chief Financial Officer

Attest:

Mark A. Schober

-----  
Corporate Controller

Name, title, and address of officer to whom notices and correspondence concerning this statement should be addressed:

David G. Gartzke

-----  
(Name)

Senior Vice President -  
Finance and Chief Financial Officer

-----  
(Title)

Minnesota Power & Light Company  
30 West Superior Street  
Duluth, Minnesota 55802

-----  
(Address)

MINNESOTA POWER CONSOLIDATED BALANCE SHEET

		CONOLIDATED	ELIMINATIONS	MPL	SWL	CNTG	ENLD	CNAD
DECEMBER 1995								
PLANT AND OTHER ASSETS								
ELECTRIC	-U100	1205056,826	2,762,175	1178348,707	23,945,944	0	0	0
ELECTRIC MISCELLANEOUS	-U175	27978,188	0	17756,311	5,304,913	0	0	0
GAS	-U400	13252,121	848,205	0	12,403,916	0	0	0
COAL	-U550,551	38663,466	0	0	0	0	0	0
COMMON	-U500	0	5,739,020	0	5,739,020	0	0	0
TOTAL ELECTRIC OPERATIONS		1284950,601	2,128,640	1196105,018	47,393,793	0	0	0
WATER								
WATER	-U300	424894,699	2,128,640	0	16,237,584	406,528,475	0	0
WATER MISCELLANEOUS	-U350	13415,829	0	0	0	13,415,829	0	0
TOTAL WATER OPERATIONS		438310,528	2,128,640	0	16,237,584	419,944,304	0	0
AUTO REDISTRIBUTION								
AUTO REDISTRIBUTION	-N550	87303,000	0	0	0	0	0	87,303,000
PULP								
PULP	-N300	0	0	0	0	0	0	0
AFFORD HOUSING AND OTHE								
AFFORD HOUSING AND OTHE	-N350	518,126	0	0	0	0	0	0
TOTAL INVEST OPERATIONS		518,126	0	0	0	0	0	0
TOTAL PLANT								
TOTAL PLANT		1811082,255	0	1196105,018	63,631,377	419,944,304	0	87,303,000
ACCUMULATED DEPREC	-U600,N600	619342,564	0	464670,433	24,779,913	108,786,679	0	1,990,000
CONSTRUCTION IN PRO	-U710,711	56019,418	0	5386,418	289,716	12,024,284	0	38,319,000
NET PLANT		1247759,109	0	736821,003	39,141,180	323,181,909	0	123,632,000
SECURITIES INVESTES								
SECURITIES INVESTES	-N900,905	78086,916	0	71227,157	0	154,962	4,907,926	0
EQUITY INVESTMENTS								
EQUITY INVESTMENTS	-N910	92851,019	0	92851,019	0	0	0	0
REAL ESTATE								
REAL ESTATE	-N400	25912,564	0	0	0	25,912,564	0	0
OTHER								
OTHER	-N500	4041,597	0	2442,379	0	1,599,218	0	0
INV IN SUBSIDIARIES								
INV IN SUBSIDIARIES	-N200	3	402,556,261	402556,257	0	0	0	0
TOTAL PLANT AND ASSETS		1448651,202	402,556,261	1305897,815	39,141,180	350,848,653	4,907,926	123,632,000
CURRENT ASSETS (A)								
CASH								
CASH	-110	27140,930	1	273,966	171,093	5,198,074	5,743	20,143,001
WORKING FUNDS								
WORKING FUNDS	-150	214,405	0	205,398	9,008	0	0	0
TEMP CASH INVESTMENTS								
TEMP CASH INVESTMENTS	-200	4221,721	2,900,000	5587,938	0	504,248	0	0
RESTRICTED CASH								
RESTRICTED CASH	-115	0	0	0	0	0	0	0
TRADING SECURITIES								
TRADING SECURITIES	-250	40006,578	1,547,264	41553,842	0	0	0	0
CUSTOMER ACCTS REC								
CUSTOMER ACCTS REC	-321	131397,132	0	39398,016	5,281,389	8,353,016	0	75,345,000
RESERVE FOR UNCOL ACT								
RESERVE FOR UNCOL ACT	-322	3325,254	0	358,383	292,171	256,701	0	2,418,000
OTHER ACCOUNTS RECEIVABLE								
NOTES RECEIVABLE								
NOTES RECEIVABLE	-310	476,849	0	258,391	0	218,458	0	0
OTHER ACCOUNTS REC								
OTHER ACCOUNTS REC	-409	11743,236	1,233,892	7351,968	1,578,610	3,944,795	0	0
ACCTS REC FROM ASSOC								
ACCTS REC FROM ASSOC	-432	0	122,134,898	39588,044	7,222	37,311,714	1,570,854	452,500
FUEL STOCK								
FUEL STOCK	-500	7419,432	0	7350,217	69,215	0	0	0
PLANT & OPER SUPPLIES								
PLANT & OPER SUPPLIES	-610	17774,196	0	9634,084	517,742	851,094	0	4,332,000
MERCHANDISE								
MERCHANDISE	-620	1168,840	0	1168,840	0	0	0	0
STORES EXPENSE UNDIST								
STORES EXPENSE UNDIST	-630	21,180	0	40,970	19,790	0	0	0
PREPAYMENTS								
PREPAYMENTS	-700	7542,639	0	1756,396	927,577	1,673,545	0	2,699,325
OTHER CUR & ACCR ASSETS								
OTHER CUR & ACCR ASSETS	-900	4093,163	0	2505,943	169,749	1,359,146	0	0
FUNDS HELD BY TRUSTEE								
FUNDS HELD BY TRUSTEE	-145	2069,743	0	2069,743	0	0	0	0
INTEREST DEP & OTHER								
INTEREST DEP & OTHER	-120	0	0	0	0	0	0	0
TOTAL CURRENT ASSETS		251964,790	127,816,053	158385,373	8,419,644	59,157,389	1,576,597	100,553,826
DEFERRED CHARGES								
DEFERRED CHARGES	H-200	113667,345	2,190,104	89019,238	2,229,328	16,511,879	0	363,000
INTANGIBLES - GOODWILL								
INTANGIBLES - GOODWILL	N-700	120245,311	0	0	0	1,594,828	0	118,650,483
- OTHER								
- OTHER	N-702	13096,000	0	0	0	0	0	13,096,000
TOTAL INTANGIBLES		133341,311	0	0	0	1,594,828	0	131,746,483
TOTAL ASSETS		1947624,648	528,182,210	1553302,426	49,790,152	428,112,749	6,484,523	356,295,309

		CNRD	BNI	RAIN	CNSY
PLANT AND OTHER ASSETS					
ELECTRIC	-U100	0	0	0	0
ELECTRIC MISCELLANEOUS	-U175	0	0	0	0
GAS	-U400	0	0	0	0
COAL	-U550,551	0	38,663,466	0	0
COMMON	-U500	0	0	0	0
TOTAL ELECTRIC OPERATIONS		0	38,663,466	0	0
WATER					
WATER	-U300	0	0	0	0
WATER MISCELLANEOUS	-U350	0	0	0	0
TOTAL WATER OPERATIONS		0	0	0	0
AUTO REDISTRIBUTION					
AUTO REDISTRIBUTION	-N550	0	0	0	0

PULP	-N300	0	0	0	0
AFFORD HOUSING AND OTHE-N350		468,230	0	0	49,896
		-----	-----	-----	-----
TOTAL INVEST OPERATIONS		468,230	0	0	49,896
		-----	-----	-----	-----
TOTAL PLANT		468,230	38,663,466	0	49,896
ACCUMULATED DEPREC-U600,N600		0	18,875,379-	0	42,495-
CONSTRUCTION IN PRO-U710,711		0	0	0	0
		-----	-----	-----	-----
NET PLANT		468,230	19,788,087	0	7,401
SECURITIES INVESTES-N900,905		0	1,737,743	0	0
EQUITY INVESTMENTS	-N910	0	0	0	0
REAL ESTATE	-N400	0	0	0	0
OTHER	-N500	0	0	0	0
INV IN SUBSIDIARIES	-N200	0	0	0	0
		-----	-----	-----	-----
TOTAL PLANT AND ASSETS		468,230	21,525,830	0	7,401
CURRENT ASSETS (A)					
CASH	-110	2,362	542,197	13,750	673,247
WORKING FUNDS	-150	0	0	0	0
TEMP CASH INVESTMENTS	-200	0	1,014,536	0	0
RESTRICTED CASH	-115	0	0	0	0
TRADING SECURITIES	-250	0	0	0	0
CUSTOMER ACCTS REC	-321	0	3,019,711	0	0
RESERVE FOR UNCOL ACT-322		0	0	0	0
OTHER ACCOUNTS RECEIVABLE					
NOTES RECEIVABLE	-310	0	0	0	0
OTHER ACCOUNTS REC	-409	0	0	0	20,277
ACCTS REC FROM ASSOC	-432	7,802,675	0	734,078	19,580,500
FUEL STOCK	-500	0	0	0	0
PLANT & OPER SUPPLIES	-610	0	2,439,275	0	0
MERCHANDISE	-620	0	0	0	0
STORES EXPENSE UNDIST-630		0	0	0	0
PREPAYMENTS	-700	0	474,844	0	0
OTHER CUR & ACCR ASSETS-900		0	37,809	0	0
FUNDS HELD BY TRUSTEE-145		0	0	0	0
INTEREST DEP & OTHER -120		0	0	0	0
		-----	-----	-----	-----
TOTAL CURRENT ASSETS		7,805,037	7,528,372	747,828	20,274,024
		-----	-----	-----	-----
DEFERRED CHARGES	H-200	11,713	3,277,066	0	0
		-----	-----	-----	-----
INTANGIBLES - GOODWILL	N-700	0	0	0	0
- OTHER	N-702	0	0	0	0
		-----	-----	-----	-----
TOTAL INTANGIBLES		0	0	0	0
		-----	-----	-----	-----
TOTAL ASSETS		8,284,980	32,331,268	747,828	20,281,425
		=====	=====	=====	=====

MINNESOTA POWER CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	LFC1	CNUP	CNPI	MPAP
PLANT AND OTHER ASSETS				
ELECTRIC -U100	0	0	0	0
ELECTRIC MISCELLANEOUS -U175	0	4,916,964	0	0
GAS -U400	0	0	0	0
COAL -U550,551	0	0	0	0
COMMON -U500	0	0	0	0
TOTAL ELECTRIC OPERATIONS	0	4,916,964	0	0
WATER -U300	0	0	0	0
WATER MISCELLANEOUS -U350	0	0	0	0
TOTAL WATER OPERATIONS	0	0	0	0
AUTO REDISTRIBUTION -N550	0	0	0	0
PULP -N300	0	0	0	0
AFFORD HOUSING AND OTHE-N350	0	0	0	0
TOTAL INVEST OPERATIONS	0	0	0	0
TOTAL PLANT	0	4,916,964	0	0
ACCUMULATED DEPREC-U600,N600	0	197,664	0	0
CONSTRUCTION IN PRO-U710,711	0	0	0	0
NET PLANT	0	4,719,300	0	0
SECURITIES INVESTES-N900,905	59,129	0	0	0
EQUITY INVESTMENTS -N910	0	0	0	0
REAL ESTATE -N400	0	0	0	0
OTHER -N500	0	0	0	0
INV IN SUBSIDIARIES -N200	0	1	0	0
TOTAL PLANT AND ASSETS	59,129	4,719,301	0	0
CURRENT ASSETS (A)				
CASH -110	48,420	36,821	32,259	0
WORKING FUNDS -150	0	0	0	0
TEMP CASH INVESTMENTS -200	0	15,000	0	0
RESTRICTED CASH -115	0	0	0	0
TRADING SECURITIES -250	0	0	0	0
CUSTOMER ACCTS REC -321	0	0	0	0
RESERVE FOR UNCOL ACT-322	0	0	0	0
OTHER ACCOUNTS RECEIVABLE				
NOTES RECEIVABLE -310	0	0	0	0
OTHER ACCOUNTS REC -409	51	80,026	1,400	0
ACCTS REC FROM ASSOC -432	3,542	1,771,776	13,311,993	0
FUEL STOCK -500	0	0	0	0
PLANT & OPER SUPPLIES -610	0	0	0	0
MERCHANDISE -620	0	0	0	0
STORES EXPENSE UNDIST-630	0	0	0	0
PREPAYMENTS -700	0	10,953	0	0
OTHER CUR & ACCR ASSETS-900	20,517	0	0	0
FUNDS HELD BY TRUSTEE-145	0	0	0	0
INTEREST DEP & OTHER -120	0	0	0	0
TOTAL CURRENT ASSETS	72,530	1,914,576	13,345,652	0
DEFERRED CHARGES H-200	0	65,018	0	0
INTANGIBLES - GOODWILL N-700	0	0	0	0
- OTHER N-702	0	0	0	0
TOTAL INTANGIBLES	0	0	0	0
TOTAL ASSETS	131,659	6,698,895	13,345,652	0

