

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended DECEMBER 31, 1999

or

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-3548

MINNESOTA POWER AND AFFILIATED COMPANIES  
SUPPLEMENTAL RETIREMENT PLAN  
(Full Title of the Plan)

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

(Name of issuer of securities  
held pursuant to the Plan and  
the address of its principal  
executive office)

-----

INDEX

	Page
Report of Independent Accountants	1
Statement of Net Assets Available for Plan Benefits - December 31, 1999 and 1998	2
Statement of Changes in Net Assets Available for Plan Benefits - Year Ended December 31, 1999 and 1998	3
Notes to Financial Statements	4
Supplemental Schedules	
Schedule I: Schedule of Investments Held	12
Schedule II: Schedule of Reportable Transactions in Excess of 5% of Fair Value of Plan Assets	13
Signatures	14

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Administrator  
of the Minnesota Power and Affiliated  
Companies Supplemental Retirement Plan

In our opinion, the accompanying statements of net assets available for plan benefits and the related statements of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for plan benefits of the Minnesota Power and Affiliated Companies Supplemental Retirement Plan at December 31, 1999 and 1998, and the changes in net assets available for plan benefits for the years then ended, in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional information included in Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements but is additional information required by the Employee Retirement Income Security Act of 1974. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP  
Minneapolis, Minnesota  
June 9, 2000

MINNESOTA POWER AND AFFILIATED COMPANIES  
 SUPPLEMENTAL RETIREMENT PLAN  
 STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
 Thousands

	1999	DECEMBER 31, 1998
-----		
ASSETS		
INVESTMENTS, AT FAIR/CONTRACT VALUE		
Guaranteed Investment Contracts	\$ 12,362	\$ 16,465
Pooled Investment Contracts	6,865	2,464
Minnesota Power, Inc. Common Stock	15,762	18,584
Mutual Fund Securities	70,609	52,050
Money Market Securities	5	16
Loans Receivable from Participants	2,021	2,068
	-----	-----
Total Investments	107,624	91,647
CASH	33	98
	-----	-----
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ 107,657	\$ 91,745
	=====	=====

-----  
 The accompanying notes are an integral part of these statements.

MINNESOTA POWER AND AFFILIATED COMPANIES  
 SUPPLEMENTAL RETIREMENT PLAN  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
 Thousands

	1999	YEAR ENDED DECEMBER 31, 1998
<hr style="border-top: 1px dashed black;"/>		
SOURCES OF NET ASSETS		
Participant Contributions	\$ 6,239	\$ 6,137
Employer Contributions	148	117
Interest Income	1,140	1,146
Dividend Income	4,552	2,376
Net Unrealized Appreciation in Fair Value of Investments	7,386	6,692
Participants' Loan Interest Income	188	182
	-----	-----
	19,653	16,650
APPLICATION OF NET ASSETS		
Transfers to Retirement Plans	(1,107)	(479)
Benefit Distributions	(2,625)	(2,287)
Administrative Expenses	(9)	(10)
	-----	-----
INCREASE IN NET ASSETS	15,912	13,874
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of Year	91,745	77,871
	-----	-----
End of Year	\$ 107,657	\$ 91,745
	=====	=====

---

The accompanying notes are an integral part of these statements.

MINNESOTA POWER AND AFFILIATED COMPANIES  
SUPPLEMENTAL RETIREMENT PLAN  
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The Minnesota Power and Affiliated Companies Supplemental Retirement Plan (SRP) provides benefits for eligible employees of Minnesota Power, Inc. (Minnesota Power) and two of its subsidiaries, Superior Water, Light and Power Company and MP Affiliated Resources, Inc. (collectively, the Companies). The SRP is a contributory defined contribution plan that is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

