

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, INC. (FORMERLY 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, 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
ALLETE Capital I	Delaware	Duluth, MN	Trust
ALLETE Capital II	Delaware	Duluth, MN	Trust
ALLETE Capital III	Delaware	Duluth, MN	Trust
PCUC Acquisition Sub, Inc.	Minnesota	Duluth, MN	Dissolved June 2001
Split Rock Energy LLC	Minnesota	Elk River, MN	Power Marketing and Trading
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

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
Minnesota Power Telecom, Inc.	Minnesota	Duluth, MN	Telecommunications
Enventis, Inc.	Minnesota	Duluth, MN	Telecommunications
Rainy River Energy Corporation	Minnesota	Duluth, MN	Power Marketing
Rainy River Energy Corporation - Taconite Harbor	Minnesota	Duluth, MN	Generation/Power Marketing
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
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	Inactive
Vibration Correction Services, Inc.	Minnesota	Duluth, MN	Inactive
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
Georgia Water Services Corporation	Georgia	Atlanta, GA	Wastewater Treatment Utility

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
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	Subdivider, Developer
Cape Properties, Inc.	Florida	Cape Coral, FL	Inactive
Marina Resources, Inc.	Florida	Cape Coral, FL	Sold June 2001
Palm Coast Forest, LLC	Florida	Palm Coast, FL	Real Estate
Palm Coast Land, LLC	Florida	Palm Coast, FL	Real Estate
Winter Haven Citi Centre, LLC	Florida	Lehigh Acres, FL	Real Estate
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 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	Des Moines, IA	Vehicle Auction
ADESA Houston, Inc.	Texas	Houston, TX	Vehicle Auction

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
ADESA Illinois, Inc.	Illinois	Indianapolis, IN	Dissolved February 2001
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 York, Inc.	New York	Akron, NY	Vehicle Auction
ADESA Ohio, Inc.	Ohio	Franklin, OH	Vehicle Auction
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	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
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
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
IRT Receivables Corp.	Indiana	Indianapolis, IN	Financial Services
RAP Co., Inc.	Indiana	Indianapolis, IN	Financial Services

NAME	STATE / PROVINCE OF ORGANIZATION	LOCATION	NATURE OF BUSINESS
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	Wilmington, DE	Financial Services
ADESA Properties Canada Inc.	Delaware	Wilmington, DE	Financial Services
ADESA Automotive Services Corporation	Nova Scotia	Toronto, ON	Dissolved August 2001
PAR, Inc.	Indiana	Indianapolis, IN	Vehicle Remarketing
EndTrust Lease End Services, LLC	Texas	Hurst, TX	Vehicle Remarketing
ADESA Finance Canada Inc.	Nova Scotia	Halifax, NS	Financial Services
ADESA Canada Inc.	Quebec	Montreal, QC	Holding Company
Bytown Car Carriers Inc.	Ontario	Ottawa, ON	Inactive
Intercity Express Automobile Carriers Inc.	Ontario	Ottawa, ON	Vehicle Transportation
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
ADESA Montreal Inc.	Quebec	St. Eustache, QC	Dissolved August 2001
Impact Auto Auctions Ltd.	Ontario	St. Eustache, QC	Vehicle Recovery Services Auctions
Sudbury Auto Auction Ltd.	Ontario	Sudbury, ON	Vehicle Recovery Services Auctions
ADESA Auctions Montreal Corporation	Nova Scotia	Halifax, NS	Inactive
CAAG Transport Ltd.	British Columbia	Vancouver, BC	Vehicle Transport
504811 NB Ltd.	New Brunswick	St. John's, NF	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	General Partner
3048538 Nova Scotia Company	Nova Scotia	Halifax, NS	General Partner

FOOTNOTES

Effective May 8, 2001 Minnesota Power, Inc. was renamed ALLETE, Inc.

ALLETE, Inc. has a 50 percent equity ownership in Split Rock Energy LLC.

Subsidiary of ALLETE, Inc.

Owns 100 percent of Lakeview Financial Partners LP.

Formed effective March 13, 2001.

Subsidiary of Minnesota Power Enterprises, Inc.

Formed effective February 6, 2001.

Subsidiary of Minnesota Power Telecom, Inc.

Incorporated effective February 19, 1999, E Acquisition Company.

Effective July 31, 2001, Enventis, Inc. was merged with E Acquisition Company, and Enventis, Inc. survived.

Effective June 21, 2001 Rainy River Energy Corporation is a 71.5 percent partner in Rapids Power LLC.

Subsidiary of Rainy River Energy Corporation.

Incorporated effective September 27, 2001.

Incorporated effective May 15, 2001.

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

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.

Incorporated effective October 3, 2001.

Incorporated effective October 15, 2001.

Incorporated effective August 27, 2001.

Subsidiary of Lehigh Acquisition Corporation.

Subsidiary of Florida Landmark Communities, Inc.

Subsidiary of ALLETE Automotive Services, Inc.

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

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.

Incorporated effective March 9, 2001.

Subsidiary of ADESA New Jersey, Inc.

Subsidiary of ADESA Florida, Inc.

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

Subsidiary of Automotive Finance Corporation.

Incorporated effective November 14, 2001.

Subsidiary of ADESA Properties, Inc.

Incorporated effective April 21, 2001.

PAR, Inc. owns 40 percent of EndTrust Lease End Services, LLC.

Subsidiary of PAR, Inc.

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.

Effective June 1, 2001 Bytown Car Carriers Inc. purchased 44 percent of Intercity Express Automobile Carriers Inc.

Subsidiary of Impact Auto Auctions Ltd.

Subsidiary of ADESA Auctions Canada Corporation.

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

Incorporated effective December 10, 2001.

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

Effective July 23, 2001, 3048538 Nova Scotia Company was transferred from ADESA Corporation to ADESA Properties Canada 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 - ALLETE, 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 8, 2002, for the fiscal year ended December 31, 2001, particularly pages 12 through 13, 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.	10,957,288,960	None
Superior Water, Light and Power Company	546,461,015	2,049,748

(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.	667,563	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.	401,240	None
Superior Water, Light and Power Company	560,122,727	2,123,700

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 ALLETE, Inc.

EXHIBITS

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