MINNESOTA POWER CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	MPL	SWL	CNTG	ENLD	CNAD
<b>CAPITALIZATION</b>							
<b>COMMON EQUITY (C)</b>							
COMMON STK&PD IN CAP -090	377684,029	285,590,587-	377684,029	5,800,000	62,765,345	2,500	191,317,310
LOAN TO LEV ESOP -210	72882,245-	0	72882,245-	0	0	0	0
UNREAL GAINS INVEST -215	3206,726	0	3206,726	0	0	0	0
CUM TRANSLATION ADJ -216	177,000-	0	0	0	0	0	177,000-
RETAINED EARNINGS -400	276240,740	116,965,673-	276240,744	11,498,603	102,563,110	3,158,640	37,894-
<b>PREFERRED STOCK (P)</b>							
5% -100	11491,693	0	11491,693	0	0	0	0
\$7.36 SERIES -210	17054,910	0	17054,910	0	0	0	0
\$8.90 SERIES 220	0	0	0	0	0	0	0
\$6.70 SERIES -250	10000,000	0	10000,000	0	0	0	0
\$9.125 SERIES -320	0	0	0	0	0	0	0
\$7.125 SERIES -330	10000,000	0	10000,000	0	0	0	0
<b>LONG-TERM DEBT (D)</b>							
BONDS -100	510564,418	1,175,000-	406955,000	5,400,000	99,384,418	0	0
BOND FUNDS HELD BY TRUST	0	0	0	0	0	0	0
OTHER LONG-TERM DEBT -700	130227,173	789,987-	13176,334	7,350,000	38,002,600	0	56,781,000
UNAMORT PREM ON DEBT -850	0	0	0	0	0	0	0
UNAMORT DISC ON DEBT -860	1243,452-	0	1243,452-	0	0	0	0
<b>TOTAL CAPITALIZATION</b>	<b>1272166,992</b>	<b>404,521,247-</b>	<b>1051683,739</b>	<b>30,048,603</b>	<b>302,715,473</b>	<b>3,161,140</b>	<b>247,883,416</b>
<b>CURRENT LIABILITIES (L)</b>							
NOTES PAYABLE -100	96217,711	2,900,000-	62994,297	2,900,000	808,414	0	32,415,000
CURRENT MATURITIES -200	9743,191	1,964,986	0	0	795,497	0	5,173,000
<b>ACCOUNTS PAYABLE</b>							
ACCOUNTS PAYABLE -310	68082,636	1,733,343-	19877,650	1,003,434	6,009,677	0	42,514,484
ACCOUNTS PAY TO ASSOC -320	4	121,944,556-	82542,595	1,940,928	2,499,202	383,307	1,053,257
<b>ACCRUED TAXES</b>							
FEDERAL INCOME TAXES -401	1353,033	0	1955,733	399,726	166,236	37,480-	328,290-
STATE INCOME TAXES -450	1427,414	0	1087,589-	11,392-	442,991	248,340	68,870
OTHER ACCRUED TAXES -500	38218,625	0	36795,586	136,322	727,099	0	0
<b>ACCRD DIVIDEND &amp; INTEREST</b>							
INTEREST ACCRUED -610	13668,891	0	9603,776	284,446	3,492,904	0	0
DIVIDENDS DECLARED -620	800,123	0	800,123	0	0	0	0
MATURED INTEREST -630	1,709	0	1,709	0	0	0	0
<b>OTHER</b>							
CUSTOMER DEPOSITS -910	2991,077	0	233,721	22,001	2,625,021	0	0
TAX COLLECTIONS PAY -920	1145,756	0	948,057	197,699	0	0	0
MISC CURR & ACCR LIAB -930	23155,606	1,238,154-	11718,239	2,824,491	4,471,560	0	4,734,000
<b>TOTAL CURRENT LIABILITIE</b>	<b>256805,776</b>	<b>125,851,067-</b>	<b>226383,897</b>	<b>9,697,655</b>	<b>22,038,601</b>	<b>594,167</b>	<b>85,630,321</b>
<b>CONTR IN AID OF CONST F-300</b>							
CONTR IN AID OF CONST F-300	98166,838	0	0	1,073,668	97,093,169	0	0
<b>ACCUM DEF INC TXS(H254)-100</b>							
ACCUM DEF INC TXS(H254)-100	130367,328	0	137830,262	2,543,065	14,805,418-	2,729,216	1,230,000
<b>ACC DEF INV TAX CREDITS-200</b>							
ACC DEF INV TAX CREDITS-200	34369,360	0	32001,806	1,011,144	1,356,410	0	0
<b>OTHER</b>							
MINORITY INTEREST -900	29941,441	0	0	0	8,388,154	0	21,551,572
CUST ADV FOR CONSTR -910	2691,689	0	840,968	1,850,721	0	0	0
OTHER DEF CREDITS -920	118205,132	2,188,756	99653,010	3,565,296	11,326,360	0	0
LOST TIME RESERVE -930	4910,092	1,348	4908,744	0	0	0	0
<b>TOTAL DEFERRED CREDITS</b>	<b>418651,880</b>	<b>2,190,104</b>	<b>275234,790</b>	<b>10,043,894</b>	<b>103,358,675</b>	<b>2,729,216</b>	<b>22,781,572</b>
<b>TOTAL LIAB &amp; CAPITALIZATION</b>	<b>1947624,648</b>	<b>528,182,210-</b>	<b>1553302,426</b>	<b>49,790,152</b>	<b>428,112,749</b>	<b>6,484,523</b>	<b>356,295,309</b>

	CNRD	BNI	RAIN	CNSY
<b>CAPITALIZATION</b>				
<b>COMMON EQUITY (C)</b>				
COMMON STK&PD IN CAP -090	4,487,500	2,027,426	500,000	5,074,217
LOAN TO LEV ESOP -210	0	0	0	0
UNREAL GAINS INVEST -215	0	0	0	0
CUM TRANSLATION ADJ -216	0	0	0	0
RETAINED EARNINGS -400	11,432,534-	11,007,363	1,391,643-	374,841-
<b>PREFERRED STOCK (P)</b>				
5% -100	0	0	0	0
\$7.36 SERIES -210	0	0	0	0
\$8.90 SERIES 220	0	0	0	0
\$6.70 SERIES -250	0	0	0	0
\$9.125 SERIES -320	0	0	0	0
\$7.125 SERIES -330	0	0	0	0
<b>LONG-TERM DEBT (D)</b>				
BONDS -100	0	0	0	0
BOND FUNDS HELD BY TRUST	0	0	0	0
OTHER LONG-TERM DEBT -700	0	13,101,598	0	0
UNAMORT PREM ON DEBT -850	0	0	0	0
UNAMORT DISC ON DEBT -860	0	0	0	0
<b>TOTAL CAPITALIZATION</b>	<b>6,945,034-</b>	<b>26,136,387</b>	<b>891,643-</b>	<b>4,699,376</b>

CURRENT LIABILITIES (L)				
NOTES PAYABLE -100	0	0	0	0
CURRENT MATURITIES -200	0	1,647,573	0	0
ACCOUNTS PAYABLE				
ACCOUNTS PAYABLE -310	194,924	191,000	0	0
ACCOUNTS PAY TO ASSOC-320	15,705,073	274,378	1,833,521	13,830,253
ACCRUED TAXES				
FEDERAL INCOME TAXES -401	278,780	240,330	2,270-	387,330-
STATE INCOME TAXES -450	786,037-	58,203	1,910-	2,137,364
OTHER ACCRUED TAXES -500	6,877	539,997	0	0
ACCRD DIVIDEND & INTEREST				
INTEREST ACCRUED -610	0	230,665	0	0
DIVIDENDS DECLARED -620	0	0	0	0
MATURED INTEREST -630	0	0	0	0
OTHER				
CUSTOMER DEPOSITS -910	0	0	0	0
TAX COLLECTIONS PAY -920	0	0	0	0
MISC CURR & ACCR LIAB-930	0	645,471	0	0
	-----	-----	-----	-----
TOTAL CURRENT LIABILITIE	15,399,617	3,827,617	1,829,341	15,580,287
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CONTR IN AID OF CONST F-300	0	0	0	0
ACCUM DEF INC TXS(H254)-100	169,603-	895,554	189,870-	1,762
ACC DEF INV TAX CREDITS-200	0	0	0	0
OTHER				
MINORITY INTEREST -900	0	0	0	0
CUST ADV FOR CONSTR -910	0	0	0	0
OTHER DEF CREDITS -920	0	1,471,710	0	0
LOST TIME RESERVE -930	0	0	0	0
	-----	-----	-----	-----
TOTAL DEFERRED CREDITS	169,603-	2,367,264	189,870-	1,762
	-----	-----	-----	-----
TOTAL LIAB & CAPITALIZATION	8,284,980	32,331,268	747,828	20,281,425
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MINNESOTA POWER CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	LFC1	CNUP	CNPI	MPAP
<b>CAPITALIZATION</b>				
<b>COMMON EQUITY (C)</b>				
COMMON STK&PD IN CAP -090	10,000	3,324,189	10,282,100	0
LOAN TO LEV ESOP -210	0	0	0	0
UNREAL GAINS INVEST -215	0	0	0	0
CUM TRANSLATION ADJ -216	0	0	0	0
RETAINED EARNINGS -400	288-	647,809	1,327,343	0
<b>PREFERRED STOCK (P)</b>				
5% -100	0	0	0	0
\$7.36 SERIES -210	0	0	0	0
\$8.90 SERIES 220	0	0	0	0
\$6.70 SERIES -250	0	0	0	0
\$9.125 SERIES -320	0	0	0	0
\$7.125 SERIES -330	0	0	0	0
<b>LONG-TERM DEBT (D)</b>				
BONDS -100	0	0	0	0
BOND FUNDS HELD BY TRUST	0	0	0	0
OTHER LONG-TERM DEBT -700	0	2,605,629	0	0
UNAMORT PREM ON DEBT -850	0	0	0	0
UNAMORT DISC ON DEBT -860	0	0	0	0
<b>TOTAL CAPITALIZATION</b>	<b>9,712</b>	<b>6,577,627</b>	<b>11,609,443</b>	<b>0</b>
<b>CURRENT LIABILITIES (L)</b>				
NOTES PAYABLE -100	0	0	0	0
CURRENT MATURITIES -200	0	162,135	0	0
<b>ACCOUNTS PAYABLE</b>				
ACCOUNTS PAYABLE -310	1	24,816	0	0
ACCOUNTS PAY TO ASSOC-320	121,801	362,880	1,397,366	0
<b>ACCRUED TAXES</b>				
FEDERAL INCOME TAXES -401	200-	882,116-	50,086-	0
STATE INCOME TAXES -450	345	30,700-	388,929	0
OTHER ACCRUED TAXES -500	0	12,743	0	0
<b>ACCRD DIVIDEND &amp; INTEREST</b>				
INTEREST ACCRUED -610	0	57,101	0	0
DIVIDENDS DECLARED -620	0	0	0	0
MATURED INTEREST -630	0	0	0	0
<b>OTHER</b>				
CUSTOMER DEPOSITS -910	0	110,334	0	0
TAX COLLECTIONS PAY -920	0	0	0	0
MISC CURR & ACCR LIAB-930	0	0	0	0
<b>TOTAL CURRENT LIABILITIE</b>	<b>121,947</b>	<b>182,807-</b>	<b>1,736,209</b>	<b>0</b>
<b>CONTR IN AID OF CONST F-300</b>				
CONTR IN AID OF CONST F-300	0	0	0	0
<b>ACCUM DEF INC TXS(H254)-100</b>				
ACCUM DEF INC TXS(H254)-100	0	302,360	0	0
<b>ACC DEF INV TAX CREDITS-200</b>				
ACC DEF INV TAX CREDITS-200	0	0	0	0
<b>OTHER</b>				
MINORITY INTEREST -900	0	1,715	0	0
CUST ADV FOR CONSTR -910	0	0	0	0
OTHER DEF CREDITS -920	0	0	0	0
LOST TIME RESERVE -930	0	0	0	0
<b>TOTAL DEFERRED CREDITS</b>	<b>0</b>	<b>304,075</b>	<b>0</b>	<b>0</b>
<b>TOTAL LIAB &amp; CAPITALIZATION</b>	<b>131,659</b>	<b>6,698,895</b>	<b>13,345,652</b>	<b>0</b>

MINNESOTA POWER CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

		CONSOLIDATED	ELIMINATIONS	MPL	SWL	CNTG	ENLD	CNAD
REVENUE - ELECTRIC	R100	446,935,954	19,399,520-	441,600,468	24,735,006	0	0	0
- ELECT MISC	T513	11,987,475	6,152,647-	17,964,618	68,908-	0	0	0
- GAS	R400	10,557,163	0	0	10,557,163	0	0	0
- COAL	R500, R501	28,871,783	0	0	0	0	0	0
- AFDC	T101	135-	0	135-	0	0	0	0
TOTAL ELECTRIC OPERATIONS		498,352,240	25,552,167-	459,564,951	35,223,261	0	0	0
- WATER	R300	65,319,695	0	0	4,441,879	60,877,817	0	0
- WATER MISC	R380	3,821,911	0	0	0	3,821,911	0	0
- AFDC	T102	236,678	0	0	0	236,678	0	0
TOTAL WATER OPERATIONS		69,378,284	0	0	4,441,879	64,936,406	0	0
- AUTO REDIST	T900	61,254,000	0	0	0	0	0	61,254,000
- INVESTMENT	T300	24,146,855	4,366,923-	18,791,705	0	6,459,339	592,928	306,000
- PULP	T520	0	42,348,016-	0	0	0	0	0
- REAL ESTATE	T711	19,557,485	0	0	0	19,557,485	0	0
- OTHER	T530	227,777	0	0	0	200,550	0	0
- GAIN ON SALE	T505	0	3,401,189	12,765,356-	0	0	0	0
- EQUITY IN SUBS	T200	0	39,499,829-	39,499,829	0	1	0	1
TOTAL INV AND OTHER INCOME		43,932,117	82,813,579-	45,526,178	0	26,217,375	592,928	306,001
TOTAL OPER REVENUE AND INCOME		672,916,641	108,365,746-	505,091,129	39,665,140	91,153,781	592,928	61,560,001
OPERATING EXPENSES								
FUEL	E100	72,075,044	0	72,075,044	0	0	0	0
PURCHASED POWER	E200	104,885,185	17,560,273-	104,885,185	17,560,273	0	0	0
OPERATION	E305, T512, 350	148,990,341	44,752,083-	77,081,640	9,702,895	26,367,268	0	25,173,000
MAINTENANCE	E405	30,725,377	0	23,475,720	972,768	3,739,833	0	796,000
DEPRECIATION	E500, T590	57,306,527	2,247,722-	36,655,517	1,985,724	12,645,466	0	4,367,000
PROPERTY TAXES	E610, T570	38,919,577	140,283-	33,500,178	780,632	3,765,017	0	824,000
OTHER TAXES	E620, T571	10,261,822	0	5,691,827	460,785	3,490,297	0	0
ADMIN AND GENERAL	E310	98,418,309	813,257-	36,417,990	3,900,758	27,012,193	3,097	28,155,672
MINORITY INTEREST	T511	4,476,543	507,703	0	0	4,111,938	0	364,748
INTEREST EXPENSE								
INTEREST ON LTD	I100	42,601,700	0	28,157,014	966,889	9,775,694	0	674,896
OTHER INTEREST EXP	I340	4,708,183	5,410,730-	6,523,522	383,903	760,354	0	0
AMORT OF DEBT EXP	I300	1,488,719	0	1,433,727	54,992	0	0	0
AFCD-DEBT	I200	758,391-	0	414,263-	0	344,128-	0	0
TOTAL OPERATING EXPENSES		614,098,936	70,416,645-	425,483,101	36,769,619	91,323,932	3,097	60,355,316
INCOME FROM EQUITY INVESTMENT		4,195,028	7,241,255-	9,810,500	0	0	0	0
OPER INCOME FROM CONTIN OPER		63,012,733	45,190,356-	89,418,528	2,895,521	170,151-	589,831	1,204,685
INCOME TAX EXP	E700, T400, 6, 7	1,155,859-	2,842,302	24,713,419-	1,085,857-	17,150,206	6,470	1,242,580-
INCOME FROM CONTINUING OPERS		61,856,874	42,348,054-	64,705,109	1,809,664	16,980,055	596,301	37,895-
DISCONTINUED OPERATIONS	X200	2,848,225	2,848,225	0	0	0	0	0
NET INCOME		64,705,099	39,499,829-	64,705,109	1,809,664	16,980,055	596,301	37,895-
PREFERRED DIVIDENDS	V100	3,200,498-	0	3,200,498-	0	0	0	0
EARNINGS AVAILABLE FOR COMMON		61,504,601	39,499,829-	61,504,611	1,809,664	16,980,055	596,301	37,895-
COMMON DIVIDENDS	V200	57,909,873-	0	57,909,873-	0	0	0	0
ADJ TO RETAINED EARNINGS	V300	0	0	0	0	0	0	0
BEGIN RETAINED EARNINGS	C425	272,646,007	0	272,646,007	0	0	0	0
ENDING RETAINED EARNINGS		276,240,735	39,499,829-	276,240,745	1,809,664	16,980,055	596,301	37,895-