CONTRIBUTIONS

- PARTICIPANT CONTRIBUTIONS to the SRP consist of the following:
  - FLEXIBLE DOLLAR CONTRIBUTIONS. Flexible dollar contributions for the non-union participants are up to 3 percent of each participant's compensation, up to a maximum compensation of \$160,000 in 1999. The contribution is equal to an amount the participant has elected to contribute to the SRP and is included in the participant's before-tax account.
  - BEFORE-TAX CONTRIBUTIONS. Before-tax contributions consist of salary reduction contributions and results sharing contributions. Total before-tax contributions may not exceed \$10,000 in 1999, as permitted under Section 401(k) of the Internal Revenue Code of 1986 (Code).
  - SALARY REDUCTION CONTRIBUTIONS. Salary reduction contributions are equal to an amount the participant has elected to reduce his or her compensation pursuant to a salary reduction agreement.
  - RESULTS SHARING CONTRIBUTIONS. Results sharing contributions are equal to the portion (up to 100 percent) of the Results Sharing Award the participant irrevocably agrees to forgo and that, pursuant to the Minnesota Power Results Sharing Program, would otherwise be paid to the participant.
  - VOLUNTARY CONTRIBUTIONS (AFTER-TAX CONTRIBUTIONS). Each participant is also allowed to make voluntary after-tax contributions to the SRP through payroll deductions or lump-sum contributions. Total voluntary contributions made by a participant for all fiscal years since July 1, 1980 shall not exceed 8.5 percent of the aggregate compensation received for all years since becoming a participant less the amount of voluntary contributions made to either the Minnesota Power and Affiliated Companies Retirement Plan A or Plan B.
  - ROLLOVERS. Contributions by participants may also be made through rollovers from other qualified plans.
- EMPLOYER CONTRIBUTIONS to the SRP consist of non-elective contributions equal to 0.625 percent of each union participant's compensation, up to a maximum compensation of \$160,000 in 1999. Employer contributions are included in the participant's before-tax account.

VESTING

All contributions plus actual earnings are fully vested and nonforfeitable.

LOAN PROGRAM

The SRP allows participants to borrow money from their SRP accounts. A participant may borrow up to \$50,000 or 50 percent of their total before-tax account balances, whichever is less, for up to 5 years for a general purpose loan and 10 years for the acquisition of a primary residence. A fixed interest rate of the prime rate plus 1 percent, but not less than the Minnesota Power Employees Credit Union share secured rate, is charged until the loan is repaid. As loans are repaid, principal and interest amounts are redeposited into the participant's SRP accounts.

## PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and their share of the Companies' contributions. Income from the various SRP investment funds is allocated to each participant's account based upon their ownership interest in each fund.

Every December participants are required to make an election as to the level of contributions to the SRP for the subsequent year. Funds may be transferred between investment options on a weekly basis with at least 10 days written notice to Minnesota Power's Benefits Accounting and Administration. A brief description of the Plan's investment options follows. For a detailed description of the investment options and respective risk profiles refer to the fund prospectus.

