

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

ALLETE (legally incorporated as MINNESOTA POWER, 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:

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 / Province of Organization	Location	Nature of Business
ALLETE (legally incorporated as Minnesota Power, Inc.)	Minnesota	Duluth, MN	Multi-Services Company
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
UtilEquip, Incorporated	Minnesota	Duluth, MN	Inactive
Lakeview Financial Corporation I	Minnesota	Duluth, MN	Financial Services
Lakeview Financial Corporation II	Minnesota	Duluth, MN	Inactive
ALLETE Capital I	Minnesota	Duluth, MN	Trust
PCUC Acquisition Sub, Inc.	Minnesota	Duluth, MN	Inactive
Split Rock Energy LLC	Minnesota	Elk River, MN	Power Marketing
Minnesota Power Enterprises, Inc.	Minnesota	Duluth, MN	Product and Marketing Coordination
BNI Coal, Ltd.	North Dakota	Bismarck, ND	Coal Mining
MP Affiliate Resources, Inc.	Minnesota	Duluth, MN	Administrative Operations
Minnesota Power Telecom, Inc.	Minnesota	Duluth, MN	Telecommunications
Rainy River Energy Corporation	Minnesota	Duluth, MN	Power Marketing
Synertec, Incorporated	Minnesota	Duluth, MN	Contract Services

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Name	State / Province of Organization	Location	Nature of Business
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	Product Development
Electric Outlet, Inc.	Minnesota	Duluth, MN	Retailer
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
Florida Gas Services Corporation	Florida	Orlando, FL	Inactive
U.S. Maintenance and Management Services Corporation	Florida	Orlando, FL	Full Maintenance Services
Vibration Correction Services, Inc.	Minnesota	Duluth, MN	Predictive Maintenance Services
Americas' Water Services Corporation	Florida	Chicago, IL	Contract Operations Services
Florida Water Consumer Products Corporation	Florida	Orlando, FL	Inactive
Instrumentation Services, Inc.	Florida	Orlando, FL	Predictive Maintenance Services
Predictive Maintenance and Operational Services, Inc.	North Carolina	Orlando, FL	Inactive
Georgia Water Services Corporation	Georgia	Atlanta, GA	Wastewater Treatment Utility
Tennessee Water Services Corporation	Tennessee	Nashville, TN	Inactive
ALLETE Properties, Inc.	Minnesota	Lehigh Acres, FL	Real Estate
Cape Coral Holdings, Inc.	Florida	Cape Coral, FL	Subdivider, Developer
Cape Properties, Inc.	Florida	Cape Coral, FL	Inactive
Marina Resources, Inc.	Florida	Cape Coral, FL	Marina Operations

Name	State / Province of Organization	Location	Nature of Business
Lehigh Acquisition Corporation	Delaware	Lehigh Acres, FL	Real Estate
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	Inactive
Lehigh Land & Investment, Inc.	Florida	Lehigh Acres, FL	Inactive
Cliffside Properties, Inc.	California	Lehigh Acres, FL	Inactive
Palm Coast Holdings, Inc.	Florida	Palm Coast, FL	Inactive
Sugarmill Woods Communities, Inc.	Florida	Homosassa, FL	Inactive
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	Vehicle Auction
ADESA Atlanta, LLC	New Jersey	Newnan, GA	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	Des Moines, IA	Vehicle Auction
ADESA Houston, Inc.	Texas	Houston, TX	Vehicle Auction
ADESA Illinois, Inc.	Illinois	Indianapolis, IN	Inactive
ADESA Importation Services, Inc.	Michigan	Flint, MI	Registered Importer
ADESA Lansing, Inc.	Michigan	Dimondale, MI	Vehicle Auction
ADESA Lexington, Inc.	Kentucky	Lexington, KY	Vehicle Auction
ADESA Missouri, Inc.	Missouri	Barnhart, MO	Vehicle Auction
ADESA New Jersey, Inc.	New Jersey	Manville, NJ	Vehicle Auction
ADESA New York, Inc.	New York	Akron, NY	Vehicle Auction
ADESA Ohio, Inc.	Ohio	Franklin, OH	Vehicle Auction
ADESA Pennsylvania, Inc.	Pennsylvania	Mercer, PA	Vehicle Auction