		CNRD	BNI	RAIN	CNSY
REVENUE - ELECTRIC	R100	0	0	0	0
- ELECT MISC	T513	0	0	0	0
- GAS	R400	0	0	0	0
- COAL	R500, R501	0	28,871,783	0	0
- AFDC	T101	0	0	0	0
TOTAL ELECTRIC OPERATIONS		0	28,871,783	0	0
- WATER	R300	0	0	0	0
- WATER MISC	R380	0	0	0	0
- AFDC	T102	0	0	0	0
TOTAL WATER OPERATIONS		0	0	0	0
- AUTO REDIST	T900	0	0	0	0
- INVESTMENT	T300	153,035	159,681	0	647,201
- PULP	T520	0	0	0	42,348,016



- REAL ESTATE	T711	0	0	0	0
- OTHER	T530	27,228	0	0	0
- GAIN ON SALE	T505	0	0	0	9,364,167
- EQUITY IN SUBS	T200	0	0	0	0
-----					
TOTAL INV AND OTHER INCOME		180,263	159,681	0	52,359,384
-----					
TOTAL OPER REVENUE AND INCOME		180,263	29,031,464	0	52,359,384
-----					
OPERATING EXPENSES					
FUEL	E100	0	0	0	0
PURCHASED POWER	E200	0	0	0	0
OPERATION	E305, T512, 350	0	18,453,635	0	36,815,166
MAINTENANCE	E405	0	1,741,056	0	0
DEPRECIATION	E500, T590	0	1,506,307	0	2,257,232
PROPERTY TAXES	E610, T570	6,231	23,290	0	139,797
OTHER TAXES	E620, T571	0	618,912	0	0
ADMIN AND GENERAL	E310	282,092	1,003,127	478,491	1,952,777
MINORITY INTEREST	T511	0	0	0	507,703-
INTEREST EXPENSE					
INTEREST ON LTD	I100	0	1,218,968	0	1,601,279
OTHER INTEREST EXP	I340	1,041,519	30,667	0	0
AMORT OF DEBT EXP	I300	0	0	0	0
AFCD-DEBT	I200	0	0	0	0
-----					
TOTAL OPERATING EXPENSES		1,329,842	24,595,962	478,491	42,258,548
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INCOME FROM EQUITY INVESTMENT		5,615,472-	0	0	0
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OPER INCOME FROM CONTIN OPER		6,765,051-	4,435,502	478,491-	10,100,836
INCOME TAX EXP	E700, T400, 6, 7	2,797,480	1,249,045-	197,945	4,121,789-
-----					
INCOME FROM CONTINUING OPERS		3,967,571-	3,186,457	280,546-	5,979,047
DISCONTINUED OPERATIONS	X200	0	0	0	0
-----					
NET INCOME		3,967,571-	3,186,457	280,546-	5,979,047
PREFERRED DIVIDENDS	V100	0	0	0	0
-----					
EARNINGS AVAILABLE FOR COMMON		3,967,571-	3,186,457	280,546-	5,979,047
COMMON DIVIDENDS	V200	0	0	0	0
ADJ TO RETAINED EARNINGS	V300	0	0	0	0
BEGIN RETAINED EARNINGS	C425	0	0	0	0
-----					
ENDING RETAINED EARNINGS		3,967,571-	3,186,457	280,546-	5,979,047
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MINNESOTA POWER CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

	LFC1	CNUP	CNPI	MPAP
REVENUE - ELECTRIC R100	0	0	0	0
- ELECT MISC T513	0	244,412	0	0
- GAS R400	0	0	0	0
- COAL R500, R501	0	0	0	0
- AFDC T101	0	0	0	0
TOTAL ELECTRIC OPERATIONS	0	244,412	0	0
- WATER R300	0	0	0	0
- WATER MISC R380	0	0	0	0
- AFDC T102	0	0	0	0
TOTAL WATER OPERATIONS	0	0	0	0
- AUTO REDIST T900	0	0	0	0
- INVESTMENT T300	11,866	26,154	1,849	1,364,020
- PULP T520	0	0	0	0
- REAL ESTATE T711	0	0	0	0
- OTHER T530	0	0	0	0
- GAIN ON SALE T505	0	0	0	0
- EQUITY IN SUBS T200	0	0	2-	0
TOTAL INV AND OTHER INCOME	11,866	26,154	1,847	1,364,020
TOTAL OPER REVENUE AND INCOME	11,866	270,566	1,847	1,364,020
OPERATING EXPENSES				
FUEL E100	0	0	0	0
PURCHASED POWER E200	0	0	0	0
OPERATION E305, T512, 350	0	148,819	0	0
MAINTENANCE E405	0	0	0	0
DEPRECIATION E500, T590	0	137,002	0	0
PROPERTY TAXES E610, T570	0	20,228	0	486
OTHER TAXES E620, T571	0	0	0	0
ADMIN AND GENERAL E310	0	19,665	221,673-	227,377
MINORITY INTEREST T511	0	143-	0	0
INTEREST EXPENSE				
INTEREST ON LTD I100	0	206,960	0	0
OTHER INTEREST EXP I340	8,079	6,849	0	1,364,020
AMORT OF DEBT EXP I300	0	0	0	0
AFCD-DEBT I200	0	0	0	0
TOTAL OPERATING EXPENSES	8,079	539,380	221,673-	1,591,883
INCOME FROM EQUITY INVESTMENT	0	0	1,888,255	5,353,000
OPER INCOME FROM CONTIN OPER	3,787	268,814-	2,111,775	5,125,137
INCOME TAX EXP E700, T400, 6, 7	1,577-	417,291	868,677-	8,715,391
INCOME FROM CONTINUING OPERS	2,210	148,477	1,243,098	13,840,528
DISCONTINUED OPERATIONS X200	0	0	0	0
NET INCOME	2,210	148,477	1,243,098	13,840,528
PREFERRED DIVIDENDS V100	0	0	0	0
EARNINGS AVAILABLE FOR COMMON	2,210	148,477	1,243,098	13,840,528
COMMON DIVIDENDS V200	0	0	0	0
ADJ TO RETAINED EARNINGS V300	0	0	0	0
BEGIN RETAINED EARNINGS C425	0	0	0	0
ENDING RETAINED EARNINGS	2,210	148,477	1,243,098	13,840,528

Minnesota Power & Light Company and Subsidiaries  
Consolidating Statement of Retained Earnings  
for the Year Ended December 31, 1995

	Consolidated Total	Eliminations and Adjustments	Minnesota Power & Light Company	Superior Water, Light and Power Company	Consolidated Topeka Group	Energy Land Incorporated
Balance at Beginning of Period	\$272,646,012	\$(117,925,995)	\$272,646,012	\$11,288,941	\$ 85,583,056	\$2,562,340
<b>Additions</b>						
Net Income (Loss) from Statement of Income	64,705,099	(39,499,829)	64,705,099	1,809,665	16,980,056	596,302
	337,351,111	(157,425,824)	337,351,111	13,098,606	102,563,112	3,158,642
<b>Deductions</b>						
Dividends - Cash						
5% Preferred Stock (\$5.00 per share)	566,789		566,789			
Serial Preferred Stock (\$7.36 per share)	1,251,200		1,251,200			
Serial (A) Preferred Stock (\$6.70 per share)	670,009		670,009			
Serial Preferred Stock (\$7.125 per share)	712,500		712,500			
Common Stock	57,909,873	(10,534,800)	57,909,873	1,600,000		
Sale of Subsidiary		(29,925,351)				
Total Deductions	61,110,371	(40,460,151)	61,110,371	1,600,000		
Balance at End of Period	\$276,240,740	\$(116,965,673)	\$276,240,740	\$11,498,606	\$ 102,563,112	\$3,158,642

	Consolidated ADESA Corporation	Consolidated RendField	BNI Coal, Ltd.	Rainy River Energy, Inc.	Consolidated Synertec
Balance at Beginning of Period		\$ (7,464,963)	\$10,820,908	\$(1,111,098)	\$ (419,088)
<b>Additions</b>					
Net Income (Loss) from Statement of Income	\$(37,894)	(3,967,571)	3,186,457	(280,546)	5,979,047
	(37,894)	(11,432,534)	14,007,365	(1,391,644)	5,559,959
<b>Deductions</b>					
Dividends - Cash					
5% Preferred Stock (\$5.00 per share)					
Serial Preferred Stock (\$7.36 per share)					
Serial (A) Preferred Stock (\$6.70 per share)					
Serial Preferred Stock (\$7.125 per share)					
Common Stock			3,000,000		5,934,800
Sale of Subsidiary					
Total Deductions			3,000,000		5,934,800
Balance at End of Period	\$(37,894)	\$(11,432,534)	\$11,007,365	\$(1,391,644)	\$ (374,841)

Common dividends from Superior Water, Light and Power Company, BNI Coal and Synertec of \$1,600,000, \$3,000,000, and \$5,934,800, respectively.

Minnesota Power & Light Company and Subsidiaries  
Consolidating Statement of Retained Earnings  
for the Year Ended December 31, 1995

	Lakeview Financial Corporation	Consolidated Upper Minnesota Properties	Consolidated Minnesota Pulp	Minnesota Paper
	-----	-----	-----	-----
Balance at Beginning of Period	\$(2,498)	\$ 499,330	\$ 84,244	\$16,084,823
Additions				
Net Income (Loss) from Statement of Income	2,210	148,477	1,243,098	13,840,528
	-----	-----	-----	-----
	(288)	647,807	1,327,342	29,925,351
	-----	-----	-----	-----
Deductions				
Dividends - Cash				
5% Preferred Stock				
(\$5.00 per share)				
Serial Preferred Stock				
(\$7.36 per share)				
Serial (A) Preferred Stock				
(\$6.70 per share)				
Serial Preferred Stock				
(\$7.125 per share)				
Common Stock				
Sale of Subsidiary				29,925,351
	-----	-----	-----	-----
Total Deductions				29,925,351
	-----	-----	-----	-----
Balance at End of Period	\$ (288)	\$ 647,807	\$1,327,342	\$ 0
	-----	-----	-----	-----

TOPEKA GROUP CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

		CONSOLIDATED	ELIMINATIONS	TOPEKA GROUP	ELAG	FIBERCORE	LAC	HEATER	SSU
UTILITY PLANT (U)									
-WATER	-300	406,528,475	0	0	0	0	0	47,982,326	358,546,149
-GAS	-400	0	0	0	0	0	0	0	0
TOTAL GROSS PLANT		406,528,475	0	0	0	0	0	47,982,326	358,546,149
ACCUM DEPRECIATION	-600	108,785,849	0	0	0	0	0	14,451,685	94,334,164
CONSTR WORK IN PROGRESS-710		12,024,284	0	0	0	0	0	0	12,024,284
NET UTILITY PLANT		309,766,910	0	0	0	0	0	33,530,641	276,236,269
NONUTIL PROP & INVESTMENTS(N)									
NONUTILITY & OTHER									
NONUTILITY PLANT	-100	13,416,659	0	830	0	0	0	40,295	13,375,534
ACCUM-DEPR NONUTILITY-600		830	0	830	0	0	0	0	0
GOODWILL	-700	1,594,828	0	1,594,828	0	0	0	0	0
OTHER	-950	27,510,952	0	1,598,388	0	0	25,912,564	0	0
INVESTMENTS	-900	154,962	0	0	0	0	0	154,962	0
INVEST IN ASSOC CO	-200	0	119,571,174	119,571,174	0	0	0	0	0
TOTAL NONUTIL PROP & INV		42,676,571	119,571,174	122,764,390	0	0	25,912,564	195,257	13,375,534
CURRENT ASSETS (A)									
CASH									
CASH	-110	5,198,074	0	40,541	185,207	1,384	2,360,566	701,038	1,909,337
WORKING FUNDS	-150	0	0	0	0	0	0	0	0
TEMP CASH INVESTMENTS	-200	504,248	0	0	0	0	0	504,248	0
RESTRICTED CASH	-115	0	0	0	0	0	0	0	0
TRADE ACCOUNTS RECEIVABLE									
CUSTOMER ACCOUNTS REC-321		8,353,016	0	0	0	0	0	1,034,151	7,318,865
ACCUM PROV UNCOL ACT -322		256,701	0	0	0	0	0	31,193	225,507
OTHER ACCOUNTS RECEIVABLE									
NOTES RECEIVABLE	-310	218,458	0	164,642	0	0	0	53,816	0
OTHER ACCTS REC	-409	3,944,795	0	0	0	0	3,405,337	144,610	394,849
ACCTS REC FROM ASSOC	-432	37,311,715	44,082,416	76,582,755	927,887	557	2,932,932	0	950,000
FUEL STOCK	-500	0	0	0	0	0	0	0	0
MATERIALS & SUPPLIES									
PLANT & OPER SUPPLIES-610		851,094	0	0	0	0	6,431	417,516	427,148
MERCHANDISE	-620	0	0	0	0	0	0	0	0
STORES EXPENSE UNDIST-630		0	0	0	0	0	0	0	0
PREPAYMENTS	-700	1,673,545	0	27,577	0	0	0	1,507,363	138,605
OTHER									
OTH CUR & ACCR ASSETS-900		1,359,146	0	0	0	0	1,258,710	3,340	97,096
FUNDS HELD BY TRUSTEE-145		0	0	0	0	0	0	0	0
INTEREST DEP & OTHER -120		0	0	0	0	0	0	0	0
TOTAL CURRENT ASSETS		59,157,390	44,082,416	76,815,515	1,113,094	1,941	9,963,976	4,334,889	11,010,393
ACCUM DEF INC TAXES	H-254	34,893,973	0	574,092	0	0	16,877,433	0	17,442,448
OTHER	-200	16,511,879	0	213,275	0	0	0	0	16,298,604
TOTAL DEFERRED DEBITS		51,405,852	0	787,367	0	0	16,877,433	0	33,741,052
TOTAL ASSETS		463,006,723	163,653,590	200,367,272	1,113,094	1,941	52,753,973	38,060,787	334,363,248