- MINNESOTA POWER COMMON STOCK FUND seeks capital appreciation and current income by investing in the common stock of Minnesota Power.
- HEARTLAND VALUE FUND seeks long-term capital appreciation by investing primarily in common stocks of companies with market capitalizations of less than \$750 million selected on a value basis.
- FIDELITY MAGELLAN FUND seeks capital appreciation by investing in securities of domestic, foreign and multinational issuers.
- VANGUARD INSTITUTIONAL INDEX FUND seeks to match, as closely as possible, the performance of the Standard & Poor's 500 Composite Stock Price Index, which invests in stocks of large U.S. companies.
- VANGUARD SHORT TERM FEDERAL PORTFOLIO invests primarily in U.S. Government agency securities, which are debt obligations issued or guaranteed by agencies or instrumentalities of the U.S. Government. This fund may also invest in U.S. Treasury securities, as well as in repurchase agreements collateralized by the United States.
- BLACKROCK FUNDS SMALL CAP GROWTH EQUITY PORTFOLIO seeks long-term capital appreciation by investing in U.S. small capitalization growth companies (market capitalization under \$2 billion) which are considered to have above-average earnings growth prospects versus the fund's benchmark, the Russell 2000 Growth Index.
- TEMPLETON INSTITUTIONAL FUNDS, INC. FOREIGN EQUITY SERIES seeks long-term capital growth by investing in equity securities of companies located outside the United States and debt obligations of companies and governments located anywhere in the world.
- TEMPLETON INSTITUTIONAL FUNDS, INC. EMERGING MARKET SERIES seeks long-term capital growth by investing primarily in equity securities of issuers in countries having developing or emerging markets.
- JANUS BALANCED FUND seeks long-term capital growth consistent with preservation of capital and balanced by current income. This fund invests in securities selected primarily for their growth or income potential.
- FIXED INCOME FUND consists of guaranteed investment contracts (GICs) with insurance companies and pooled investment contracts (PICs) managed by American Express Trust Company. Each participant's account value is determined on a participation-unit basis. The price per participation-unit was established on April 15, 1999 at \$10. The participation-unit value is adjusted each business day to reflect investment results. At December 31, 1999 the Fixed Income Fund consisted of 1,842,970 units with a net value of \$19,227,000.
  - GICs are guaranteed by the issuing insurance company and supported by the insurance industry, and not guaranteed by the federal government.
  - AMERICAN EXPRESS TRUST INCOME FUND I is an actively managed, diversified pool of stable value contracts of varying maturity, size and yield. This fund seeks to preserve principal and income while maximizing current income by investing in pooled insurance investment contracts, bank investment contracts and stable value contracts regulated by the Securities and Exchange Commission and federal and state bank regulators.

While participants are active employees, they may withdraw money as a loan from their before-tax account. After age 59 1/2, participants may withdraw the full amount of their before-tax account. After-tax accounts may be withdrawn at specified times during the year by participants of any age. When participants terminate employment, become disabled or die, they or their beneficiaries may elect to receive the vested amount of all their SRP accounts. Upon retirement participants may elect to transfer the vested amount of their SRP account balances to the Minnesota Power and Affiliated Companies Retirement Plan A or Plan B.

Minnesota Power maintains the participants' records and issues a quarterly report to each participant showing the status of individual accounts. At December 31, 1999 there were 1,673 participants in the SRP.

ADMINISTRATION

The SRP is administered by the Employee Benefit Plans Committee (Committee). The address of the Committee is 30 West Superior Street, Duluth, Minnesota 55802-2093. The responsibility of the Committee includes the determination of compliance with the SRP's eligibility requirements as well as the administration and payment of benefits all in a manner consistent with the terms of the SRP and applicable law. The Committee has the authority to designate persons to carry out fiduciary responsibilities (other than trustee responsibilities) under the SRP. The Committee has the power to appoint an investment manager or managers. Administration fees and expenses of agents, outside experts, consultants, and investment managers are paid by the Companies or the SRP. The Committee may from time to time establish, modify and repeal rules for the administration of the SRP as may be necessary to carry out the purpose of the SRP. Members of the Committee receive no compensation for their services with respect to the SRP.

As of June 1, 2000 the members of the Committee, all employees of Minnesota Power, and their respective titles are as follows:

Name	Title
-----	-----
Robert D. Edwards	Executive Vice President and President - Minnesota Power Electric (1)
David G. Gartzke	Senior Vice President - Finance and Chief Financial Officer
Philip R. Halverson	Vice President, General Counsel and Secretary
Brenda J. Flayton	Vice President - Human Resources
Claudia R. Scott Welty	Vice President - Information Technology
Mark A. Schober	Controller
Donald J. Shippar	Chief Operating Officer - Minnesota Power Electric
Roger P. Engle	Vice President - Minnesota Power Electric and President and Chief Operating Officer - Superior Water, Light and Power Company
Lori A. Collard	President - Electric Outlet, Inc.
Alan R. Hodnik	Manager - Laskin Energy Center
Jeweleon W. Tuominen	Manager - Executive Compensation and Employee Benefits
Deborah Amberg	Senior Attorney

- - - - -  
(1) Committee Chairman

North Shore Bank of Commerce is retained as Trustee (Trustee) for the SRP. The Trustee's main office is located at 131 West Superior Street, Duluth, Minnesota 55802. The Trustee carries blanket bond insurance in the amount of \$2 million.

