

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, INC.

(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, 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	Inactive
Lakeview Financial Corporation II	Minnesota	Duluth, MN	Inactive
MP&L Capital I	Minnesota	Duluth, MN	Trust
PCUC Acquisition Sub, Inc.	Minnesota	Duluth, MN	Inactive
Minnesota Power Enterprises, Inc.	Minnesota	Duluth, MN	Product and Marketing Coordination
BNI Coal, Ltd.	North Dakota	Bismarck, ND	Coal Mining
MP Affiliate Resources, Inc. Operations	Minnesota	Duluth, MN	Administrative
Minnesota Power Telecom, Inc.	Minnesota	Duluth, MN	Telecommunications
Rainy River Energy Corporation	Minnesota	Duluth, MN	Contract Services

Name	State of Organization	Location	Nature of Business
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
MP Water Resources Group, 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

Name	State of Organization	Location	Nature of Business
MP Real Estate Holdings, Inc.	Minnesota	Lehigh Acres, FL	Real Estate
Cape Coral Holdings, Inc.	Florida	Cape Coral, FL	Real Estate
Cape Properties, Inc.	Florida	Cape Coral, FL	Golf and Tennis Resort
Marina Resources, Inc.	Florida	Cape Coral, FL	Marina Operations
Lehigh Acquisition Corporation	Delaware	Lehigh Acres, FL	Subdivider, Developer
Interlachen Lakes Estates, Inc.	Florida	Interlachen, FL	Subdivider, Developer
Sundowner Properties, Inc.	Pennsylvania	Williston, FL	Subdivider, Developer
SRC of Florida, Inc.	Florida	Lehigh Acres, FL	Subdivider, Developer
Lehigh Corporation	Florida	Lehigh Acres, FL	Subdivider, Developer
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	Subdivider, Developer
Sugarmill Woods Communities, Inc.	Florida	Homosassa, FL	Subdivider, Developer
Enterprise Lehigh, Inc.	Florida	Lehigh Acres, FL	Subdivider, Developer
MP 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 Ark-La-Tex, Inc.	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 Des Moines, Inc.	Iowa	Des Moines, IA	Vehicle Auction
ADESA Houston, Inc.	Texas	Houston, TX	Vehicle Auction
ADESA Lansing, Inc.	Michigan	Dimondale, MI	Vehicle Auction
ADESA Lexington, Inc.	Kentucky	Lexington, KY	Vehicle Auction
ADESA New Jersey, Inc.	New Jersey	Manville, NJ	Vehicle Auction
ADESA New York, Inc.	New York	Akron, NY	Vehicle Auction

Name -----	State of Organization -----	Location -----	Nature of Business -----
ADESA Ohio, Inc.	Ohio	Northfield, OH Franklin, OH	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 St. Louis, Inc.	Missouri	Barnhart, MO	Vehicle Auction
ADESA Texas, Inc.	Texas	Austin, TX Mesquite, TX	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
ADESA Funding Corporation	Indiana	Indianapolis, IN	Inactive
Auto Banc Corporation	New Jersey	Manville, NJ	Wholesale Vehicle Redistributor
A.D.E. Management Company	Indiana	Indianapolis, IN	Vehicle Auction Management Company
A.D.E. of Jacksonville, Inc.	Florida	Jacksonville, FL	Vehicle Auction
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 Funding Corporation	Indiana	Indianapolis, IN	Financial Services
Automotive Floorplan Corporation	Indiana	Indianapolis, IN	Financial Services
RAP Co., Inc.	Indiana	Indianapolis, IN	Financial Services
Automotive Finance Canada Inc.	Ontario	New Westminster, British Columbia, Alberta and Halifax, Nova Scotia, Vars, Ontario, Canada	Financial Services
ADESA Properties, Inc.	Delaware	Wilmington, DE	Financial Services
ADESA Properties Canada Inc.	Delaware	Wilmington, DE	Financial Services

Name	State of Organization	Location	Nature of Business
ADESA Automotive Services Corporation	Nova Scotia	Toronto, Ontario Canada	Inactive
PAR, Inc.	Indiana	Indianapolis, IN	Vehicle Remarketing
ADESA Finance Canada Inc.	Nova Scotia	Halifax, Nova Scotia, Canada	Financial Services
ADESA Canada Inc.	Quebec	Toronto, Ontario, Canada	Holding Company
3095-1115 Quebec Inc.	Quebec	St. Eustache, Quebec, Canada	Inactive
ADESA Auctions Canada Corporation	Nova Scotia	New Westminster, British Columbia, Alberta and Halifax, Nova Scotia, Vars, Ontario, Canada	Vehicle Auctions
ADESA Remarketing Services Inc.	Ontario	Vars, Ontario, Canada	Vehicle Remarketing
ADESA Montreal Inc.	Quebec	St. Eustache, Quebec, Canada	Inactive
Bytown Car Carriers Inc.	Ontario	Ottawa, Ontario, Canada	Vehicle Transportation
Impact Auto Auctions Ltd.	Ontario	New Westminster, British Columbia, Alberta and Halifax, Nova Scotia, Vars, Ontario, Canada	Salvage Auctions
Suburban Auto Parts Inc.	Ontario	New Westminster, British Columbia, Alberta and Halifax, Nova Scotia, Vars, Ontario, Canada	Salvage Auctions
1109597 Ontario Inc.	Ontario	Toronto, Ontario Canada	Holding Company

Footnotes

Subsidiary of Minnesota Power, Inc.

