

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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

ALLETE, Inc.
(NAME OF COMPANY)

hereby files with the Securities and 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:

- 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 / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
ALLETE, Inc.	Minnesota	Duluth, MN	Energy and Automotive Services
Superior Water, Light and Power Company	Wisconsin	Superior, WI	Electric, Gas and Water Utility
Energy Land, Incorporated	Wisconsin	Duluth, MN	Inactive
MP Investments, Inc.	Delaware	Duluth, MN	Investments
RendField Land Company, Inc.	Minnesota	Duluth, MN	Land Holding
Lakeview Financial Corporation I ,	Minnesota	Duluth, MN	Financial Services
Lakeview Financial Corporation II	Minnesota	Duluth, MN	Inactive
Logistics Coal, LLC	Minnesota	Duluth, MN	Inactive
ALLETE Capital I	Delaware	Duluth, MN	Trust
ALLETE Capital II	Delaware	Duluth, MN	Trust (Inactive)
ALLETE Capital III	Delaware	Duluth, MN	Trust (Inactive)
Split Rock Energy LLC	Minnesota	Minneapolis, MN	Power Marketing
Minnesota Power Enterprises, Inc.	Minnesota	Duluth, MN	Product and Marketing Coordination
BNI Coal, Ltd.	North Dakota	Bismarck, ND	Coal Mining
Itasca Railroad Company	Minnesota	Duluth, MN	Inactive
MP Affiliate Resources, Inc.	Minnesota	Duluth, MN	Administrative Operations
Enventis Telecom, Inc. ,	Minnesota	Duluth, MN	Telecommunications
Minnesota Power Telecom, Inc.	Minnesota	Duluth, MN	Merged 2002

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NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
Enventis, Inc.	Minnesota	Duluth, MN	Merged 2002
Rainy River Energy Corporation ,	Minnesota	Duluth, MN	Generation/Power Marketing
Rainy River Energy Corporation - Taconite Harbor	Minnesota	Duluth, MN	Merged 2002
Rainy River Energy Corporation - Wisconsin	Wisconsin	Superior, WI	Generation/Power Marketing
Rapids Power LLC	Minnesota	Grand Rapids, MN	Co-Generation
Synertec, Incorporated ,	Minnesota	Duluth, MN	Contract Services

NaturTek, L.L.C.	Delaware	Duluth, MN	Product Development
Upper Minnesota Properties, Inc.	Minnesota	Duluth, MN	Affordable Housing Projects and Economic Development
Upper Minnesota Properties - Meadowlands, Inc.	Minnesota	Duluth, MN	Affordable Housing Project
Upper Minnesota Properties - Irving, Inc.	Minnesota	Duluth, MN	Affordable Housing Project
Upper Minnesota Properties - Development, Inc.	Minnesota	Duluth, MN	Economic Development
Minnesota Power Services Group, Inc.	Minnesota	Duluth, MN	Inactive
Electric Outlet, Inc.	Minnesota	Duluth, MN	Inactive
ALLETE Water Services, Inc.	Minnesota	Orlando, FL	Water and Wastewater
Heater Utilities, Inc. ,	South Carolina	Cary, NC	Water and Wastewater Treatment Utility
LaGrange Waterworks Corporation	North Carolina	Fayetteville, NC	Water Utility
Brookwood Water Corporation	North Carolina	Fayetteville, NC	Water Utility
Florida Water Services Corporation	Florida	Orlando, FL	Water and Wastewater Treatment Utility
Vibration Correction Services, Inc.	Minnesota	Duluth, MN	Inactive
Americas' Water Services Corporation	Florida	Chicago, IL	Inactive
Instrumentation Services, Inc.	Florida	Orlando, FL	Sold March 2002
Georgia Water Services Corporation	Georgia	Atlanta, GA	Wastewater Treatment Utility
Tennessee Water Services, Inc.	Tennessee	Nashville, TN	Inactive
ALLETE Properties, Inc. ,	Minnesota	Lehigh Acres, FL	Real Estate
ADESA San Diego, LLC	California	Los Angeles, CA	Real Estate
Cape Coral Holdings, Inc.	Florida	Cape Coral, FL	Real Estate
Cape Properties, Inc.	Florida	Cape Coral, FL	Real Estate
Palm Coast Forest, LLC	Florida	Palm Coast, FL	Real Estate