PLAN TERMINATION

The Companies reserve the right to reduce, suspend or discontinue their contributions at any time or to terminate the SRP subject to the provisions of ERISA and the Code. In the event of SRP termination, all of the account balances of the participants will be fully vested and nonforfeitable, and distributions will be made in accordance with the terms of the SRP.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

The SRP uses the accrual basis of accounting and, accordingly, reflects income in the year earned and expenses when incurred.

Mutual funds, money market securities and Minnesota Power common stock are reported at fair value based on quoted market prices. GIC and PIC amounts are reported at contract value which approximates fair value and represents the purchase price of the contract plus accrued interest. Participants' loans are reported at estimated fair value which represents outstanding principal and any related accrued interest.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to (i) make estimates and assumptions that affect the reported amounts of assets and liabilities, (ii) disclose contingent liabilities at the date of the financial statements and (iii) report amounts of revenue and expense during the reporting period. Actual results could differ from those estimates.

The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investment which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

NOTE 3 - FEDERAL INCOME TAX STATUS

A favorable determination letter dated December 12, 1995 was obtained from the Internal Revenue Service stating that the SRP, as amended and restated effective January 1, 1992, qualifies as a profit sharing plan under Section 401(a) of the Code.

NOTE 4 - GUARANTEED INVESTMENT CONTRACTS

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is agreed upon with the issuer upon initiation of the contract.

	Due	Crediting Interest Rate	Contract Value December 31,	
			1999	1998
----- Thousands				
Aetna Life Insurance Company	1999	6.06%		\$ 2,695
Provident Mutual Insurance Company	1999	5.80%		2,130
SunAmerica Life Insurance Company	2000	6.00%	\$ 2,279	2,150
Jackson National Life Insurance Company	2000	6.30%	3,580	3,368
Monumental Life Insurance Company	2001	6.67%	2,142	2,008
Protective Life Insurance Company	2001	6.17%	2,217	2,089
Continental Assurance Company	2002	5.88%	2,144	2,025
			-----	-----
			\$ 12,362	\$ 16,465
			=====	=====
Average Yield			6.38%	6.51%



NOTE 5 - CHANGES IN SRP ASSETS FOR PARTICIPANT DIRECTED ACCOUNTS  
Thousands

The table below summarizes the changes in SRP assets for each investment fund for the year ended December 31, 1999.

	Fixed Income Fund	Mutual Fund Securities			
	GICs and PICs	Heartland Value Fund	Fidelity Magellan Fund	Vanguard Institutional Index Fund	Vanguard Short Term Federal Portfolio
<b>Sources of Net Assets</b>					
Participant Contributions	\$ 826	\$ 359	\$ 846	\$ 1,443	\$ 295
Employer Contributions	33	8	20	28	5
Interest Income	1,139				
Dividend Income		13	1,729	307	101
Net Unrealized Appreciation (Depreciation) in Fair Value of Investments		952	2,313	2,621	(61)
Participants' Loan Repayments, Including Interest	146	65	155	175	61
	<u>2,144</u>	<u>1,397</u>	<u>5,063</u>	<u>4,574</u>	<u>401</u>
<b>Application of Net Assets</b>					
Transfers to Retirement Plans	(1,107)				
Benefit Distributions	(847)	(54)	(446)	(345)	(44)
Loans to Participants	(271)	(39)	(108)	(69)	(12)
Administrative Expenses	(9)				
Increase (Decrease) in Net Assets	(90)	1,304	4,509	4,160	345
Net Transfers	376	(938)	(73)	4	(255)
<b>Net Assets Available for Plan Benefits</b>					
Beginning of Year	<u>18,942</u>	<u>4,542</u>	<u>16,613</u>	<u>13,113</u>	<u>1,549</u>
End of Year	\$ <u>19,228</u>	\$ <u>4,908</u>	\$ <u>21,049</u>	\$ <u>17,277</u>	\$ <u>1,639</u>

