

**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.  
(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.

<b>Name</b>	<b>State / Province of Organization</b>	<b>Location</b>	<b>Nature of Business</b>
ALLETE, Inc. <sup>1</sup>	Minnesota	Duluth, MN	Energy and Real Estate
Superior Water, Light and Power Company <sup>2</sup>	Wisconsin	Superior, WI	Electric, Gas and Water Utility
Energy Land, Incorporated <sup>2</sup>	Wisconsin	Duluth, MN	Inactive
MP Investments, Inc. <sup>2</sup>	Delaware	Duluth, MN	Investments
RendField Land Company, Inc. <sup>2</sup>	Minnesota	Duluth, MN	Land Holding
Lakeview Financial Corporation I <sup>2</sup>	Minnesota	Duluth, MN	Financial Services
Lakeview Financial Corporation II <sup>2</sup>	Minnesota	Duluth, MN	Inactive
Logistics Coal, LLC <sup>3</sup>	Minnesota	Duluth, MN	Inactive
ALLETE Capital I <sup>2</sup>	Delaware	Duluth, MN	Dissolved in 2005
ALLETE Capital II <sup>2</sup>	Delaware	Duluth, MN	Trust (Inactive)
ALLETE Capital III <sup>2</sup>	Delaware	Duluth, MN	Trust (Inactive)
Minnesota Power Enterprises, Inc. <sup>2</sup>	Minnesota	Duluth, MN	Product and Marketing Coordination
BNI Coal, Ltd. <sup>4</sup>	North Dakota	Bismarck, ND	Coal Mining
MP Affiliate Resources, Inc. <sup>4</sup>	Minnesota	Duluth, MN	Administrative Operations
Enventis Telecom, Inc. <sup>4</sup>	Minnesota	Plymouth, MN	Telecommunications
Rainy River Energy Corporation <sup>4</sup>	Minnesota	Duluth, MN	Generation/Power Marketing
Rainy River Energy Corporation – Wisconsin <sup>4</sup>	Wisconsin	Superior, WI	Generation/Power Marketing
Synertec, Incorporated <sup>4, 5</sup>	Minnesota	Duluth, MN	Contract Services

<b>Name</b>	<b>State / Province of Organization</b>	<b>Location</b>	<b>Nature of Business</b>
NaturNorth Technologies, LLC <sup>5</sup>	Delaware	Duluth, MN	Product Development
Upper Minnesota Properties, Inc. <sup>4</sup>	Minnesota	Duluth, MN	Affordable Housing Projects and Economic Development
Upper Minnesota Properties – Meadowlands, Inc. <sup>6,7</sup>	Minnesota	Duluth, MN	Affordable Housing Project
Upper Minnesota Properties – Irving, Inc. <sup>6</sup>	Minnesota	Duluth, MN	Affordable Housing Project
Upper Minnesota Properties – Development, Inc. <sup>6</sup>	Minnesota	Duluth, MN	Economic Development
ALLETE Water Services, Inc. <sup>2</sup>	Minnesota	Duluth, MN	Administrative Operations
Heater Utilities, Inc. <sup>8</sup>	South Carolina	Cary, NC	Sold in 2004
LaGrange Waterworks Corporation <sup>9</sup>	North Carolina	Fayetteville, NC	Sold in 2004
Brookwood Water Corporation <sup>9</sup>	North Carolina	Fayetteville, NC	Sold in 2004
Florida Water Services Corporation <sup>8</sup>	Florida	Orlando, FL	Water and Wastewater Treatment Utility
Georgia Water Services Corporation <sup>8</sup>	Georgia	Atlanta, GA	Sold in 2005
Tennessee Water Services, Inc. <sup>8</sup>	Tennessee	Nashville, TN	Dissolved in 2004
Auto Replacement Property, LLC <sup>10</sup>	Indiana	Indianapolis, IN	Real Estate
Energy Replacement Property, LLC <sup>10</sup>	Minnesota	Duluth, MN	Real Estate
ALLETE Properties, Inc. <sup>2, 11</sup>	Minnesota	Lehigh Acres, FL	Real Estate
Cape Coral Holdings, Inc. <sup>12</sup>	Florida	Cape Coral, FL	Real Estate
Cape Properties, Inc. <sup>12</sup>	Florida	Cape Coral, FL	Real Estate
Palm Coast Forest, LLC <sup>12</sup>	Florida	Palm Coast, FL	Real Estate
Palm Coast Land, LLC <sup>12</sup>	Florida	Palm Coast, FL	Subdivider, Developer
Tomoka Holdings, LLC <sup>12</sup>	Florida	Ormand Beach, FL	Subdivider, Developer
Winter Haven Citi Centre, LLC <sup>12</sup>	Florida	Winter Haven, FL	Retail Shopping Center
ALLETE Commercial, LLC <sup>12</sup>	Florida	Cape Coral, FL	Real Estate
Lehigh Acquisition Corporation <sup>11, 12</sup>	Delaware	Lehigh Acres, FL	Holding Company
Interlachen Lakes Estates, Inc. <sup>13</sup>	Florida	Interlachen, FL	Real Estate
Sundowner Properties, Inc. <sup>13</sup>	Pennsylvania	Williston, FL	Real Estate
SRC of Florida, Inc. <sup>13</sup>	Florida	Lehigh Acres, FL	Real Estate
Florida Landmark Communities, Inc. <sup>13</sup>	Florida	Lehigh Acres, FL	Subdivider, Developer
Lehigh Corporation <sup>14</sup>	Florida	Lehigh Acres, FL	Real Estate
Lehigh Land & Investment, Inc. <sup>14</sup>	Florida	Lehigh Acres, FL	Real Estate
Cliffside Properties, Inc. <sup>14</sup>	California	Lehigh Acres, FL	Real Estate
Palm Coast Holdings, Inc. <sup>14</sup>	Florida	Palm Coast, FL	Real Estate