Name	State / Province of Organization	Location	Nature of Business
ADESA Phoenix, LLC	New Jersey	Chandler, AZ	Vehicle Auction
ADESA San Antonio, Inc.	Texas	San Antonio, TX	Vehicle Auction
ADESA Southern Indiana, Inc.	Indiana	Columbus, 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
A & H, LLC	Delaware	Ocala, FL	Vehicle Auction
ADESA Funding Corporation	Indiana	Indianapolis, IN	Dissolved Oct. 2000
Auto Banc Corporation	New Jersey	Manville, NJ	Wholesale Vehicle Redistributor
A.D.E. Management Company	Indiana	Indianapolis, IN	Dissolved Oct. 2000
ADESA Florida, Inc.	Florida	Jacksonville, FL	Vehicle Auction
ADESA South Florida, LLC	Indiana	Opa-Locka, FL	Vehicle Recovery Services Auctions
ADESA Indianapolis, Inc.	Indiana	Plainfield, IN	Vehicle Auction
Great Rigs Incorporated	Indiana	Moody, AL	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
RAP Co., Inc.	Indiana	Indianapolis, IN	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
Automotive Finance Canada Inc.	Ontario	Ottawa, ON	Financial Services
ADESA Properties, Inc.	Delaware	Wilmington, DE	Financial Services
ADESA Properties Canada Inc.	Delaware	Wilmington, DE	Financial Services
ADESA Automotive Services Corporation	Nova Scotia	Toronto, ON	Inactive
PAR, Inc.	Indiana	Indianapolis, IN	Vehicle Remarketing
ADESA Finance Canada Inc.	Nova Scotia	Halifax, NS	Financial Services
ADESA Canada Inc.	Quebec	Montreal, QC	Holding Company

Name	State / Province of Organization	Location	Nature of Business
Bytown Car Carriers Inc.	Ontario	Ottawa, ON	Vehicle Transportation
Suburban Auto Parts Inc.	Ontario	Stouffville, ON	Vehicle Recovery Services Auctions
3095-1115 Quebec Inc.	Quebec	St. Eustache, QC	Dissolved May 2000
ADESA Auctions Canada Corporation	Nova Scotia	Halifax, NS	Vehicle Auctions
ADESA Remarketing Services Inc.	Ontario	Mississauga, ON	Vehicle Remarketing
ADESA Montreal Inc.	Quebec	St. Eustache, QC	Inactive
1109597 Ontario Inc.	Ontario	Mississauga, ON	Amalgamated
Impact Auto Auctions Ltd.	Ontario	St. Eustache, QC	Amalgamated
714747 Alberta Inc.	Alberta	Mississauga, ON	Amalgamated
575795 Alberta Ltd.	Alberta	Calgary, AB	Amalgamated
Independent Car Storage & Towing (1980) (Calgary) Ltd.	Alberta	Calgary, AB	Amalgamated
Impact Auto Auction Canada Inc.	Ontario	Mississauga, ON	Amalgamated
Sudbury Auto Auction Ltd.	Ontario	Sudbury, ON	Vehicle Recovery Services Auctions
Auction Finance Group Ltd.	Canada	Brampton, ON	Merged
CAAG Auto Auction Holdings Ltd.	Canada	Brampton, ON	Amalgamated
Loopkey Holdings Ltd.	Saskatoon	Regina, SK	Dissolved
CAAG Transport Ltd.	British Columbia	Vancouver, BC	Vehicle Transport
504811 NB Ltd.	New Brunswick	St. John's, NF	Inactive
CAAG Financial Services Ltd.	Canada	Edmonton, AB	Amalgamated
Bowman Auction Services Inc.	Canada	Brampton, ON	Amalgamated
L.G. Vehicle Value Guide Inc.	Canada	Brampton, ON	Amalgamated
79378 Manitoba Inc.	Manitoba	Winnipeg, MB	Holds Auto Dealer License
1271047 Ontario Inc.	Ontario	Brampton, ON	Amalgamated
1271048 Ontario Inc.	Ontario	Brampton, ON	Amalgamated
CAAG Auto Auction West Ltd.	Saskatoon	Regina, SK	Amalgamated
Edmonton Auto Auction Inc.	Alberta	Calgary, AB	Amalgamated
Calgary Auto Auction (1984) Inc.	Alberta	Calgary, AB	Amalgamated
Canada West Auctioneers & Liquidators Ltd.	Alberta	Calgary, AB	Dissolved
Saskatoon Wholesale Auto Auction Inc.	Saskatoon	Saskatoon, SK	Amalgamated
CAAG Montreal Auto Auction Ltd.	Saskatoon	Les Cedres, QC	Amalgamated