Mutual Fund Securities (Continued)

	BlackRock Funds Small Cap Growth Equity Portfolio	Templeton Institutional Funds, Inc. Foreign Equity Series	Janus Balanced Fund	Templeton Institutional Funds, Inc. Emerging Market Series
<b>Sources of Net Assets</b>				
Participant Contributions	\$ 352	\$ 183	\$ 1,395	\$ 134
Employer Contributions	9	3	25	3
Interest Income				
Dividend Income	987	134	334	24
Net Unrealized Appreciation (Depreciation) in Fair Value of Investments	2,809	496	1,551	1,037
Participants' Loan Repayments, Including Interest	61	23	168	25
	----- 4,218	----- 839	----- 3,473	----- 1,223
<b>Application of Net Assets</b>				
Transfers to Retirement Plans				
Benefit Distributions	(77)	(46)	(202)	(34)
Loans to Participants	(47)	(24)	(124)	(9)
Administrative Expenses	-----	-----	-----	-----
Increase (Decrease) in Net Assets	4,094	769	3,147	1,180
Net Transfers	(431)	4	735	4
<b>Net Assets Available for Plan Benefits</b>				
Beginning of Year	5,317 -----	2,232 -----	6,800 -----	1,886 -----
End of Year	\$ 8,980 =====	\$ 3,005 =====	\$ 10,682 =====	\$ 3,070 =====

	Minnesota Power Common Stock	Loans Receivable from Participants	Total
Sources of Net Assets			
Participant Contributions	\$ 406		\$ 6,239
Employer Contributions	14		148
Interest Income	1		1,140
Dividend Income	923		4,552
Net Unrealized Appreciation (Depreciation) in Fair Value of Investments	(4,332)		7,386
Participants' Loan Repayments, Including Interest	97	\$ (788)	188
	-----	-----	-----
	(2,891)	(788)	19,653
Application of Net Assets			
Transfers to Retirement Plans			(1,107)
Benefit Distributions	(469)	(61)	(2,625)
Loans to Participants	(99)	802	0
Administrative Expenses	-----	-----	-----
			(9)
Increase (Decrease) in Net Assets	(3,459)	(47)	15,912
Net Transfers	574		0
Net Assets Available for Plan Benefits			
Beginning of Year	18,683	2,068	91,745
	-----	-----	-----
End of Year	\$ 15,798	\$ 2,021	\$ 107,657
	=====	=====	=====

- -----  
Balances include \$16 of short-term money market securities which were being held for participant distributions and \$98 in cash which was being held to be invested in Minnesota Power Common Stock.

Balances include \$5 of short-term money market securities which were being held for participant distributions and \$33 in cash which was being held to be invested in Minnesota Power Common Stock.

NOTE 5 - CHANGES IN SRP ASSETS FOR PARTICIPANT DIRECTED ACCOUNTS  
Thousands

The table below summarizes the changes in SRP assets for each investment fund for the year ended December 31, 1998.