TOPEKA GROUP CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	TOPEKA GROUP	ELAG	FIBERCORE	LAC	HEATER	SSU
<b>CAPITALIZATION</b>								
<b>COMMON EQUITY (C)</b>								
COMMON STK&PD IN CAP -090	62,765,345	90,013,993-	62,765,345	263,928	5,125,000	5,952,410	5,840,250	72,832,405
CAPITAL STOCK EXPENSE-300	0	0	0	0	0	0	0	0
RETAINED EARNINGS -400	102,563,110	37,945,335-	102,563,113	824,534	4,976,047-	35,988,335	3,120,532	2,987,979
<b>PREFERRED STOCK (P)</b>								
5% SERIES -100	0	0	0	0	0	0	0	0
\$7.36 SERIES -210	0	0	0	0	0	0	0	0
\$8.90 SERIES -220	0	0	0	0	0	0	0	0
\$8.30 SERIES -310	0	0	0	0	0	0	0	0
\$9.125 SERIES -320	0	0	0	0	0	0	0	0
<b>LONG-TERM DEBT (D)</b>								
BONDS	99,384,418	0	0	0	0	0	0	99,384,418
BONDS HELD BY TRUSTEE	0	0	0	0	0	0	0	0
OTHER LONG-TERM DEBT -700	38,002,600	29,896,250-	30,000,000	0	0	0	13,702,600	24,196,250
UNAMORT PREM ON DEBT -850	0	0	0	0	0	0	0	0
UNAMORT DISC ON DEBT -860	0	0	0	0	0	0	0	0
<b>TOTAL CAPITALIZATION</b>	<b>302,715,473</b>	<b>157,855,578-</b>	<b>195,328,458</b>	<b>1,088,462</b>	<b>148,953</b>	<b>41,940,745</b>	<b>22,663,382</b>	<b>199,401,052</b>
<b>CURRENT LIABILITIES (L)</b>								
NOTES PAYABLE -100	808,414	0	0	0	0	759,359	0	49,055
CURRENT MATURITIES -200	795,497	0	0	0	0	0	8,000	787,497
<b>ACCOUNTS PAYABLE</b>								
ACCOUNTS PAYABLE -310	6,009,678	0	173,225	1,960-	0	558,567	420,826	4,859,020
ACCTS PAY TO ASSOC CO-320	2,499,202	14,186,166-	1,118,287	45,496	210,638	1,001,654	1,332,925	12,976,367
<b>ACCRUED TAXES</b>								
FEDERAL INCOME TAXES -401	166,236	0	341,062	8,323-	341,079-	200,000	25,424-	0
STATE INCOME TAXES -450	442,991	0	481,008	0	16,571-	0	21,446-	0
OTHER ACCRUED TAXES -500	727,099	0	0	0	0	292,365	80,249	354,485
<b>ACCRD DIVIDENDS &amp; INTEREST</b>								
INTEREST ACCRUED -610	3,492,904	0	1,174,500	0	0	0	0	2,318,404
DIVIDENDS DECLARED -620	0	0	0	0	0	0	0	0
MATURED INTEREST -630	0	0	0	0	0	0	0	0
<b>OTHER</b>								
CUSTOMER DEPOSITS -910	2,625,021	0	0	0	0	620,005	223,304	1,781,713
TAX COLLECTIONS PAY -920	0	0	0	0	0	0	0	0
MISC CURR & ACCR LIAB-930	4,471,560	0	1,288,262	0	0	1,499,407	802,388	881,503
<b>TOTAL CURRENT LIABILITIES</b>	<b>22,038,602</b>	<b>14,186,166-</b>	<b>4,576,344</b>	<b>35,213</b>	<b>147,012-</b>	<b>4,931,357</b>	<b>2,820,822</b>	<b>24,008,044</b>
<b>DEFERRED CREDITS</b>								
CONTR IN AID	97,093,16930	0	0	0	0	0	14,310,409	82,782,760
ACCUM DEF INCOME TAXES -100	20,088,555	0	387,846	10,581-	0	0	1,733,826-	21,445,116
ACC DEF INV TAX CREDITS-200	1,356,410	0	0	0	0	0	0	1,356,410
<b>OTHER</b>								
MINORITY INTEREST -900	8,388,154	8,388,154	0	0	0	0	0	0
CUST ADV FOR CONSTR -910	0	0	0	0	0	0	0	0
OTHER DEF CREDITS -920	11,326,360	0	74,624	0	0	5,881,871	0	5,369,866
LOST TIME RESERVE -930	0	0	0	0	0	0	0	0
<b>TOTAL DEFERRED CREDITS</b>	<b>138,252,648</b>	<b>8,388,154</b>	<b>462,470</b>	<b>10,581-</b>	<b>0</b>	<b>5,881,871</b>	<b>12,576,583</b>	<b>110,954,152</b>
<b>TOTAL LIABILITY &amp; CAPITAL</b>	<b>463,006,723</b>	<b>163,653,590-</b>	<b>200,367,272</b>	<b>1,113,094</b>	<b>1,941</b>	<b>52,753,973</b>	<b>38,060,787</b>	<b>334,363,248</b>

TOPEKA GROUP CONSOLIDATED BALANCE SHEET  
YEAR TO DATE AS OF DECEMBER 1995

		CONSOLIDATED	ELIMINATIONS	TOPEKA GROUP	ELAG	FIBERCORE	LAC	HEATER	SSU
REVENUE - WATER	R300	60,877,817	0	0	0	0	0	9,504,693	51,373,124
- WATER MISC	R380	3,821,911	0	273,198	2,228,767	0	0	332,402	987,544
- AFDC	T100	236,678	0	0	0	0	0	0	236,678
<b>TOTAL WATER OPERATIONS</b>		<b>64,936,406</b>	<b>0</b>	<b>273,198</b>	<b>2,228,767</b>	<b>0</b>	<b>0</b>	<b>9,837,095</b>	<b>52,597,346</b>
- INVESTMENT	T300	6,459,339	3,162,362-	8,404,888	88,814	0	0	113,876	1,014,124
- REAL ESTATE	T711	19,557,485	0	0	0	0	19,557,485	0	0
- OTHER	T530	200,550	0	200,550	0	0	0	0	0
- GAIN ON SALE	T505	0	0	0	0	0	0	0	0
- EQUITY IN SUBS	T200	1	15,106,725-	15,106,726	0	0	0	0	0
<b>TOTAL INV AND OTHER INCOME</b>		<b>26,217,375</b>	<b>18,269,087-</b>	<b>23,712,164</b>	<b>88,814</b>	<b>0</b>	<b>19,557,485</b>	<b>113,876</b>	<b>1,014,124</b>
<b>TOTAL OPER REVENUE AND INCOME</b>		<b>91,153,781</b>	<b>18,269,087-</b>	<b>23,985,362</b>	<b>2,317,581</b>	<b>0</b>	<b>19,557,485</b>	<b>9,950,971</b>	<b>53,611,470</b>
<b>OPERATING EXPENSES</b>									
OPERATION	E305, T512	26,367,268	0	0	1,217,089	0	5,509,431	3,272,352	16,368,396
MAINTENANCE	E405	3,739,833	0	0	287,987	0	0	110,023	3,341,823
DEPRECIATION	E500, T590	12,645,466	0	0	48,365	0	276,584	1,414,397	10,906,120
PROPERTY TAXES	E610, T570	3,765,017	0	0	0	0	0	257,960	3,507,057
OTHER TAXES	E620, E621	3,490,297	0	0	57,197	0	0	453,662	2,979,438
ADMIN AND GENERAL	E310	27,012,193	0	2,224,114	296,562	0	10,620,516	2,054,876	11,816,125
MINORITY INTEREST	T511	4,111,938	4,111,938	0	0	0	0	0	0
INTEREST EXPENSE									
INTEREST ON LTD	I100	9,775,694	3,162,362-	3,132,000	4,123	0	26,022	1,131,367	8,644,544
OTHER INTEREST EXP	I340	760,354	0	86,260	0	0	0	41,991	632,102
AMORT OF DEBT EXP	I300	0	0	0	0	0	0	0	0
AFDC-DEBT	I200	344,128-	0	0	0	0	0	0	344,128-
<b>TOTAL OPERATING EXPENSES</b>		<b>91,323,932</b>	<b>949,576</b>	<b>5,442,374</b>	<b>1,911,323</b>	<b>0</b>	<b>16,432,553</b>	<b>8,736,628</b>	<b>57,851,477</b>
OPER INCOME FROM CONTIN OPER		170,151-	19,218,663-	18,542,988	406,258	0	3,124,932	1,214,343	4,240,007-
INCOME TAX EXP	E700, T400, 6, 7	17,150,207	0	1,562,930-	149,540-	0	17,434,739	455,155-	1,883,092
<b>INCOME FROM CONTINUING OPERS</b>		<b>16,980,056</b>	<b>19,218,663-</b>	<b>16,980,058</b>	<b>256,718</b>	<b>0</b>	<b>20,559,671</b>	<b>759,188</b>	<b>2,356,915-</b>
<b>NET INCOME</b>		<b>16,980,056</b>	<b>19,218,663-</b>	<b>16,980,058</b>	<b>256,718</b>	<b>0</b>	<b>20,559,671</b>	<b>759,188</b>	<b>2,356,915-</b>
PREFERRED DIVIDENDS	V100	0	0	0	0	0	0	0	0
<b>EARNINGS AVAILABLE FOR COMMON</b>		<b>16,980,056</b>	<b>19,218,663-</b>	<b>16,980,058</b>	<b>256,718</b>	<b>0</b>	<b>20,559,671</b>	<b>759,188</b>	<b>2,356,915-</b>
COMMON DIVIDENDS	V200	0	0	0	0	0	0	0	0
ADJ TO RETAINED EARNINGS	V300	0	0	0	0	0	0	0	0
BEGIN RETAINED EARNINGS	C425	0	0	0	0	0	0	0	0
<b>ENDING RETAINED EARNINGS</b>		<b>16,980,056</b>	<b>19,218,663-</b>	<b>16,980,058</b>	<b>256,718</b>	<b>0</b>	<b>20,559,671</b>	<b>759,188</b>	<b>2,356,915-</b>

LEHIGH ACQUISITION CORPORATION AND SUBSIDIARIES CONSOLIDATING BALANCE SHEET AS OF 31-Dec-95  
INCOME STATEMENT FOR THE 12 MONTHS ENDED 31-Dec-95

	COMBINED ENTITIES	PURCHASE ACCOUNTING ADJUSTMENTS		COMBINED ENTITIES ADJUSTED FOR PURCHASE ADJUSTMENTS	LEHIGH ACQUISITION CORPORATION	ELIMINATIONS AND ADJUSTMENTS	CONSOLIDATED LEHIGH ACQUISITION CORPORATION
		DR	CR				
<b>ASSETS</b>							
Cash and cash equivalents	6,824,477			6,824,477	127,548		6,952,025
Inventory and supplies	6,431			6,431			6,431
Residential construction in progress	931,849			931,849			931,849
Trade and miscellaneous accounts rec	656,422			656,422			656,422
Contracts receivable-postacquisition:							
Homesites, net of allowance for							
cancels	3,034,761	48,170		3,082,931			3,082,931
Timeshare	654,139	2,317		656,456			656,456
Commercial notes	4,411,292			4,411,292			4,411,292
Total contracts receivable-postacq	8,100,192	50,487		8,150,679			8,150,679
Contracts receivable-preacquisition	5,137,216		3,030,933	2,106,283			2,106,283
Due from affiliates:							
Water and wastewater connections	2,932,932			2,932,932			2,932,932
Tax share					725,532	(82,900)	642,632
Other	14,661,738			14,661,738		(14,661,738)	
Total due from affiliates	17,594,670			17,594,670	725,532	(14,744,638)	3,575,564
Investments/advances to subsidiaries					39,080,873	(39,080,873)	
Property and equipment	5,236,196	2,573,157		7,809,353	2,225		7,811,578
Less accum depreciation	(3,554,608)	50,580	2,203,304	(5,707,332)	(556)		(5,707,888)
Less bargain differential-PP&E		148,796	837,211	(688,415)			(688,415)
Net property and equipment	1,681,588	2,772,533	3,040,515	1,413,606	1,669		1,415,275
Land, land improvements and CIP	32,781,641	2,697,412		35,479,053			35,479,053
Less bargain differential-land		3,122,500	26,983,215	(23,860,715)			(23,860,715)
Net land, land improvements	32,781,641	5,819,912	26,983,215	11,618,338			11,618,338
Investment in joint venture	736,619		599,806	136,813			136,813
Deferred Income Tax					16,877,433		16,877,433
Other assets	337,434			337,434	(10,573)		326,861
	74,788,539		25,011,537	49,777,002	56,802,482	(53,825,511)	52,753,973
<b>LIAB, CAP STOCK AND R/E (DEFICIT)</b>							
Trade accounts payable	610,223			610,223		(2)	610,221
Customer Deposits	620,005			620,005			620,005
Accrued expenses:							
Real estate taxes	292,365			292,365			292,365
Other	1,499,407			1,499,407			1,499,407
Total accrued expenses	1,791,772			1,791,772			1,791,772
Due to affiliates:							
Utility fee credit	950,000			950,000			950,000
Tax share	82,900			82,900		(82,900)	
Other					14,661,737	(14,661,737)	
Total due to affiliates	1,032,900			1,032,900	14,661,737	(14,744,637)	950,000
Contingency reserves	4,828,777			4,828,777			4,828,777
Deferred income	227,051		702,250	929,301			929,301
Income taxes payable					200,000		200,000
Notes payable	759,359			759,359			759,359
Minority interest	123,793			123,793			123,793
Common stock and R/E (deficit):							
Common stock	21,100			21,100	117	(21,100)	117
Capital in excess of par value	80,738,150	56,219,827		24,518,323	5,952,293	(24,518,323)	5,952,293
Retained earnings (deficit)	(15,964,591)		30,506,040	14,541,449	35,988,335	(14,541,449)	35,988,335
Total C/S and R/E (deficit)	64,794,659	56,219,827	30,506,040	39,080,872	41,940,745	(39,080,872)	41,940,745
	74,788,539	25,011,537		49,777,002	56,802,482	(53,825,511)	52,753,973





COMBINED ENTITIES CONSOLIDATING BALANCE SHEET AS OF  
INCOME STATEMENT FOR THE 12 MONTHS ENDED

31-Dec-95  
31-Dec-95

	LEHIGH CORPORATION AND SUBSIDIARIES	INTERLACHEN LAKES ESTATES	SUNDOWNER PROPERTIE, INC.	ATLAS CONSTRUCTION SERVICES	LRC OF GEORGIA	SRC OF FLORIDA	TOTAL COMBINED ENTITIES
<b>ASSETS</b>							
Cash and cash equivalents	6,749,755	45,566	29,156				6,824,477
Inventory and supplies	6,431						6,431
Residential construction in progress	931,849						931,849
Trade and miscellaneous accounts rec	593,052	29,568	33,802				656,422
Contracts receivable-postacquisition:							
Homesites, net of allowance for cancels	2,834,846	117,613	82,302				3,034,761
Timeshare	654,139						654,139
Commercial notes	4,411,292						4,411,292
Total contracts receivable-postacq	7,900,277	117,613	82,302				8,100,192
Contracts receivable-preacquisition	5,137,216						5,137,216
Due from affiliates:							
Water and wastewater connections	2,932,932						2,932,932
Tax share							
Other	14,005,218	251,406	91,640			313,474	14,661,738
Total due from affiliates	16,938,150	251,406	91,640			313,474	17,594,670
Investments/advances to subsidiaries							
Property and equipment	5,236,196						5,236,196
Less accum depreciation	(3,554,608)						(3,554,608)
Less bargain differential-PP&E							
Net property and equipment	1,681,588						1,681,588
Land, land improvements and CIP	32,722,335		59,306				32,781,641
Less bargain differential-land							
Net land, land improvements	32,722,335		59,306				32,781,641
Investment in joint venture	734,867					1,752	736,619
Deferred Income Tax						3,000	337,434
Other assets	334,434						
	73,729,954	444,153	296,206			318,226	74,788,539
<b>LIAB, CAP STOCK AND R/E (DEFICIT)</b>							
Trade accounts payable	606,321	3,902					610,223
Customer Deposits	615,700	1,373	2,932				620,005
Accrued expenses:							
Real estate taxes	205,980	36,960	49,425				292,365
Other	1,494,411	4,419	577				1,499,407
Total accrued expenses	1,700,391	41,379	50,002				1,791,772
Due to affiliates:							
Utility fee credit	950,000						950,000
Tax share	42,500	7,400	24,000			9,000	82,900
Other							
Total due to affiliates	992,500	7,400	24,000			9,000	1,032,900
Contingency reserves	4,828,777						4,828,777
Deferred income	227,051						227,051
Income taxes payable							
Notes payable	759,359						759,359
Minority interest	123,793						123,793
Common stock and R/E (deficit):							
Common stock	500	20,000	500			100	21,100
Capital in excess of par value	71,290,534	2,089,678	7,249,487			108,451	80,738,150
Retained earnings (deficit)	(7,414,972)	(1,719,579)	(7,030,715)			200,675	(15,964,591)
Total C/S and R/E (deficit)	63,876,062	390,099	219,272			309,226	64,794,659
	73,729,954	444,153	296,206			318,226	74,788,539