Name	State / Province of Organization	Location	Nature of Business
CAAG Land Development Ltd.	Canada	Brampton, ON	Amalgamated
1115763 Ontario Inc.	Ontario	Brampton, ON	Amalgamated
3050597 Nova Scotia Limited	Nova Scotia	Halifax, NS	Amalgamated
ADESA Automotive Services LP	Ontario	Mississauga, ON	Management Company
3048540 Nova Scotia Company	Nova Scotia	Halifax, NS	General Partner
3048538 Nova Scotia Company	Nova Scotia	Halifax, NS	General Partner

Footnotes

Effective September 1, 2000 Minnesota Power, Inc. was renamed ALLETE. Accordingly, other name changes were made. MP&L Capital I was renamed ALLETE Capital I on the same date. MP Automotive Services, Inc. was renamed ALLETE Automotive Services, Inc., MP Water Resources Group, Inc. was renamed ALLETE Water Services, Inc. and MP Real Estate Holdings, Inc. was renamed ALLETE Properties, Inc., all effective October 4, 2000.

Subsidiary of ALLETE (legally incorporated as Minnesota Power, Inc.).

Subsidiary of RendField Land Company, Inc.

Formed effective August 18, 2000, Lakeview Financial Partners LLP.

Formed effective February 29, 2000. ALLETE has a 50 percent equity ownership.

Subsidiary of Minnesota Power Enterprises, Inc.

Synertec, Incorporated has a 24.33 percent equity ownership in NaturTek LLC formed effective January 28, 2000.

Subsidiary of Upper Minnesota Properties, Inc.

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

Upper Minnesota Properties-Development, Inc. is a 50 percent partner in Blackwater Properties, LLP.

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.

Subsidiary of Instrumentation Services, Inc.

Incorporated effective June 26, 2000.

Incorporated effective June 2000.

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

Subsidiary of ALLETE Properties, Inc.

Subsidiary of Lehigh Acquisition Corporation.

Effective August 31, 2000 Lehigh Corporation, Palm Coast Holdings, Inc. and Sugarmill Woods Communities, Inc. were merged into Lehigh Corporation. Lehigh Corporation was renamed Florida Landmark Communities, Inc. Subsequently, Lehigh Corporation, Palm Coast Holdings, Inc. and Sugarmill Woods Communities, Inc. were incorporated.

Subsidiary of Florida Landmark Communities, Inc.

ALLETE Automotive Services, Inc. owns 90 percent of AutoVIN, Inc.

Subsidiary of ALLETE Automotive Services, Inc.

ADESA Corporation owns 95 percent of Great Rigs Incorporated, 80 percent of ADESA Southern Indiana, Inc., 51 percent of A&H, LLC, 95 percent of ADESA South Florida, LLC and 67 percent of ADESA Canada Inc.