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
Palm Coast Land, LLC	Florida	Palm Coast, FL	Subdivider, Developer
Tomoka Holdings, LLC	Florida	Ormand Beach, FL	Subdivider, Developer
Winter Haven Citi Centre, LLC	Florida	Winter Haven, FL	Retail Shopping Center
Lehigh Acquisition Corporation ,	Delaware	Lehigh Acres, FL	Holding Company
Interlachen Lakes Estates, Inc.	Florida	Interlachen, FL	Real Estate
Sundowner Properties, Inc.	Pennsylvania	Williston, FL	Real Estate
SRC of Florida, Inc.	Florida	Lehigh Acres, FL	Real Estate
Florida Landmark Communities, Inc.	Florida	Lehigh Acres, FL	Subdivider, Developer
Lehigh Corporation	Florida	Lehigh Acres, FL	Real Estate
Lehigh Land & Investment, Inc.	Florida	Lehigh Acres, FL	Real Estate
Cliffside Properties, Inc.	California	Lehigh Acres, FL	Real Estate
Palm Coast Holdings, Inc.	Florida	Palm Coast, FL	Real Estate
Sugarmill Woods Communities, Inc.	Florida	Homosassa, FL	Real Estate
Enterprise Lehigh, Inc.	Florida	Lehigh Acres, FL	Real Estate
ALLETE Automotive Services, Inc.	Minnesota	Duluth, MN	Automotive Services
AutoVIN, Inc. ,	Indiana	Roswell, GA	Field Information Services
ADESA Corporation ,	Indiana	Indianapolis, IN	Vehicle Redistribution - Corporate Operation
ADESA Arkansas, Inc.	Arkansas	N. Little Rock, AR	Vehicle Auction
ADESA Ark-La-Tex, Inc. ,	Louisiana	Shreveport, LA	Holding Company
ADESA Ark-La-Tex, LLC	Louisiana	Shreveport, LA	Vehicle Auction
ADESA Birmingham, Inc.	Alabama	Moody, AL	Vehicle Auction
ADESA - California, Inc.	California	Sacramento, CA	Vehicle Auction
ADESA - Charlotte, Inc.	North Carolina	Charlotte, NC	Vehicle Auction
ADESA Colorado, Inc.	Colorado	Fountain, CO	Vehicle Auction
ADESA Des Moines, Inc.	Iowa	Grimes, IA	Vehicle Auction
ADESA Houston, Inc.	Texas	Houston, TX	Vehicle Auction
ADESA Importation Services, Inc.	Michigan	Holly, MI	Registered Importer
ADESA Lansing, Inc.	Michigan	Dimondale, MI	Vehicle Auction
ADESA Lexington, Inc.	Kentucky	Lexington, KY	Vehicle Auction
ADESA Mexico, LLC ,	Indiana	Indianapolis, IN	Holding Company
ADESA Missouri, Inc.	Missouri	Barnhart, MO	Vehicle Auction
ADESA New York, Inc.	New York	Akron, NY	Vehicle Auction
ADESA - Ohio, Inc.	Ohio	Franklin, OH	Vehicle Auction