LEHIGH CORPORATION AND SUBSIDIARIES CONSOLIDATING BALANCE SHEET AS OF  
INCOME STATEMENT FOR THE 12 MONTHS ENDED

31-Dec-95  
31-Dec-95

	HOME AT LEHIGH, INC. (98% ownership)	LEHIGH BUILDING SUPPLY, INC.	OTHER LEHIGH CORPORATION SUBSIDIARIES	LEHIGH CORPORATION	ELIMINATIONS	TOTAL LEHIGH CORPORATION AND SUBSIDIARIES
<b>ASSETS</b>						
Cash and cash equivalents	91,162	94,163	202,636	6,361,794		6,749,755
Inventory and supplies				6,431		6,431
Residential construction in progress	931,849			931,849		
Trade and miscellaneous accounts rec		14,814	165,563	416,922	(4,247)	593,052
Contracts receivable-postacquisition:						
Homesites, net of allowance for cancels			23,600	2,811,246		2,834,846
Timeshare				654,139		654,139
Commercial notes				4,458,792	(47,500)	4,411,292
Total contracts receivable-postacq			23,600	7,924,177	(47,500)	7,900,277
Contracts receivable-preacquisition				5,137,216		5,137,216
Due from affiliates:						
Water and wastewater connections				2,932,932		2,932,932
Tax share	65,300	13,900	208,500		(287,700)	
Other			842,473	14,464,337	(1,301,592)	14,005,218
Total due from affiliates	65,300	13,900	1,050,973	17,397,269	(1,589,292)	16,938,150
Investments/advances to subsidiaries				35,854,660	(35,854,660)	
Property and equipment	94,532	608,768	1,423,520	3,162,295	(52,919)	5,236,196
Less accum depreciation	(49,253)	(250,241)	(1,164,995)	(2,091,955)	1,836	(3,554,608)
Less bargain differential-PP&E						
Net property and equipment	45,279	358,527	258,525	1,070,340	(51,083)	1,681,588
Land, land improvements and CIP			4,806,441	28,246,758	(330,864)	32,722,335
Less bargain differential-land						
Net land, land improvements			4,806,441	28,246,758	(330,864)	32,722,335
Investment in joint venture			(100,000)	834,867		734,867
Deferred Income Tax						
Other assets	33,844	24,795	11,555	264,240		334,434
	1,167,434	506,199	6,419,293	103,514,674	(37,877,646)	73,729,954
<b>LIAB, CAP STOCK AND R/E (DEFICIT)</b>						
Trade accounts payable	95,622	6,407	43,574	460,718		606,321
Customer Deposits	610,318		10	5,372		615,700
Accrued expenses:						
Real estate taxes			16,143	189,837		205,980
Other	43,911	28,253	41,173	1,385,321	(4,247)	1,494,411
Total accrued expenses	43,911	28,253	57,316	1,575,158	(4,247)	1,700,391
Due to affiliates:						
Utility fee credit				950,000		950,000
Tax share				330,200	(287,700)	42,500
Other	165,670	954,110	181,813		(1,301,593)	
Total due to affiliates	165,670	954,110	181,813	1,280,200	(1,589,293)	992,500
Contingency reserves	24,223			4,804,554		4,828,777
Deferred income			2,746	555,169	(330,864)	227,051
Income taxes payable						
Notes payable	372,471	37,741		396,647	(47,500)	759,359
Minority interest	(4,690)		153,330		(24,847)	123,793
Common stock and R/E (deficit):						
Common stock	490	500	3,510	500	(4,500)	500
Capital in excess of par value	250,783	37,927	8,552,703	71,290,534	(8,841,413)	71,290,534
Retained earnings (deficit)	(391,364)	(558,739)	(2,575,709)	23,145,822	(27,034,982)	(7,414,972)
Total C/S and R/E (deficit)	(140,091)	(520,312)	5,980,504	94,436,856	(35,880,895)	63,876,062
	1,167,434	506,199	6,419,293	103,514,674	(37,877,646)	73,729,954



OTHER LEHIGH CORPORATION SUBSIDIARIES CONSOLIDATING BALANCE SHEET AS OF  
INCOME STATEMENT FOR THE 12 MONTHS ENDED

31-Dec-95  
31-Dec-95

	LEHIGH LAND & INVESTMENT, INC.	CLIFFSIDE PROPERTIES INC.	NEWS-STAR PUBLICATIONS, INC. (60% ownership)	ABLE LAND SERVICES, INC. (94% ownership)	ENTERPRISE LEHIGH, INC. (80% ownership)	TOTAL OTHER LEHIGH CORPORATION SUBSIDIARIES
<b>ASSETS</b>						
Cash and cash equivalents	29,333		119,132	53,899	272	202,636
Inventory and supplies						
Residential construction in progress						
Trade and miscellaneous accounts rec			76,274	89,289		165,563
Contracts receivable-postacquisition: Homesites, net of allowance for cancels	23,600					23,600
Timeshare						
Commercial notes						
Total contracts receivable-postacq	23,600					23,600
Contracts receivable-preacquisition						
Due from affiliates:						
Water and wastewater connections				38,000	100	208,500
Tax share	66,200	104,200				842,473
Other	102	842,371				
Total due from affiliates	66,302	946,571		38,000	100	1,050,973
Investments/advances to subsidiaries						
Property and equipment			218,583	1,204,937		1,423,520
Less accum depreciation			(128,698)	(1,036,297)		(1,164,995)
Less bargain differential-PP&E						
Net property and equipment			89,885	168,640		258,525
Land, land improvements and CIP	4,112,264				694,177	4,806,441
Less bargain differential-land						
Net land, land improvements	4,112,264				694,177	4,806,441
Investment in joint venture	(100,000)					(100,000)
Deferred Income Tax						
Other assets	835		8,720	2,000		11,555
	4,132,334	946,571	294,011	351,828	694,549	6,419,293
<b>LIAB, CAP STOCK AND R/E (DEFICIT)</b>						
Trade accounts payable	8,086		5,195	17,374	12,919	43,574
Customer Deposits					10	10
Accrued expenses:						
Real estate taxes				16,143		16,143
Other	3,205		7,337	30,631		41,173
Total accrued expenses			7,337	46,774		57,316
Due to affiliates:						
Utility fee credit						
Tax share						
Other			1,915	179,898		181,813
Total due to affiliates			1,915	179,898		181,813
Contingency reserves						
Deferred income			2,746			2,746
Income taxes payable						
Notes payable						
Minority interest			130,369	8,067	14,894	153,330
Common stock and R/E (deficit):						
Common stock	500	1,000	1,500	470	40	3,510
Capital in excess of par value	6,853,938	909,424	32,187	90,111	667,043	8,552,703
Retained earnings (deficit)	(2,733,395)	36,147	112,762	9,134	(357)	(2,575,709)
Total C/S and R/E (deficit)	4,121,043	946,571	146,449	99,715	666,726	5,980,504
	4,132,334	946,571	294,011	351,828	694,549	6,419,293

LEHIGH ACQUISITION CORPORATION AND SUBSIDIARIES CONSOLIDATING BALANCE SHEET AS OF  
INCOME STATEMENT FOR THE 12 MONTHS ENDED

31-Dec-95  
31-Dec-95

	COMBINED ENTITIES	PURCHASE DR	ACCOUNTING CR	COMBINED ENTITIES ADJUSTED FOR PURCHASE ADJUSTMENTS	LEHIGH ACQUISITION CORPORATION	ELIMINATIONS AND ADJUSTMENTS	CONSOLIDATED LEHIGH ACQUISITION CORPORATION
<b>Revenues:</b>							
Lots with roads only	1,598,332			1,598,332			1,598,332
Builder lots (serviced)	924,787			924,787			924,787
Less estimated uncollectible sales	(168,436)			(168,436)			(168,436)
Net homesite sales	2,354,683			2,354,683			2,354,683
Commercial/bulk land sales	4,275,949			4,275,949			4,275,949
Timeshare sales	68,735			68,735			68,735
Residential sales	2,605,011			2,605,011			2,605,011
Discount earned on acquired receivables	1,272,603		2,835,637	4,108,240			4,108,240
<b>Bargain differential earned:</b>							
Lots with roads only			558,885	558,885			558,885
Builder lots (serviced)			258,586	258,586			258,586
Timeshare							
Commercial/bulk land			1,055,085	1,055,085			1,055,085
Receivables							
Property and equipment			148,796	148,796			148,796
Total bargain differential earned			2,021,352	2,021,352			2,021,352
Finance income	1,027,262			1,027,262	4,058		1,031,320
Operating revenues - subsidiaries	2,501,808	3,576		2,498,232			2,498,232
Other revenues	767,105		66,858	833,963		(240,000)	593,963
Total revenues	14,873,156	3,576	4,923,847	19,793,427	4,058	(240,000)	19,557,485
<b>Cost of Sales:</b>							
Lots with roads only	569,405	146,718		716,123			716,123
Builder lots (serviced)	394,683	201,160		595,843			595,843
Commercial/bulk land sales	1,657,274	126,092		1,783,366			1,783,366
Timeshare sales	13,141		13,141				
Residential sales	2,414,099			2,414,099			2,414,099
Total cost of sales	5,048,602	473,970	13,141	5,509,431			5,509,431
<b>Expenses:</b>							
Selling expenses	2,136,423			2,136,423			2,136,423
Property taxes	1,293,834			1,293,834			1,293,834
General and administrative expenses	2,802,341		84,261	2,718,080	179,691		2,897,771
Operating expenses - subsidiaries	2,478,210		85,174	2,393,036		(240,000)	2,153,036
Other expenses	1,177,188	928,785		2,105,973	2,908		2,108,881
Depreciation	326,903		50,580	276,323	261		276,584
Interest expense	26,022			26,022			26,022
Total expenses	10,240,921	928,785	220,015	10,949,691	182,860	(240,000)	10,892,551
Income (loss) before income taxes, minority interest, and equity in earnings of subsidiaries	(416,367)	1,406,331	5,157,003	3,334,305	(178,802)		3,155,503
<b>Provision for (reduction) income taxes:</b>							
Current	(1,263,708)			(1,263,708)	(693,206)		(1,956,914)
Deferred	1,399,608			1,399,608	(16,877,433)		(15,477,825)
	135,900			135,900	(17,570,639)		(17,434,739)
Income (loss) before minority interest and equity in earnings of consolidated subsidiaries	(552,267)	1,406,331	5,157,003	3,198,405	17,391,837		20,590,242
Minority interest	(30,571)			(30,571)			(30,571)
Net income (loss) before equity in earnings of consolidated subsidiaries	(582,838)	1,406,331	5,157,003	3,167,834	17,391,837		20,559,671
Equity in earnings of subsidiaries					3,167,834	(3,167,834)	
Net income (loss)	(582,838)	1,406,331	5,157,003	3,167,834	20,559,671	(3,167,834)	20,559,671
R/E (deficit) begin of period	(11,098,565)		26,755,368	15,656,803	20,178,664	(15,656,803)	20,178,664
Dividends from (advances to) subs	(4,283,188)			(4,283,188)	(4,750,000)	4,283,188	(4,750,000)
R/E (deficit) end of period	(15,964,591)		30,506,040	14,541,449	35,988,335	(14,541,449)	35,988,335

	COMBINED ENTITIES CONSOLIDATING BALANCE SHEET AS OF					31-Dec-95	
	INCOME STATEMENT FOR THE					31-Dec-95	
	LEHIGH CORPORATION AND SUBSIDIARIES	INTERLACHEN LAKES ESTATES	SUNDOWNER PROPERTIES, INC.	ATLAS CONSTRUC- TION SERVICES	LRC OF GEORGIA	SRC OF FLORIDA	TOTAL COMBINED ENTITIES
Revenues:							
Lots with roads only	1,598,332						1,598,332
Builder lots (serviced)	924,787						924,787
Less estimated uncollectible sales	(168,436)						(168,436)
Net homesite sales	2,354,683						2,354,683
Commercial/bulk land sales	4,275,949						4,275,949
Timeshare sales	68,735						68,735
Residential sales	2,605,011						2,605,011
Discount earned on acquired receivables	1,012,012	119,724	140,867				1,272,603
Bargain differential earned:							
Lots with roads only							
Builder lots (serviced)							
Timeshare							
Commercial/bulk land							
Receivables							
Property and equipment							
Total bargain differential earned							
Finance income	990,858	21,521	14,883				1,027,262
Operating revenues - subsidiaries	2,271,020	155,051	75,737				2,501,808
Other revenues	(480,974)	683,087	564,992				767,105
Total revenues	13,097,294	979,383	796,479				14,873,156
Cost of Sales:							
Lots with roads only	569,405						569,405
Builder lots (serviced)	394,683						394,683
Commercial/bulk land sales	1,657,274						1,657,274
Timeshare sales	13,141						13,141
Residential sales	2,414,099						2,414,099
Total cost of sales	5,048,602						5,048,602
Expenses:							
Selling expenses	2,090,372	41,002	5,049				2,136,423
Property taxes	1,282,937	7,273	3,624				1,293,834
General and administrative expenses	2,796,904	4,245	1,192				2,802,341
Operating expenses - subsidiaries	2,150,036	192,673	132,501		3,000		2,478,210
Other expenses	1,177,188						1,177,188
Depreciation	326,903						326,903
Interest expense	26,022						26,022
Total expenses	9,850,362	245,193	142,366		3,000		10,240,921
Income (loss) before income taxes, minority interest, and equity in earnings of subsidiaries	(1,801,670)	734,190	654,113		(3,000)		(416,367)
Provision for (reduction) income taxes:							
Current	(1,198,657)	(54,097)	(19,954)		9,000		(1,263,708)
Deferred	812,708	325,000	261,900				1,399,608
	(385,949)	270,903	241,946		9,000		135,900
Income (loss) before minority interest and equity in earnings of consolidated subsidiaries	(1,415,721)	463,287	412,167		(12,000)		(552,267)
Minority interest	(30,571)						(30,571)
Net income (loss) before equity in earnings of consolidated subsidiaries	(1,446,292)	463,287	412,167		(12,000)		(582,838)
Equity in earnings of subsidiaries							
Net income (loss)	(1,446,292)	463,287	412,167		(12,000)		(582,838)
R/E (deficit) begin of period	(3,218,680)	(1,182,866)	(6,442,882)	(16,772)	(450,040)	212,675	(11,098,565)
Dividends from (advances to) subs	(2,750,000)	(1,000,000)	(1,000,000)	16,772	450,040		(4,283,188)
R/E (deficit) end of period	(7,414,972)	(1,719,579)	(7,030,715)			200,675	(15,964,591)