MP Investments, Inc. had a 20 percent ownership interest in Capital Re Corporation (Capital Re). As a result of the merger of Capital Re with ACE Limited, MP Investments, Inc. held a 2 percent ownership in ACE Limited at December 31, 1999.

Subsidiary of RendField Land Company, Inc.

Subsidiary of Minnesota Power Enterprises, Inc.

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 Minnesota Power Services Group, Inc.

Subsidiary of MP Water Resources Group, Inc.

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

Subsidiary of Heater Utilities, Inc.

Subsidiary of Instrumentation Services, Inc.

MP Real Estate Holdings, Inc. owns 80 percent of Lehigh Acquisition Corporation.

Subsidiary of MP Real Estate Holdings, Inc.

Cape Coral Holdings, Inc. purchased real estate properties in June 1999. These properties are held by Cape Coral Holdings, Inc., Cape Properties, Inc. and Marina Resources, Inc.

Subsidiary of Lehigh Acquisition Corporation.

Subsidiary of Lehigh Corporation.

Lehigh Corporation owns 100 percent of J.W. Ford, Inc., an investment accounted for under the equity method that is currently inactive.

MP Automotive Services, Inc. owns 90 percent of AutoVIN, Inc. AutoVIN, Inc. was purchased on September 30, 1999.

Subsidiary of MP Automotive Services, Inc.

Subsidiary of ADESA Corporation.

ADESA Corporation owns 46 percent of ADESA South Florida, LLC which is a vehicle auction in Opa-Locka, FL, 95 percent of Great Rigs Incorporated and 80 percent of ADESA Southern Indiana, Inc.

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

Formerly ADESA Sacramento, Inc.

Formerly Greater Buffalo Auto Auction, Inc.

Subsidiary of Automotive Finance Corporation.

Subsidiary of A.D.E. Management Company. A.D.E. Jacksonville, Inc. owns 5 percent of ADESA South Florida, LLC.

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

Incorporated effective December 30, 1999.

Subsidiary of ADESA Properties, Inc.

Incorporated effective December 28, 1999.

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

Incorporated effective January 14, 2000.

Subsidiary of ADESA Canada Inc.

Effective August 1, 1999 ADESA Halifax Inc., ADESA Moncton Inc., Professional Auto Remarketing Canada Inc. and ADESA Ottawa Inc. were amalgamated and converted into ADESA Auctions Canada Inc. Effective January 1, 2000 ADESA Auctions Canada Inc. was converted to ADESA Auctions Canada Corporation.

Subsidiary of ADESA Auctions Canada Corporation.

ADESA Canada Inc. owns 66.67 percent of 1109597 Ontario Inc.

ADESA Canada Inc. owns 20 percent of Impact Auto Auctions Ltd. and 20 percent of Suburban Auto Parts Inc. directly. 1109597 Ontario Inc. owns 80 percent of Impact Auto Auctions Ltd. and 80 percent of Suburban Auto Parts Inc. directly.

Bytown Car Carriers Inc. was purchased May 28, 1999.

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, Inc.

Reference is made to Annual Report Form 10-K (File No. 1-3548), filed by the claimant with the Commission on February 9, 1999, for the fiscal year ended December 31, 1998, particularly pages 16 through 18, 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.	11,344,302,874	None
Superior Water, Light and Power Company	531,150,612	2,271,816

(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.	2,031,862,571	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.	4,834,555,775	None
Superior Water, Light and Power Company	547,180,877	2,309,884

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.]

Exhibit B is the Financial Data Schedules.

Exhibit C is not applicable to Minnesota Power, Inc.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 7th day of February 2000.

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)

Minnesota Power, Inc.
30 West Superior Street
Duluth, Minnesota 55802-2093

(Address)

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, 1999, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000,000

YEAR
DEC-31-1999
JAN-01-1999
DEC-31-1999
PER-BOOK
2,313
1,132
68

Included a \$36.2 million non-cash charge related to the merger of Capital Re Corporation with ACE Limited. See Note 9 to Minnesota Power's Consolidated Financial Statements filed as part of the Company's 1999 Form 10-K.

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, 1998, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000,000

YEAR

	DEC-31-1998
	JAN-01-1998
	DEC-31-1998
	PER-BOOK
	2,209
1,039	
	89