<b>Name</b>	<b>State / Province of Organization</b>	<b>Location</b>	<b>Nature of Business</b>
Enterprise Lehigh, Inc. <sup>14</sup>	Florida	Lehigh Acres, FL	Real Estate
ALLETE Automotive Services, LLC <sup>2, 15</sup>	Minnesota	Duluth, MN	Administrative Operations
ADESA, Inc. <sup>16, 17</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
AutoVIN, Inc. <sup>16, 18</sup>	Indiana	Roswell, GA	Spun off 09/20/04
ADESA Arkansas, LLC <sup>16, 18</sup>	Delaware	N. Little Rock, AR	Spun off 09/20/04
A.D.E. of Ark-La-Tex, Inc. <sup>16, 18</sup>	Louisiana	Shreveport, LA	Spun off 09/20/04
ADESA Ark-La-Tex, LLC <sup>16, 18</sup>	Louisiana	Shreveport, LA	Spun off 09/20/04
ADESA Birmingham, LLC <sup>16, 18</sup>	Alabama	Moody, AL	Spun off 09/20/04
ADESA California, LLC <sup>16, 18</sup>	California	Sacramento, CA	Spun off 09/20/04
ADESA Charlotte, LLC <sup>16, 18</sup>	North Carolina	Charlotte, NC	Spun off 09/20/04
ADESA Colorado, LLC <sup>16, 18</sup>	Colorado	Fountain, CO	Spun off 09/20/04
ADESA Des Moines, LLC <sup>16, 18</sup>	Iowa	Grimes, IA	Spun off 09/20/04
ADESA Importation Services, Inc. <sup>16, 18</sup>	Michigan	Holly, MI	Spun off 09/20/04
ADESA Lansing, LLC <sup>16, 18</sup>	Michigan	Dimondale, MI	Spun off 09/20/04
ADESA Lexington, LLC <sup>16, 18</sup>	Kentucky	Lexington, KY	Spun off 09/20/04
ADESA Mexico, LLC <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
ADESA Missouri, LLC <sup>16, 18, 19</sup>	Missouri	Barnhart, MO	Spun off 09/20/04
ADESA New York, LLC <sup>16, 18</sup>	New York	Akron, NY	Spun off 09/20/04
ADESA Ohio, LLC <sup>16, 18</sup>	Ohio	Franklin, OH	Spun off 09/20/04
ADESA Oklahoma, LLC <sup>16, 18</sup>	Oklahoma	Tulsa, OK	Spun off 09/20/04
ADESA Pennsylvania, Inc. <sup>16, 18</sup>	Pennsylvania	Mercer, PA	Spun off 09/20/04
ADESA San Diego, LLC <sup>16, 18, 20</sup>	California	Los Angeles, CA	Spun off 09/20/04
ADESA Southern Indiana, LLC <sup>16, 18</sup>	Indiana	Edinburgh, IN	Spun off 09/20/04
ADESA Texas, Inc. <sup>16, 18</sup>	Texas	Houston, TX	Spun off 09/20/04
ADESA Washington, LLC <sup>16, 18</sup>	Washington	Auburn, WA	Spun off 09/20/04
ADESA Wisconsin, LLC <sup>16, 18</sup>	Wisconsin	Portage, WI	Spun off 09/20/04
Auto Dealers Exchange of Concord, LLC <sup>16, 18</sup>	Massachusetts	Framingham, MA	Spun off 09/20/04
Auto Dealers Exchange of Memphis, LLC <sup>16, 18</sup>	Tennessee	Memphis, TN	Spun off 09/20/04
A.D.E. of Knoxville, LLC <sup>16, 18</sup>	Tennessee	Lenoir City, TN	Spun off 09/20/04
Auto Banc Corporation <sup>16, 18</sup>	New Jersey	Manville, NJ	Spun off 09/20/04
ADESA New Jersey, Inc. <sup>16, 18</sup>	New Jersey	Manville, NJ	Spun off 09/20/04
ADESA Atlanta, LLC <sup>16, 18</sup>	New Jersey	Newnan, GA	Spun off 09/20/04
ADESA Phoenix, LLC <sup>16, 18</sup>	New Jersey	Chandler, AZ	Spun off 09/20/04