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
ADESA Oklahoma, Inc.	Oklahoma	Tulsa, OK	Vehicle Auction
ADESA Pennsylvania, Inc.	Pennsylvania	Mercer, PA	Vehicle Auction
ADESA San Antonio, Inc.	Texas	San Antonio, TX	Vehicle Auction
ADESA Southern Indiana, Inc. ,	Indiana	Edinburgh, IN	Vehicle Auction
ADESA Texas, Inc.	Texas	Austin, TX	Vehicle Auction
ADESA Washington, Inc.	Washington	Auburn, WA	Vehicle Auction
ADESA Wisconsin, Inc.	Wisconsin	Portage, WI	Vehicle Auction
Auto Dealers Exchange of Concord, Inc.	Massachusetts	Framingham, MA	Vehicle Auction
Auto Dealers Exchange of Memphis, Inc.	Tennessee	Memphis, TN	Vehicle Auction
A.D.E. of Knoxville, Inc.	Tennessee	Lenoir City, TN	Vehicle Auction
Auto Banc Corporation	New Jersey	Manville, NJ	Wholesale Vehicle Redistributor
ADESA New Jersey, Inc.	New Jersey	Manville, NJ	Vehicle Auction
ADESA Atlanta, LLC	New Jersey	Newnan, GA	Vehicle Auction
ADESA Phoenix, LLC	New Jersey	Chandler, AZ	Vehicle Auction
ADESA Florida, Inc. ,	Florida	Jacksonville, FL	Vehicle Auction
A & H, LLC ,	Delaware	Ocala, FL	Vehicle Auction
ADESA - South Florida, LLC	Indiana	Opa-Locka, FL	Vehicle Auction
ADESA Indianapolis, Inc. ,	Indiana	Plainfield, IN	Vehicle Auction
ADESA Transportation, Inc. , ,	Indiana	Indianapolis, IN	Vehicle Transport
Automotive Finance Corporation	Indiana	Indianapolis, IN	Financial Services
AFC AIM Corporation	Indiana	Indianapolis, IN	Financial Services
AFC Funding Corporation	Indiana	Indianapolis, IN	Financial Services
Automotive Floorplan Corporation	Indiana	Indianapolis, IN	Financial Services
IRT Receivables Corp.	Indiana	Indianapolis, IN	Financial Services
RAP Co., Inc.	Indiana	Indianapolis, IN	Financial Services
Automotive Finance Canada Inc.	Ontario	Ottawa, ON	Financial Services
ComSearch, Inc.	Rhode Island	E. Providence, RI	Vehicle Recovery Services Auctions
Automotive Recovery Services, Inc.	Indiana	E. Providence, RI	Vehicle Recovery Services Auctions
ADESA Properties, Inc.	Delaware	Dimondale, MI	Financial Services
ADESA Properties Canada Inc.	Delaware	Dimondale, MI	Financial Services
PAR, Inc. ,	Indiana	Carmel, IN	Vehicle Remarketing
EndTrust Lease End Services, LLC	Texas	Hurst, TX	Vehicle Remarketing
ADESA Finance Canada Inc. ,	Nova Scotia	Halifax, NS	Financial Services

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
ADESA Canada Inc. ,	Quebec	Montreal, QC	Holding Company
Bytown Car Carriers Inc. ,	Ontario	Ottawa, ON	Dissolved 2002
Intercity Express Automobile Carriers Inc.	Ontario	Ottawa, ON	Sold 2002
Suburban Auto Parts Inc.	Ontario	Stouffville, ON	Vehicle Recovery Services Auctions
ADESA Auctions Canada Corporation	Nova Scotia	Halifax, NS	Vehicle Auctions
ADESA Remarketing Services Inc.	Ontario	Mississauga, ON	Vehicle Remarketing
Impact Auto Auctions Ltd. ,	Ontario	Mississauga, ON	Vehicle Recovery Services Auctions
Impact Auto Auction Sudbury Ltd.	Ontario	Sudbury, ON	Vehicle Recovery Services Auctions
ADESA Montreal Corporation ,	Nova Scotia	Halifax, NS	Inactive
CAAG Transport Ltd.	British Columbia	Vancouver, BC	Holds Auto Dealer License
504811 NB Ltd.	New Brunswick	Moncton, NB	Holds Auto Dealer License
79378 Manitoba Inc.	Manitoba	Winnipeg, MB	Holds Auto Dealer License
ADESA Automotive Services LP ,	Ontario	Mississauga, ON	Management Company
3048540 Nova Scotia Company ,	Nova Scotia	Halifax, NS	Limited Partner
3048538 Nova Scotia Company ,	Nova Scotia	Halifax, NS	General Partner
Adesur S. de R.L. de C.V. ,	Federal District	Mexico City, Mexico	Employee Leasing
Auction Vehicles of Mexico, S. de R.L. de C.V. ,	Federal District	Mexico City, Mexico	Vehicle Auction Services

Footnotes

ALLETE, Inc. has a 50 percent equity ownership in Split Rock Energy LLC which is accounted for under the equity method.

Subsidiary of ALLETE, Inc.

Owns 100 percent of Lakeview Financial Partners LP.

Formed effective April 16, 2002. Subsidiary of Lakeview Financial Corporation II.

Subsidiary of Minnesota Power Enterprises, Inc.

Effective February 7, 2002 Enventis, Inc. merged into Minnesota Power Telecom, Inc. The surviving legal entity is Enventis Telecom, Inc.