Effective June 20, 2000 ADESA Corporation purchased Auction Finance Group, Inc. and its subsidiaries as noted.

Subsidiary of ADESA Corporation.

Incorporated effective August 11, 2000.

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

Incorporated effective October 7, 2000.

Incorporated effective August 15, 2000.

Incorporated effective August 22, 2000.

Incorporated effective November 8, 2000.

Formerly ADESA St. Louis, Inc.

Incorporated effective August 10, 2000.

Incorporated effective August 14, 2000.

ADESA Corporation purchased 51 percent of A&H, LLC effective August 31, 2000.

Formerly A.D.E. of Jacksonville, Inc. ADESA Florida, Inc. owns 5 percent of ADESA South Florida, LLC.

Subsidiary of ADESA Florida, Inc.

ADESA Indianapolis, Inc. owns 5 percent of Great Rigs Incorporated.

Subsidiary of Automotive Finance Corporation.

Incorporated effective December 14, 2000.

Effective January 18, 2001 ADESA Corporation purchased ComSearch, Inc.

Incorporated effective December 13, 2000.

Subsidiary of ADESA Properties, Inc.

PAR, Inc. owns 20 percent of EndTrust Lease End Services, LLC.

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

ADESA Canada Inc. owned 20 percent of Impact Auto Auctions Ltd. until 1109597 Ontario Inc. was amalgamated into Impact Auto Auctions Ltd. on January 1, 2001.

Effective May 31, 2000 ADESA Canada Inc. purchased the remaining 27 percent of Impact Auto Auctions Ltd., its subsidiaries and Suburban Auto Parts Inc.

Effective January 1, 2001, 67 percent of ADESA Canada Inc. was transferred from 3048538 Nova Scotia Company and 3048540 Nova Scotia Company to ADESA Automotive Services LP.

Subsidiary of ADESA Canada Inc.

Subsidiary of Impact Auto Auctions Ltd.

On January 2, 2001 noted subsidiaries were amalgamated to form ADESA Auctions Canada Corporation.

Subsidiary of ADESA Auctions Canada Corporation.

1109597 Ontario Inc. owned 80 percent of Impact Auto Auctions Ltd. until it was amalgamated into Impact Auto Auctions Ltd. on January 1, 2001.

On January 1, 2001 noted subsidiaries were amalgamated to form Impact Auto Auctions Ltd.

Impact Auto Auctions Ltd. owns 50 percent of Sudbury Auto Auction Ltd.

Effective January 2, 2001 Auction Finance Group Ltd. was merged into ADESA Auctions Canada Corporation.

115763 Ontario Inc. exported out of Ontario and continued into Nova Scotia as 3050597 Nova Scotia Limited and was subsequently part of the amalgamation on January 2, 2001 to form ADESA Auctions Canada Corporation.

Formed effective December 2000.

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

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 (legally incorporated as Minnesota Power, Inc.)

Reference is made to Annual Report Form 10-K (File No. 1-3548), filed by the claimant with the Commission on or about February 6, 2001, for the fiscal year ended December 31, 2000, particularly pages 24 through 25, 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, Inc.	11,741,063,409	None
Superior Water, Light and Power Company	550,996,649	2,302,611

- (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, Inc.	959,319	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
Minnesota Power, Inc.	1,457,026	None
Superior Water, Light and Power Company	561,370,342	2,310,043

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, Inc.

EXHIBITS

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

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 6th day of February 2001.

ALLETE
(legally incorporated as Minnesota Power, Inc.)

(Name of Claimant)

[CORPORATE SEAL]

By D.G. Gartzke

Senior Vice President -
Finance and Chief Financial Officer

Attest:

Mark A. Schober

Controller

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

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

(Name) (Title)

ALLETE
(legally incorporated as Minnesota Power, Inc.)
30 West Superior Street
Duluth, Minnesota 55802-2093

(Address)