LEHIGH CORPORATION AND SUBSIDIARIES CONSOLIDATING BALANCE SHEET AS OF  
INCOME STATEMENT FOR THE 12 MONTHS ENDED

31-Dec-95  
31-Dec-95

	HOME AT LEHIGH, INC. (98% ownership)	LEHIGH BUILDING SUPPLY, INC.	OTHER LEHIGH CORPORATION SUBSIDIARIES	LEHIGH CORPORATION	ELIMINATIONS	TOTAL LEHIGH CORPORATION AND SUBSIDIARIES
<b>Revenues:</b>						
Lots with roads only				1,598,332		1,598,332
Builder lots (serviced)	46,506			878,281		924,787
Less estimated uncollectible sales				(168,436)		(168,436)
Net homesite sales	46,506			2,308,177		2,354,683
Commercial/bulk land sales				4,275,949		4,275,949
Timeshare sales				68,735		68,735
Residential sales	2,605,011					2,605,011
Discount earned on acquired receivables				1,012,012		1,012,012
<b>Bargain differential earned:</b>						
Lots with roads only						
Builder lots (serviced)						
Timeshare						
Commercial/bulk land						
Receivables						
Property and equipment						
Total bargain differential earned						
Finance income				1,009,882	(19,024)	990,858
Operating revenues - subsidiaries	46,383	805,402	1,719,367		(300,132)	2,271,020
Other revenues			(100,000)	(263,676)	(117,298)	(480,974)
Total revenues	2,697,900	805,402	1,619,367	8,411,079	(436,454)	13,097,294
<b>Cost of Sales:</b>						
Lots with roads only				569,405		569,405
Builder lots (serviced)				394,683		394,683
Commercial/bulk land sales				1,657,274		1,657,274
Timeshare sales				13,141		13,141
Residential sales	2,414,099					2,414,099
Total cost of sales	2,414,099			2,634,503		5,048,602
<b>Expenses:</b>						
Selling expenses	138,765		162,560	1,789,047		2,090,372
Property taxes		19,163	66,088	1,197,686		1,282,937
General and administrative expenses	305,533			2,491,371		2,796,904
Operating expenses - subsidiaries		941,357	1,508,811		(300,132)	2,150,036
Other expenses				1,294,486	(117,298)	1,177,188
Depreciation	39,692	32,405	71,302	185,340	(1,836)	326,903
Interest expense		5,832	37,722	1,492	(19,024)	26,022
Total expenses	483,990	998,757	1,846,483	6,959,422	(438,290)	9,850,362
Income (loss) before income taxes, minority interest, and equity in earnings of subsidiaries	(200,189)	(193,355)	(227,116)	(1,182,846)	1,836	(1,801,670)
Provision for (reduction) income taxes:						
Current	(65,300)	(13,900)	(155,500)	(963,957)		(1,198,657)
Deferred				812,708		812,708
	(65,300)	(13,900)	(155,500)	(151,249)		(385,949)
Income (loss) before minority interest and equity in earnings of consolidated subsidiaries	(134,889)	(179,455)	(71,616)	(1,031,597)	1,836	(1,415,721)
Minority interest	4,004		(34,575)			(30,571)
Net income (loss) before equity in earnings of consolidated subsidiaries	(130,885)	(179,455)	(106,191)	(1,031,597)	1,836	(1,446,292)
Equity in earnings of subsidiaries				3,335,977	(3,335,977)	
Net income (loss)	(130,885)	(179,455)	(106,191)	2,304,380	(3,334,141)	(1,446,292)
R/E (deficit) begin of period	(260,479)	(379,284)	(2,407,400)	23,591,442	(23,762,959)	(3,218,680)
Dividends from (advances to) subs			(62,118)	(2,750,000)	62,118	(2,750,000)
R/E (deficit) end of period	(391,364)	(558,739)	(2,575,709)	23,145,822	(27,034,982)	(7,414,972)



	OTHER LEHIGH CORPORATION SUBSIDIARIES CONSOLIDATING BALANCE SHEET AS OF					31-Dec-95
	INCOME STATEMENT FOR THE					31-Dec-95
	12 MONTHS ENDED					
	LEHIGH LAND & INVESTMENT, INC.	CLIFFSIDE PROPERTIES INC.	NEWS-STAR PUBLICATIONS INC. (60% ownership)	ABLE LAND SERVICES, INC. (94% ownership)	ENTERPRISE LEHIGH, INC. (80% ownership)	TOTAL OTHER LEHIGH CORPORATION SUBSIDIARIES
Revenues:						
Lots with roads only						
Builder lots (serviced)						
Less estimated uncollectible sales						
Net homesite sales						
Commercial/bulk land sales						
Timeshare sales						
Residential sales						
Discount earned on acquired receivables						
Bargain differential earned:						
Lots with roads only						
Builder lots (serviced)						
Timeshare						
Commercial/bulk land						
Receivables						
Property and equipment						
Total bargain differential earned						
Finance income						
Operating revenues - subsidiaries	39,500	5,800	755,401	918,666		1,719,367
Other revenues	(100,000)					(100,000)
Total revenues	(60,500)	5,800	755,401	918,666		1,619,367
Cost of Sales:						
Lots with roads only						
Builder lots (serviced)						
Commercial/bulk land sales						
Timeshare sales						
Residential sales						
Total cost of sales						
Expenses:						
Selling expenses	162,560					162,560
Property taxes	48,508		2,751	14,829		66,088
General and administrative expenses						
Operating expenses - subsidiaries	11,568	3,264	570,558	923,206	215	1,508,811
Other expenses						
Depreciation			27,266	44,036		71,302
Interest expense	22,905	269	717	13,831		37,722
Total expenses	245,541	3,533	601,292	995,902	215	1,846,483
Income (loss) before income taxes, minority interest, and equity in earnings of subsidiaries	(306,041)	2,267	154,109	(77,236)	(215)	(227,116)
Provision for (reduction) income taxes:						
Current	(66,200)	(104,200)	53,000	(38,000)	(100)	(155,500)
Deferred						
Total	(66,200)	(104,200)	53,000	(38,000)	(100)	(155,500)
Income (loss) before minority interest and equity in earnings of consolidated subsidiaries	(239,841)	106,467	101,109	(39,236)	(115)	(71,616)
Minority interest			(37,354)	2,736	43	(34,575)
Net income (loss) before equity in earnings of consolidated subsidiaries	(239,841)	106,467	63,755	(36,500)	(72)	(106,191)
Equity in earnings of subsidiaries						
Net income (loss)	(239,841)	106,467	63,755	(36,500)	(72)	(106,191)
R/E (deficit) begin of period	(2,493,554)	(70,320)	111,125	45,634	(285)	(2,407,400)
Dividends from (advances to) subs			(62,118)			(62,118)
R/E (deficit) end of period	(2,733,395)	36,147	112,762	9,134	(357)	(2,575,709)

HEATER UTILITIES, INC.  
CONSOLIDATED BALANCE SHEET  
FOR THE YEAR ENDED DECEMBER 31, 1995

	HEATER UTILITIES	HEATER OF SEABROOK	BROOKWOOD WATER CORP.	UPSTATE HEATER	ELIMINATIONS	TOTAL
<b>ASSETS</b>						
<b>PROPERTY AND EQUIPMENT</b>						
Utility plant	35,660,979	8,269,964	7,417,632	1,350,319		52,698,894
Non utility property	40,295					40,295
	-----	-----	-----	-----	-----	-----
	35,701,274	8,269,964	7,417,632	1,350,319	0	52,739,189
	-----	-----	-----	-----	-----	-----
Less:						
Acquisition adjustment (net)	(4,728,591)	55,970	71,509	(115,456)		(4,716,568)
Accumulated depreciation	(9,776,935)	(2,087,686)	(2,231,806)	(355,258)		(14,451,685)
	-----	-----	-----	-----	-----	-----
	(14,505,526)	(2,031,715)	(2,160,297)	(470,714)	0	(19,168,253)
	-----	-----	-----	-----	-----	-----
<b>INVESTMENTS</b>						
Other Investments	154,962					154,962
Investments In Subs	3,379,082				(3,379,082)	0
	-----	-----	-----	-----	-----	-----
	3,534,043	0	0	0	(3,379,082)	154,962
	-----	-----	-----	-----	-----	-----
<b>CURRENT ASSETS</b>						
Cash	683,279	1,968	4,355	5772		695,374
Working funds	4,859			805		5,664
Investment in CD's	323,964	100,284	30,000	50,000		504,248
Customer accounts receivable	611,902	214,520	169,041	38,688		1,034,151
less allowances for doubtful accounts	(21,548)	(5,648)	(2,146)	(1,853)		(31,193)
Notes receivable	4,539,127	13,148	8,954		(4,507,413)	53,816
Other accounts receivable	105,277	562	3,689	0	35,082	144,610
Accts. receivable from Assoc. Companies	428,736				(428,736)	0
Installation materials and supplies	336,586	37,731	31,538	11,661		417,516
Prepaid expenses	894,726	423,075	141,262	48,300		1,507,363
Other current and accrued assets			950			950
	-----	-----	-----	-----	-----	-----
TOTAL CURRENT ASSETS	7,906,908	785,638	387,644	153,374	(4,901,067)	4,332,498
	-----	-----	-----	-----	-----	-----
<b>REGULATORY ASSETS</b>						
			1,320	1,070		2,390
<b>TOTAL ASSETS</b>	<u>32,636,698</u>	<u>7,023,887</u>	<u>5,646,299</u>	<u>1,034,050</u>	<u>(8,280,148)</u>	<u>38,060,785</u>

HEATER UTILITIES, INC.  
CONSOLIDATED BALANCE SHEET  
FOR THE YEAR ENDED DECEMBER 31, 1995

	HEATER UTILITIES	HEATER OF SEABROOK	BROOKWOOD WATER CORP.	UPSTATE HEATER	ELIMINATIONS	TOTAL
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
<b>SHAREHOLDERS' EQUITY</b>						
Capital stock, par value \$1.00 per share--authorized 13,500 shares, issued and outstanding 13,500 shares	13,500	1,000	7,500	1,000	(9,500)	13,500
Additional paid in capital	5,826,750	2,119,446	213,428	464,864	(2,797,738)	5,826,750
Retained Earnings	3,073,044	(210,050)	933,145	(103,768)	(571,843)	3,120,528
	<u>8,913,294</u>	<u>1,910,396</u>	<u>1,154,074</u>	<u>362,096</u>	<u>(3,379,082)</u>	<u>8,960,778</u>
<b>LONG-TERM DEBT</b>	<b>13,702,600</b>	<b>2,578,526</b>	<b>1,400,961</b>	<b>527,926</b>	<b>(4,507,413)</b>	<b>13,702,600</b>
<b>CURRENT LIABILITIES</b>						
Accounts payable to vendors	949,076	192,341	75,775	23,023		1,240,216
Accts. payable to Assoc. Companies	1,083	(88,595)	472,703	8,463	(393,654)	0
Accounts payable to MP&L	513,538	0	0	0		513,538
Income taxes payable - Federal	(115,249)	76,483	21,282	(7,941)	0	(25,424)
Income taxes payable - State	(37,448)	15,636	191	175		(21,446)
Taxes other than income	56,574	4,067	16,503	3,105		80,249
Customer deposits	70,440	117	152,738	9		223,304
Other accrued expenses	475,151	272,543	64,112	1,778		813,585
Current portion of long-term debt	8,000					8,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>1,921,165</b>	<b>472,592</b>	<b>803,305</b>	<b>28,613</b>	<b>(393,654)</b>	<b>2,832,021</b>
<b>C.I.A.C</b>	<b>9,605,789</b>	<b>2,078,710</b>	<b>2,536,381</b>	<b>89,529</b>		<b>14,310,409</b>
<b>ACCUM. DEFERRED INC. TAXES</b>	<b>(1,510,371)</b>	<b>(13,558)</b>	<b>(250,113)</b>	<b>25,521</b>		<b>(1,748,521)</b>
<b>REGULATORY LIABILITIES</b>	<b>4,221</b>	<b>(2,779)</b>	<b>1,692</b>	<b>364</b>		<b>3,498</b>
<b>TOTAL LIABILITIES</b>	<b>32,636,698</b>	<b>7,023,887</b>	<b>5,646,299</b>	<b>1,034,050</b>	<b>(8,280,148)</b>	<b>38,060,785</b>

HEATER UTILITIES, INC.  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 1995

	HEATER UTILITIES	HEATER OF SEABROOK	BROOKWOOD WATER CORP.	UPSTATE HEATER	TOTAL
Operating Revenues					
Water	\$5,591,312	\$ 747,922	\$1,446,321	\$ 345,494	\$8,131,049
Sewer	501,454	548,088			1,049,542
Other	130,762	78,676	86,845	27,818	324,101
Total Operating Revenues	6,223,528	1,374,687	1,533,166	373,312	9,504,693
Operating Revenue Deductions					
Operations and Maintenance	2,233,998	494,100	450,734	160,897	3,339,729
Administrative and General	1,304,942	238,878	399,406	111,650	2,054,876
Taxes Other Than Income	324,348	31,007	88,189	10,118	453,662
Property Taxes	121,937	95,897	20,516	19,609	257,960
Depreciation	1,006,177	176,358	184,133	47,728	1,414,397
Total Operating Revenue Deductions	4,991,403	1,036,240	1,142,979	350,003	7,520,624
Income From Operations	1,232,126	338,446	390,187	23,309	1,984,068
Other Income					
Interest Income	72,370	23,924	10,984	6598	113,876
Other Non-Utility income	242,218	37,830	49,093	3261	332,402
Other Income Deductions					
Interest Expense	764,132	234,559	126,644	48,023	1,173,358
Other Non-Utility Deductions	38,066	1,580	2,906	95	42,646
Total Other Income and Income Deductions	487,610	174,384	69,473	38,259	769,727
Net Income (Loss) Before Income Taxes	744,516	164,062	320,714	(14,950)	1,214,342
Estimated Income Taxes	290,126	41,747	134,237	(10,955)	455,155
Net Profit (Loss)	\$ 454,389	\$ 122,315	\$ 186,477	\$ (3,995)	\$ 759,186