Rainy River Energy Corporation is a 71.5 percent partner in Rapids Power LLC.

Effective April 30, 2002 merged into ALLETE, Inc. Previously a subsidiary of Rainy River Energy Corporation.

Subsidiary of Rainy River Energy Corporation.

Synertec, Incorporated has a 33.33 percent equity ownership in NaturTek, L.L.C.

Subsidiary of Upper Minnesota Properties, Inc.

Upper Minnesota Properties-Meadowlands, Inc. is a 99.5 percent partner in Meadowlands Affordable Housing Limited Partnership.

Subsidiary of ALLETE Water Services, Inc.

Heater Utilities, Inc. is, at the request of the North Carolina Utilities Commission, the emergency operator of Mobile Hills Estates and Pine Country Estates. Both are small water utilities in North Carolina.

Subsidiary of Heater Utilities, Inc.

ALLETE Properties, Inc. owns 80 percent of Lehigh Acquisition Corporation.

Subsidiary of ALLETE Properties, Inc.

Subsidiary of Lehigh Acquisition Corporation.

Subsidiary of Florida Landmark Communities, Inc.

Effective January 1, 2002 ALLETE Automotive Services, Inc. transferred AutoVIN, Inc. to ADESA Corporation.

ADESA Corporation purchased the remaining 10 percent of AutoVIN, Inc. on March 28, 2002.

Subsidiary of ALLETE Automotive Services, Inc.

ADESA Corporation owns 95 percent of ADESA Transportation, Inc.

Subsidiary of ADESA Corporation.

ADESA Ark-La-Tex, Inc. owns 100 percent of ADESA Ark-La-Tex, LLC which is the auction business in Shreveport, LA. Formed effective April 23, 2002.

ADESA Corporation purchased the remaining 20 percent of ADESA Southern Indiana, Inc. on May 10, 2002.

Subsidiary of ADESA New Jersey, Inc.

ADESA Florida, Inc. owns 51 percent of A & H, LLC.

Subsidiary of ADESA Florida, Inc.

ADESA Indianapolis, Inc. owns 5 percent of ADESA Transportation, Inc.

Effective June 14, 2002 Great Rigs Incorporated was renamed ADESA Transportation, Inc.

Subsidiary of Automotive Finance Corporation.

Subsidiary of ADESA Properties, Inc.

PAR, Inc. owns 40 percent of EndTrust Lease End Services, LLC which is accounted for under the equity method.

ADESA Finance Canada Inc. owns 33 percent of ADESA Canada Inc.

ADESA Automotive Services LP owns 67 percent of ADESA Canada Inc.

Subsidiary of ADESA Canada Inc.

Bytown Car Carriers Inc. owned 44 percent of Intercity Express Automobile Carriers Inc. which was sold August 2002.

Subsidiary of Impact Auto Auctions Ltd.

Subsidiary of ADESA Auctions Canada Corporation.

Impact Auto Auctions Ltd. owns 50 percent of Impact Auto Auction Sudbury Ltd. which is accounted for under the equity method.

Effective June 7, 2002 ADESA Auctions Montreal Corporation was renamed ADESA Montreal Corporation.

3048540 Nova Scotia Company and 3048538 Nova Scotia Company own 99 percent and 1 percent, respectively, of ADESA Automotive Services LP.

Subsidiary of ADESA Properties Canada Inc.

Subsidiaries are owned 99.99 percent by ADESA Mexico, LLC and .01 percent by ADESA Corporation.

Formed effective August 27, 2002.

Formed effective August 28, 2002.

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 - ALLETE, Inc.

Reference is made to the Annual Report on Form 10-K (File No. 1-3548), filed by the claimant with the Securities and Exchange Commission on or about February 14, 2003, for the fiscal year ended December 31, 2002, particularly pages 19 through 21, 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
ALLETE, Inc.	12,011,128,000	None
Superior Water, Light and Power Company	545,210,000	2,204,178

- (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
ALLETE, Inc.	631,882,000	None
Superior Water, Light and Power Company	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
ALLETE, Inc.	2,354,204,856	None
Superior Water, Light and Power Company	560,835,840	2,219,353

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:

None

- (a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

- (b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

- (c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.
- (d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.
- (e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

EXHIBITS

[This EXHIBIT A contains confidential information which has been omitted, but filed separately with the Securities and Exchange Commission.]