	Fixed Income Fund	Mutual Fund Securities			
	GICs and PICs	Heartland Value Fund	Fidelity Magellan Fund	Vanguard Institutional Index Fund	Vanguard Short Term Federal Portfolio
<b>Sources of Net Assets</b>					
Participant Contributions	\$ 700	\$ 860	\$ 655	\$ 1,294	\$ 147
Employer Contributions	55	9	8	13	1
Interest Income	1,146				
Dividend Income		102	761	250	73
Net Unrealized Appreciation (Depreciation) in Fair Value of Investments		(661)	3,378	2,471	17
Participants' Loan Repayments, Including Interest	311	50	124	104	10
	<u>2,212</u>	<u>360</u>	<u>4,926</u>	<u>4,132</u>	<u>248</u>
<b>Application of Net Assets</b>					
Transfers to Retirement Plans	(479)				
Benefit Distributions	(1,435)	(80)	(211)	(116)	(14)
Loans to Participants	(1,066)				
Administrative Expenses	(10)				
Increase (Decrease) in Net Assets	(778)	280	4,715	4,016	234
Net Transfers	1,304	(344)	(368)	448	260
<b>Net Assets Available for Plan Benefits</b>					
Beginning of Year	<u>18,416</u>	<u>4,606</u>	<u>12,266</u>	<u>8,649</u>	<u>1,055</u>
End of Year	\$ <u>18,942</u>	\$ <u>4,542</u>	\$ <u>16,613</u>	\$ <u>13,113</u>	\$ <u>1,549</u>

Mutual Fund Securities (Continued)

	BlackRock Funds Small Cap Growth Equity Portfolio	Templeton Institutional Funds, Inc. Foreign Equity Series	Janus Balanced Fund	Templeton Institutional Funds, Inc. Emerging Market Series
<b>Sources of Net Assets</b>				
Participant Contributions	\$ 782	\$ 246	\$ 849	\$ 297
Employer Contributions	8	2	7	3
Interest Income				
Dividend Income		150	147	43
Net Unrealized Appreciation (Depreciation) in Fair Value of Investments	356	30	1,337	(448)
Participants' Loan Repayments, Including Interest	60	26	40	26
	----- 1,206	----- 454	----- 2,380	----- (79)
<b>Application of Net Assets</b>				
Transfers to Retirement Plans				
Benefit Distributions	(35)	(10)	(31)	(23)
Loans to Participants				
Administrative Expenses	-----	-----	-----	-----
Increase (Decrease) in Net Assets	1,171	444	2,349	(102)
Net Transfers	(584)	12	171	(240)
<b>Net Assets Available for Plan Benefits</b>				
Beginning of Year	4,730 -----	1,776 -----	4,280 -----	2,228 -----
End of Year	\$ 5,317 =====	\$ 2,232 =====	\$ 6,800 =====	\$ 1,886 =====

	Minnesota Power Common Stock	Loans Receivable from Participants	Total
<b>Sources of Net Assets</b>			
Participant Contributions	\$ 307		\$ 6,137
Employer Contributions	11		117
Interest Income			1,146
Dividend Income	850		2,376
Net Unrealized Appreciation (Depreciation) in Fair Value of Investments	212		6,692
Participants' Loan Repayments, Including Interest	275	\$ (844)	182
	----- 1,655	----- (844)	----- 16,650
<b>Application of Net Assets</b>			
Transfers to Retirement Plans			(479)
Benefit Distributions	(296)	(36)	(2,287)
Loans to Participants		1,066	0
Administrative Expenses	-----	-----	----- (10)
Increase (Decrease) in Net Assets	1,359	186	13,874
Net Transfers	(659)		0
<b>Net Assets Available for Plan Benefits</b>			
Beginning of Year	17,983	1,882	77,871
	-----	-----	-----
End of Year	\$ 18,683	\$ 2,068	\$ 91,745
	=====	=====	=====

Balances include \$54 of short-term money market securities of which \$43 was being held to be invested in Minnesota Power Common Stock and the balance for participant distributions. Balances also include \$11 in cash.

Balances include \$16 of short-term money market securities which were being held for participant distributions and \$98 in cash which was being held to be invested in Minnesota Power Common Stock.