ADESA CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	ADHD	ADSA
<b>ASSETS</b>				
<b>CURRENT ASSETS (A)</b>				
CASH -110	20,143,001	0	1	20,143,000
ACCOUNTS RECEIVABLE				
MINNESOTA POWER -432	452,501	452,500-	452,501	452,500
ADESA -431	1-	597,365-	597,364	0
OTHER -409	0	0	0	0
TRADE -321	75,345,000	0	0	75,345,000
ALLOWANCE-DOUBT ACCTS-322	2,418,000-	0	0	2,418,000-
INVENTORY -700	4,332,000	0	0	4,332,000
NOTES RECEIVABLE -310	0	20,000,000-	20,000,000	0
PREPAYMENTS -700	2,699,325	0	62,325	2,637,000
OTHER CURRENT ASSETS -900	0	0	0	0
<b>TOTAL CURRENT ASSETS</b>	<b>100,553,826</b>	<b>21,049,865-</b>	<b>21,112,191</b>	<b>100,491,500</b>
INVESTMENTS IN SUB -N200	0	171,204,078-	171,204,078	0
AUTO PLANT - NET -N550-N600	85,313,000	0	0	85,313,000
CWIP -U711	38,319,000	0	0	38,319,000
DEFERRED COST -H200	363,000	0	0	363,000
GOODWILL -N701	120,159,483	0	413,483	119,746,000
GOODWILL AMORTIZATION -N710	1,509,000-	0	0	1,509,000-
INTANGIBLE ASSETS -N703	13,898,000	0	0	13,898,000
INTANGIBLE AMORTIZATION -N711	802,000-	0	0	802,000-
<b>TOTAL ASSETS</b>	<b>356,295,309</b>	<b>192,253,943-</b>	<b>192,729,752</b>	<b>355,819,500</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>				
<b>CURRENT LIABILITIES (L)</b>				
ACCOUNTS PAYABLE				
ADESA -321	0	21,049,865-	452,500	20,597,365
MINNESOTA POWER -322	1,053,257	0	1,053,257	0
OTHER -310	42,514,484	0	0	42,514,484
CURRENT MATURITIES -200	5,173,000	0	0	5,173,000
NOTES PAYABLE -100	32,415,000	0	0	32,415,000
ACC INCOME TAXES -401-450	259,420-	0	55,420-	204,000-
ACCRUED OTH LIAB -930	4,734,000	0	0	4,734,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>85,630,321</b>	<b>21,049,865-</b>	<b>1,450,337</b>	<b>105,229,849</b>
LONG TERM DEBT -D700	56,781,000	0	0	56,781,000
DEFERRED INCOME TAXES -F100	1,230,000	0	0	1,230,000
MINORITY INTEREST -F900	21,551,572	20,051,572	0	1,500,000
<b>TOTAL LIABILITIES</b>	<b>165,192,893</b>	<b>998,293-</b>	<b>1,450,337</b>	<b>164,740,849</b>
<b>STOCKHOLDER'S EQUITY</b>				
COMMON STOCK, WITHOUT PAR				
XXXX SHARES AUTHORIZED				
ISSUED AND OUTST -C090	191,317,310	190,590,651-	191,317,310	190,590,651
RET EARNINGS -C400-INCELIM	37,894-	664,999-	37,895-	665,000
CUM TRANSLATION ADJ -216	177,000-	0	0	177,000-
<b>TOTAL STOCKHOLDER'S EQ</b>	<b>191,102,416</b>	<b>191,255,650-</b>	<b>191,279,415</b>	<b>191,078,651</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>356,295,309</b>	<b>192,253,943-</b>	<b>192,729,752</b>	<b>355,819,500</b>

ADESA CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	ADHD	ADSA
	-----	-----	-----	-----
<b>INCOME</b>				
AUTO REDISTRIBUTION -T900	61,254,000	0	0	61,254,000
EQUITY IN SUB EARNINGS-T200	1	300,251-	300,252	0
INTEREST -T300	306,000	305,104-	305,104	306,000
MISCELLANEOUS -T500	0	0	0	0
	-----	-----	-----	-----
TOTAL INCOME	61,560,001	605,355-	605,356	61,560,000
	-----	-----	-----	-----
<b>EXPENSES</b>				
DIRECT AUCTION -T512	25,173,000	0	0	25,173,000
MAINTENANCE -E405	796,000	0	0	796,000
PROPERTY TAXES -E610	824,000	0	0	824,000
DEPRECIATION/AMORT -T590	4,367,000	0	0	4,367,000
INTEREST I100-I340	674,896	305,104-	0	980,000
ADM AND GENERAL -E310	28,155,672	0	698,672	27,457,000
	-----	-----	-----	-----
TOTAL EXPENSES	59,990,568	305,104-	698,672	59,597,000
	-----	-----	-----	-----
INCOME (LOSS) BEFORE TAXES	1,569,433	300,251-	93,316-	1,963,000
MINORITY INTEREST -T511	364,748-	364,748-	0	0
INC TX (EXP)BEN E700-T400/600	1,242,580-	0	55,420	1,298,000-
	-----	-----	-----	-----
NET INCOME (LOSS)	37,895-	664,999-	37,896-	665,000
	=====	=====	=====	=====

ADESA CORPORATION

Consolidating financial statements for ADESA Corporation have been excluded from this exhibit due to the competitive nature of the information.

RENDFIELD CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	REND	UTIL
<b>NONUTIL PROP &amp; INVESTMENTS(N)</b>				
NONUTILITY & OTHER				
NONUTILITY PLANT -100	468,230	0	468,230	0
ACCUM DEPR-NONUTIL-600	0	0	0	0
OTHER -950	0	0	0	0
SECURITIES INVEST - 900	0	0	0	0
EQUITY INVESTMENTS - 910	0	0	0	0
INVEST IN SUBSIDIARIES-200	0	5,708,187	5,708,187-	0
<b>TOTAL NONU PROP &amp; INVEST</b>	<b>468,230</b>	<b>5,708,187</b>	<b>5,239,957-</b>	<b>0</b>
<b>CURRENT ASSETS (A)</b>				
CASH				
CASH -110	2,362	0	2,362	0
OTHER ACCOUNTS RECEIVABLE				
NOTES RECEIVABLE -310	0	0	0	0
OTHER ACCOUNTS REC -409	0	0	0	0
ACCTS REC FROM ASSOC -432	7,802,675	17,115,320-	19,016,925	5,901,070
OTHER CURRENT ASSETS -900	0	0	0	0
<b>TOTAL CURRENT ASSETS</b>	<b>7,805,037</b>	<b>17,115,320-</b>	<b>19,019,287</b>	<b>5,901,070</b>
ACCUM DEF INC TAXES H-254				
OTHER -200	171,062	0	171,062	0
<b>TOTAL DEFERRED DEDITS</b>	<b>182,775</b>	<b>0</b>	<b>182,775</b>	<b>0</b>
<b>TOTAL ASSETS</b>	<b>8,456,042</b>	<b>11,407,133-</b>	<b>13,962,105</b>	<b>5,901,070</b>
<b>CAPITALIZATION</b>				
COMMON EQUITY (C)				
COMMON STK&PD IN CAP-090	4,487,500	6,397,500-	4,487,500	6,397,500
CAPITAL STOCK EXP-300	0	0	0	0
RETAINED EARNINGS-400	11,432,534-	12,105,687	11,432,534-	12,105,687-
LONG-TERM DEBT D-700	0	0	0	0
<b>TOTAL CAPITALIZATION</b>	<b>6,945,034-</b>	<b>5,708,187</b>	<b>6,945,034-</b>	<b>5,708,187-</b>
<b>CURRENT LIABILITIES (L)</b>				
CURRENT MATURITITES - 200				
ACCOUNTS PAYABLE	194,924	0	194,924	0
ACCOUNTS PAY TO ASSOC-322	15,705,073	17,115,320-	21,606,143	11,214,250
ACCRUED TAXES				
FEDERAL INCOME TAXES -401	278,780	0	2,274,330	1,995,550-
STATE INCOME TAXES -450	786,037-	0	235,990	1,022,027-
OTHER ACCRUED TAXES -500	6,877	0	6,877	0
MISC CURRENT LIAB -930	0	0	3,412,584-	3,412,584
<b>TOTAL CURRENT LIABILITIE</b>	<b>15,399,617</b>	<b>17,115,320-</b>	<b>20,905,680</b>	<b>11,609,257</b>
ACCUM DEF INC TAXES F-100				
	1,459	0	1,459	0
<b>TOTAL LIAB &amp; CAPITALIZATION</b>	<b>8,456,042</b>	<b>11,407,133-</b>	<b>13,962,105</b>	<b>5,901,070</b>



REDFIELD CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	REND	UTIL
OTHER INCOME & DEDUCTIONS (T)				
EQUITY IN EARN OF SUBS -200	0	5,143,558	5,143,558-	0
ALLOW FOR FUNDS-EQUITY -100	0	0	0	0
INVESTMENT INCOME -300	153,035	0	7,514	145,522
EARNINGS FROM REACHALL -542	5,615,472-	0	2,912,584	8,528,056-
ALLOW-GAIN ON CAP SALE -543	0	0	0	0
OTHER MISCELLANEOUS INC-500	261,095-	0	35,212-	225,882-
INCOME TAXES - INVEST -400	63,310-	0	3,110-	60,200-
- MISC -600	2,860,790	0	827,061-	3,687,851
TOTAL OTHER INC & DEDUCT	2,926,052-	5,143,558	3,088,843-	4,980,765-
INCOME BEFORE INTEREST CHARGE	2,926,052-	5,143,558	3,088,843-	4,980,765-
OTHER INTEREST EXPENSE	1,041,519	0	878,727	162,792
NET INCOME	3,967,571-	5,143,558	3,967,570-	5,143,557-

SYNERTEC CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	SYNR	CNSR	
<b>ASSETS</b>					
<b>CURRENT ASSETS (A)</b>					
CASH	-110	673,247	0	673,247	0
RESTRICTED CASH	-115	0	0	0	0
<b>ACCOUNTS RECEIVABLE</b>					
MINNESOTA POWER	-433	19,580,500	0	19,580,500	0
SUP REC FIB CORP	-436	0	0	0	0
OTHER	-409	20,277	0	20,277	0
NOTES RECEIVABLE - SRF	-310	0	0	0	0
INVENTORY	-610	0	0	0	0
PREPAYMENTS	-700	0	0	0	0
<b>TOTAL CURRENT ASSETS</b>		<b>20,274,024</b>	<b>0</b>	<b>20,274,024</b>	<b>0</b>
INVESTMENTS IN SUB	-N200	0	0	0	0
LEASE RECEIVABLE	-N950	0	0	0	0
DEFERRED COST	-H200	0	0	0	0
CWIP AND OTH ASSETS -N100-600		7,401	0	7,401	0
<b>TOTAL ASSETS</b>		<b>20,281,425</b>	<b>0</b>	<b>20,281,425</b>	<b>0</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>					
<b>CURRENT LIABILITIES (L)</b>					
<b>ACCOUNTS PAYABLE</b>					
MINNESOTA POWER	-321	13,830,253	0	13,830,253	0
SUP REC FIB CORP	-322	0	0	0	0
OTHER	-310	0	0	0	0
CURRENT MATURITIES	-200	0	0	0	0
NOTES PAY-LSPI FIBER	-100	0	0	0	0
NOTES PAYABLE - MP	-101	0	0	0	0
ACC INCOME TAXES -401-450		1,750,034	0	1,750,034	0
ACCRUED OTHER TAXES	-500	0	0	0	0
ACCRUED INT PAY	-610	0	0	0	0
ACCRUED OTH LIAB	-930	0	0	0	0
<b>TOTAL CURRENT LIABILITIES</b>		<b>15,580,287</b>	<b>0</b>	<b>15,580,287</b>	<b>0</b>
LONG TERM DEBT	-D700	0	0	0	0
DEFERRED INCOME TAXES	-F100	1,762	0	1,762	0
MINORITY INTEREST	-F900	0	0	0	0
<b>TOTAL LIABILITIES</b>		<b>15,582,049</b>	<b>0</b>	<b>15,582,049</b>	<b>0</b>
<b>STOCKHOLDER'S EQUITY</b>					
<b>COMMON STOCK, WITHOUT PAR</b>					
5000 SHARES AUTHORIZED					
ISSUED AND OUTST -C090		5,074,217	0	5,074,217	0
RET EARNINGS -C400-INCELIM		374,841-	0	374,841-	0
<b>TOTAL STOCKHOLDER'S EQ</b>		<b>4,699,376</b>	<b>0</b>	<b>4,699,376</b>	<b>0</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>		<b>20,281,425</b>	<b>0</b>	<b>20,281,425</b>	<b>0</b>

SYNERTEC CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	SYNR	CNSR
	-----	-----	-----	-----
<b>INCOME</b>				
PULP REVENUE -T520	42,348,016	0	0	42,348,016
EQUITY IN SUB EARNINGS-T200	0	6,796,343-	6,796,343	0
INTEREST -T300	647,201	0	34,752	612,449
MISCELLANEOUS -T535	9,364,167	0	9,364,167	0
	-----	-----	-----	-----
TOTAL INCOME	52,359,384	6,796,343-	16,195,262	42,960,465
	-----	-----	-----	-----
<b>EXPENSES</b>				
PULP VARIABLE COSTS -T539	32,037,435	0	0	32,037,435
PULP FIXED COSTS -T540	4,777,731	0	0	4,777,731
DEPRECIATION -T595	2,257,232	0	9,510	2,247,722
LABOR -T563	386,631	0	265,210	121,421
INTEREST -I100-I340	1,601,279	0	0	1,601,279
PROPERTY TAXES -T570	139,797	0	0	139,797
MISCELLANEOUS -T562	1,566,146	0	875,832	690,314
	-----	-----	-----	-----
TOTAL EXPENSES	42,766,251	0	1,150,552	41,615,699
	-----	-----	-----	-----
INCOME (LOSS) BEFORE TAXES	9,593,133	6,796,343-	15,044,710	1,344,766
MINORITY INTEREST -T511	507,703	0	0	507,703
INC TAX (EXP) BENEF -T401-420	4,121,789-	0	9,065,663-	4,943,874
T610 620 640 650	0	0	0	0
	-----	-----	-----	-----
NET INCOME (LOSS)	5,979,047	6,796,343-	5,979,047	6,796,343
	=====	=====	=====	=====

SUPERIOR RECYCLED FIBER CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	SRFC	SRJV
<b>ASSETS</b>				
CURRENT ASSETS (A)				
CASH	-110	0	0	0
RESTRICTED CASH	-115	0	0	0
ACCOUNTS RECEIVABLE				
ASSOCIATED COMPANIES	-436	0	0	0
OTHER	-409	0	0	0
NOTES RECEIVABLE	-310	0	0	0
INVENTORY	-610	0	0	0
PREPAYMENTS	-700	0	0	0
<b>TOTAL CURRENT ASSETS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
INVEST IN JOINT VENTURE	-N200	0	0	0
DEFERRED COST	-H200	0	0	0
NONUTILITY PLANT	-N100	0	0	0
ACCUMULATED DEPRECIATION	-N600	0	0	0
OTHER ASSETS	N-N950	0	0	0
<b>TOTAL ASSETS</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>				
CURRENT LIABILITIES (L)				
ACCOUNTS PAYABLE				
ASSOC COMPANIES	-322	0	0	0
OTHER	-310	0	0	0
CURRENT MATURITIES	-200	0	0	0
NOTES PAYABLE	-100	0	0	0
ACCR INC TAXES	-401-450	0	0	0
ACCRUED OTHER TAXES	-500	0	0	0
ACCRUED INTEREST	-610	0	0	0
<b>TOTAL CURRENT LIABILITIES</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
LONG TERM DEBT	-D700	0	0	0
DEFERRED INCOME TAXES	-F100	0	0	0
MINORITY INTEREST	-F900	0	0	0
OTH DEFERRED CREDITS	-F920	0	0	0
<b>TOTAL LIABILITIES</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
STOCKHOLDER'S EQUITY				
COMMON STOCK, WITHOUT PAR, 50 SHARES ISSUED AND OUTSTANDING				
	-C090	0	0	0
RET EARNINGS	-C400-INCELIM	0	0	0
<b>TOTAL STOCKHOLDER'S EQUITY</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

SUPERIOR RECYCLED FIBER CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	SRFC	SRJV
	-----	-----	-----	-----
<b>INCOME</b>				
PULP REVENUE -T520	42,348,016	27,913,280-	33,511,018	36,750,278
EQUITY IN JV EARNINGS -T200	0	1,740,019	1,740,019-	0
INTEREST -T300	612,449	0	407,765	204,684
MISCELLANEOUS -T535	0	0	0	0
	-----	-----	-----	-----
TOTAL INCOME	42,960,465	26,173,261-	32,178,764	36,954,962
	-----	-----	-----	-----
<b>EXPENSES</b>				
COST OF PULP -T565	0	27,913,280-	27,913,280	0
PULP VARIABLE COSTS -T539	31,697,017	0	0	31,697,017
PULP FIXED COSTS -T540	5,118,149	0	0	5,118,149
DEPRECIATION -T590,T595	2,247,722	0	0	2,247,722
LABOR -T563	121,421	0	121,421	0
INTEREST -I100	1,601,279	0	1,601,279	0
PROPERTY TAXES -T570	139,797	0	0	139,797
MISCELLANEOUS -T562	690,314	0	690,314	0
	-----	-----	-----	-----
TOTAL EXPENSES	41,615,699	27,913,280-	30,326,294	39,202,685
	-----	-----	-----	-----
INCOME (LOSS) BEFORE TAXES	1,344,766	1,740,019	1,852,470	2,247,723-
MINORITY INTEREST -T511	507,703	507,703	0	0
INCOME TAX (EXPENSE) BENEFIT -T410,420,610,620	4,943,874	0	4,943,874	0
	-----	-----	-----	-----
NET INCOME (LOSS)	6,796,343	2,247,722	6,796,344	2,247,723-
	=====	=====	=====	=====

UPPER MINNESOTA PROPERTIES CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	UMPI	IRV	MEAD
<b>NONUTIL PROP &amp; INVESTMENTS(N)</b>					
NONUTILITY & OTHER					
NONUTILITY PLANT -100	4,176,156	0	0	4,176,156	0
ACCUM DEPR-NONUTIL-600	197,664-	0	0	161,313-	36,350-
OTHER -950	740,808	0	0	0	740,808
SECURITIES INVEST - 900	0	0	0	0	0
INVEST IN SUBSIDIARIES-200	1	2,813,919-	2,813,919	0	0
<b>TOTAL NONU PROP &amp; INVEST</b>	<b>4,719,301</b>	<b>2,813,919-</b>	<b>2,813,919</b>	<b>4,014,843</b>	<b>704,458</b>
<b>CURRENT ASSETS (A)</b>					
CASH -110	36,821	0	435	20,763	15,623
TEMP CASH INV-A200	15,000	0	0	0	15,000
OTHER ACCOUNTS RECEIVABLE					
NOTES RECEIVABLE -310	0	0	0	0	0
OTHER ACCOUNTS REC -409	80,026	0	79,599	0	428
ACCTS REC FROM ASSOC -432	1,771,776	785,428-	2,065,466	390,511	101,227
PREPAYMENTS -700	10,953	0	0	10,953	0
<b>TOTAL CURRENT ASSETS</b>	<b>1,914,576</b>	<b>785,428-</b>	<b>2,145,500</b>	<b>422,227</b>	<b>132,278</b>
ACCUM DEF INC TAXES H-254					
OTHER -200	65,018	0	0	56,303	8,715
<b>TOTAL DEFERRED DEBITS</b>	<b>65,018</b>	<b>0</b>	<b>0</b>	<b>56,303</b>	<b>8,715</b>
<b>TOTAL ASSETS</b>	<b>6,698,895</b>	<b>3,599,347-</b>	<b>4,959,419</b>	<b>4,493,373</b>	<b>845,451</b>
<b>CAPITALIZATION</b>					
COMMON STK&PD IN CAP-090	3,324,189	2,134,189-	3,324,189	2,099,074	35,115
RETAINED EARNINGS-400	647,809	679,730-	647,809	626,305	53,425
LONG-TERM DEBT D-700	2,605,629	0	0	2,006,837	598,792
<b>TOTAL CAPITALIZATION</b>	<b>6,577,627</b>	<b>2,813,919-</b>	<b>3,971,998</b>	<b>4,732,216</b>	<b>687,332</b>
<b>CURRENT LIABILITIES (L)</b>					
CURRENT MATURITITES - 200	162,135	0	0	99,675	62,460
ACCOUNTS PAYABLE	24,815	0	17,269	2,746	4,800
ACCOUNTS PAY TO ASSOC-322	362,880	785,428-	854,618	191,245	102,445
ACCRUED TAXES					
FEDERAL INCOME TAXES -401	882,116-	0	5,010	841,333-	45,793-
STATE INCOME TAXES -450	30,700-	0	190	23,590-	7,300-
OTHER ACCRUED TAXES -500	12,743	0	0	5,151	7,592
MISC CUR LIABILITY 910	110,334	0	110,334	0	0
INTEREST ACCRUED - 610	57,101	0	0	33,063	24,038
<b>TOTAL CURRENT LIABILITIES</b>	<b>182,808-</b>	<b>785,428-</b>	<b>987,421</b>	<b>533,043-</b>	<b>148,242</b>
ACCUM DEF INC TAXES F-100					
MINORITY INTEREST F-900	302,360	0	0	294,200	8,160
	1,715	0	0	0	1,715
<b>TOTAL LIAB &amp; CAPITALIZATION</b>	<b>6,698,894</b>	<b>3,599,347-</b>	<b>4,959,419</b>	<b>4,493,373</b>	<b>845,449</b>

UPPER MINNESOTA PROPERTIES CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

		CONSOLIDATED	ELIMINATIONS	UMPI	IRV	MEAD
		-----	-----	-----	-----	-----
<b>INCOME</b>						
EQUITY IN SUB EARNS	-T200	1	147,338-	147,339	0	0
RENTAL- RESIDENTIAL	-T700	236,098	0	0	197,454	38,644
MISCELLANEOUS	-T710	8,314	0	0	7,552	763
INVESTMENT	-T300	26,154	12,276-	27,220	10,782	428
		-----	-----	-----	-----	-----
		270,567	159,614-	174,559	215,788	39,835
		-----	-----	-----	-----	-----
<b>EXPENSES</b>						
MAINTENANCE	-T800	27,396	0	0	22,724	4,672
UTILITIES	-T830	54,581	0	0	43,679	10,903
INSURANCE	-T840	11,414	0	0	9,195	2,219
DEPRECIATION	-T595	137,002	0	0	116,125	20,877
INTEREST	-I100	213,809	12,276-	12,276	170,068	43,741
OPERATIONS	-T860	55,428	0	0	48,643	6,785
PROPERTY TAXES	-T850	20,228	0	0	10,309	9,920
ADMINISTRATIVE	-T531	6,120	0	4,997	618	506
LABOR	-T532	13,545	0	8,010	2,847	2,688
		-----	-----	-----	-----	-----
		539,523	12,276-	25,283	424,208	102,311
		-----	-----	-----	-----	-----
<b>INCOME (LOSS) BEFORE TAXES AND MINORITY INTEREST</b>						
		268,956-	147,338-	149,276	208,420-	62,476-
INCOME TAX (EXPENSE) BENEFIT		417,291	0	799-	332,957	85,133
MINORITY INTEREST		143	0	0	0	143
		-----	-----	-----	-----	-----
<b>NET INCOME</b>		<b>148,478</b>	<b>147,338-</b>	<b>148,477</b>	<b>124,537</b>	<b>22,800</b>
		=====	=====	=====	=====	=====

MINNESOTA PULP CONSOLIDATED BALANCE SHEET  
DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	MNPI	MNP2
	-----	-----	-----	-----
NONUTIL PROP & INVESTMENTS(N)				
NONUTILITY & OTHER				
NONUTILITY PLANT -100	0	0	0	0
ACCUM DEPR-NONUTIL-600	0	0	0	0
SECURITIES INVEST - 900	0	0	0	0
EQUITY INVESTMENTS - 910	0	0	0	0
INVEST IN SUBSIDIARIES-200	0	11,086,680-	11,086,680	0
	-----	-----	-----	-----
TOTAL NONU PROP & INVEST	0	11,086,680-	11,086,680	0
	-----	-----	-----	-----
CURRENT ASSETS (A)				
CASH -110	32,259	0	6,234	26,026
OTHER ACCOUNTS RECEIVABLE				
NOTES RECEIVABLE -310	0	0	0	0
OTHER ACCOUNTS REC -409	1,400	0	0	1,400
ACCTS REC FROM ASSOC -432	13,311,993	15,450,102-	15,591,030	13,171,065
	-----	-----	-----	-----
TOTAL CURRENT ASSETS	13,345,652	15,450,102-	15,597,264	13,198,491
	-----	-----	-----	-----
ACCUM DEF INC TAXES H-254	0	0	0	0
OTHER -200	0	0	0	0
	-----	-----	-----	-----
TOTAL DEFERRED DEBITS	0	0	0	0
	-----	-----	-----	-----
TOTAL ASSETS	13,345,652	26,536,782-	26,683,944	13,198,491
	=====	=====	=====	=====
CAPITALIZATION				
COMMON STK&PD IN CAP-090	10,282,100	10,151,313-	10,282,100	10,151,314
RETAINED EARNINGS-400	1,327,343	935,367-	1,327,344	935,366
LONG-TERM DEBT D-700	0	0	0	0
	-----	-----	-----	-----
TOTAL CAPITALIZATION	11,609,443	11,086,680-	11,609,444	11,086,680
	-----	-----	-----	-----
CURRENT LIABILITIES (L)				
CURRENT MATURITITES - 200	0	0	0	0
ACCOUNTS PAYABLE	0	0	0	0
ACCOUNTS PAY TO ASSOC-322	1,397,366	15,450,102-	14,931,531	1,915,937
ACCRUED TAXES				
FEDERAL INCOME TAXES -401	50,086-	0	109,100	159,186-
STATE INCOME TAXES -450	388,929	0	33,869	355,060
OTHER ACCRUED TAXES -500	0	0	0	0
INTEREST ACCRUED - 610	0	0	0	0
	-----	-----	-----	-----
TOTAL CURRENT LIABILITIES	1,736,209	15,450,102-	15,074,500	2,111,811
	-----	-----	-----	-----
ACCUM DEF INC TAXES F-100	0	0	0	0
	-----	-----	-----	-----
TOTAL LIAB & CAPITALIZATION	13,345,652	26,536,782-	26,683,944	13,198,491
	=====	=====	=====	=====



MINNESOTA PULP CONSOLIDATED STATEMENT OF INCOME  
YEAR TO DATE AS OF DECEMBER 1995

	CONSOLIDATED	ELIMINATIONS	MNPI	MNP2
	-----	-----	-----	-----
OTHER INCOME & DEDUCTIONS (T)				
EQUITY IN EARN OF SUBS -200	2-	768,583-	768,581	0
ALLOW FOR FUNDS-EQUITY -100	0	0	0	0
INVESTMENT INCOME -300	1,849	0	0	1,849
EARNINGS FROM LSPI FIBER 543	1,888,255	0	0	1,888,255
OTHER MISCELLANEOUS INC-500	221,673	0	345,575	123,902-
INCOME TAXES - INVEST -400	760-	0	0	760-
- MISC -600	867,917-	0	128,944	996,861-
	-----	-----	-----	-----
TOTAL OTHER INC & DEDUCT	1,243,098	768,583-	1,243,100	768,581
	-----	-----	-----	-----
	-----	-----	-----	-----
INCOME BEFORE INTEREST CHARGE	1,243,098	768,583-	1,243,100	768,581
	-----	-----	-----	-----
OTHER INTEREST EXPENSE	0	0	0	0
	-----	-----	-----	-----
NET INCOME	1,243,098	768,583-	1,243,100	768,581
	=====	=====	=====	=====

Abbreviations Used in Exhibits

Exhibit A

Minnesota Power & Light Company (MPL)  
Superior Water, Light and Power Company (SWL)  
Consolidated Topeka Group (CNTG)  
Energy Land, Incorporated (ENLD)  
Consolidated ADESA Holdings (CNAD)  
Consolidated RendField (CNRD)  
BNI Coal, Ltd. (BNI)  
Rainy River Energy Corporation (RAIN)  
Consolidated Synertec (CNSY)  
Lakeview Financial Corporation 1 (LFC1)  
Consolidated Upper Minnesota Properties (CNUP)  
Consolidated Minnesota Pulp, Incorporated (CNPI)  
Minnesota Paper, Incorporation (MPAP)

Exhibit A-1

Topeka Group Incorporated (Topeka Group)  
East L.A. Services Corp. (ELAG)  
Fibercore, Incorporated (Fibercore)  
Lehigh Acquisitions Corporation (LAC)  
Heater Utilities, Incorporated (Heater)  
Southern States Utilities, Inc. (SSU)

Exhibit A-2

No abbreviations used

Exhibit A-3

Heater Utilities, Incorporation (Heater Utilities)  
Heater of Seabrook, Inc. (Heater of Seabrook)  
Brookwood Water Corporation (Brookwood Water Corp.)  
Upstate Heater Utilities, Inc. (Upstate Heater)

Exhibit A-4

ADESA Holdings (ADHD)  
ADESA Corporation (ADSA)

Exhibit A-5

No abbreviations used

Exhibit A-6

Rendfield Land Company, Inc. (REND)  
UtilEquip, Incorporated (UTIL)

Exhibit A-7

Synertec, Incorporated (SYNR)  
Consolidated Superior Recycled Fiber (CNSR)

Exhibit A-8

Superior Recycled Fiber Corporation (SRFC)  
Superior Recycled Fiber Industries Joint Venture (SRJV)

Exhibit A-9

Upper Minnesota Properties, Inc. (UMPI)  
Upper Minnesota Properties - Irving, Inc. (IRV)  
Upper Minnesota Properties - Meadowlands, Inc. (MEAD)

Exhibit A-10

Minnesota Pulp, Inc. (MNPI)  
Minnesota Pulp II, Inc. (MNP2)

OPUR3

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM MINNESOTA POWER'S CONSOLIDATED BALANCE SHEET AND STATEMENT OF INCOME FOR THE PERIOD ENDED DECEMBER 31, 1995, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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YEAR
DEC-31-1995
JAN-01-1995
DEC-31-1995
PER-BOOK
1,947,625
672,917
64,705