MINNESOTA POWER AND AFFILIATED COMPANIES  
SUPPLEMENTAL RETIREMENT PLAN  
SCHEDULE OF INVESTMENTS HELD  
AS OF DECEMBER 31, 1999  
Thousands

(a)	(b)	(c)	(d)	(e)
Identity of Issuer	Description of Investment	Cost	Fair/ Contract Value	
<b>Guaranteed Investment Contracts</b>				
SunAmerica Life Insurance Company	GIC - 6.00% due 2000	\$ 2,279	\$ 2,279	
Jackson National Life Insurance Company	GIC - 6.30% due 2000	3,580	3,580	
Monumental Life Insurance Company	GIC - 6.67% due 2001	2,142	2,142	
Protective Life Insurance Company	GIC - 6.17% due 2001	2,217	2,217	
Continental Assurance Company	GIC - 5.88% due 2002	2,144	2,144	
		-----	-----	
Total Guaranteed Investment Contracts		12,362	12,362	
<b>Pooled Investment Contract</b>				
American Express Trust Income Fund I	PIC - 134 Shares	6,865	6,865	
		-----	-----	
* Minnesota Power, Inc.	Common Stock - 932 Shares	13,277	15,762	
		-----	-----	
<b>Mutual Fund Securities</b>				

Heartland Value Fund	Mutual Fund - 134 Shares	4,045	4,908
Fidelity Magellan Fund	Mutual Fund - 154 Shares	13,137	21,048
Vanguard Institutional Index Fund	Mutual Fund - 129 Shares	10,185	17,277
Vanguard Short Term Federal Portfolio	Mutual Fund - 166 Shares	1,639	1,639
BlackRock Small Cap Growth Equity Portfolio	Mutual Fund - 274 Shares	5,937	8,980
Templeton Institutional Fund Foreign Equity Series	Mutual Fund - 140 Shares	2,605	3,005
Janus Balanced Fund	Mutual Fund - 457 Shares	7,850	10,682
Templeton Institutional Fund Emerging Market Series	Mutual Fund - 238 Shares	2,656	3,070
		-----	-----
Total Mutual Funds		48,054	70,609
		-----	-----
Money Market Securities			
Dreyfus Institutional Government Securities Fund	Money Market - Floating Interest Rate with No Maturity Date	5	5
		-----	-----
* Minnesota Power, Inc.	Loans Receivable from Participants - 7% to 10%	-	2,021
		-----	-----
Total Investments		\$ 80,563	\$107,624
		=====	=====

\* Party-in-interest

MINNESOTA POWER AND AFFILIATED COMPANIES  
 SUPPLEMENTAL RETIREMENT PLAN  
 SCHEDULE OF REPORTABLE TRANSACTIONS  
 IN EXCESS OF 5% OF FAIR VALUE OF PLAN ASSETS  
 FOR THE YEAR ENDED DECEMBER 31, 1999

Dollars in Thousands

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred	Cost of Asset	Current Value of Asset	Net Gain or (Loss)
Dreyfus Institutional Government Securities Fund	Money Market Securities	\$9,684	-	-	-	-	\$9,684	-
Dreyfus Institutional Government Series Securities Fund	Money Market Securities	-	\$9,696	-	-	\$9,696	\$9,696	-
American Express Trust Income Fund I	Pooled Investment Contract	\$8,086	-	-	-	-	\$8,086	-
American Express Trust Income Fund I	Pooled Investment Contract	-	\$3,901	-	-	\$3,901	\$3,901	-
Minnesota Power	Common Stock	\$3,114	-	-	-	-	\$3,114	-
Minnesota Power	Common Stock	-	\$1,604	-	-	\$1,619	\$1,619	\$(15)



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Employee Benefit Plans Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Minnesota Power and Affiliated Companies  
Supplemental Retirement Plan

-----  
(Name of Plan)

June 13, 2000

By R.D. Edwards  
-----  
R.D. Edwards  
Chairman,  
Employee Benefit Plans Committee

INDEX TO EXHIBITS

Exhibit

- - - - -

a - Consent of Independent Accountants

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-26755) of the Minnesota Power and Affiliated Companies Supplemental Retirement Plan of our report dated June 9, 2000 appearing on page 1 of this Annual Report of the Minnesota Power and Affiliated Companies Supplemental Retirement Plan on Form 11-K for the year ended December 31, 1999.

PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP  
Minneapolis, Minnesota  
June 13, 2000