<b>Name</b>	<b>State / Province of Organization</b>	<b>Location</b>	<b>Nature of Business</b>
ADESA Florida, LLC <sup>16, 18</sup>	Florida	Jacksonville, FL	Spun off 09/20/04
ADESA – South Florida, LLC <sup>16, 18</sup>	Indiana	Opa-Locka, FL	Spun off 09/20/04
ADESA Indianapolis, LLC <sup>16, 18</sup>	Indiana	Plainfield, IN	Spun off 09/20/04
ADESA Transportation, Inc. <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
Asset Holdings III, L.P. <sup>16, 18</sup>	Ohio	Columbus, OH	Spun off 09/20/04
ComSearch, Inc. <sup>16, 18</sup>	Rhode Island	Warren, RI	Spun off 09/20/04
Automotive Recovery Services, Inc. <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
ADESA Properties, Inc. <sup>16, 18</sup>	Delaware	Dimondale, MI	Spun off 09/20/04
Automotive Finance Corporation <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
AFC AIM Corporation <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
AFC Funding Corporation <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
EndTrust Lease End Services, LLC <sup>16, 18</sup>	Texas	Hurst, TX	Spun off 09/20/04
IRT Receivables Corp. <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
Micro 21, Inc. <sup>16, 18</sup>	Indiana	Indianapolis, IN	Spun off 09/20/04
Automotive Finance Canada Inc. <sup>16, 18</sup>	Ontario	Ottawa, ON	Spun off 09/20/04
ADESA Properties Canada Inc. <sup>16, 18</sup>	Delaware	Dimondale, MI	Spun off 09/20/04
PAR, Inc. <sup>16, 18</sup>	Indiana	Carmel, IN	Spun off 09/20/04
3048540 Nova Scotia Company <sup>16, 18</sup>	Nova Scotia	Halifax, NS	Spun off 09/20/04
3048538 Nova Scotia Company <sup>16, 18</sup>	Nova Scotia	Halifax, NS	Spun off 09/20/04
ADESA Automotive Services LP <sup>16, 18</sup>	Ontario	Mississauga, ON	Spun off 09/20/04
ADESA Canada Corporation <sup>16, 18</sup>	Nova Scotia	Halifax, NS	Spun off 09/20/04
ADESA Finance Canada Inc. <sup>16, 18</sup>	Nova Scotia	Halifax, NS	Spun off 09/20/04
ADESA Canada Inc. <sup>16, 18</sup>	Quebec	Montreal, QC	Spun off 09/20/04
ADESA Auctions Canada Corporation <sup>16, 18</sup>	Nova Scotia	Halifax, NS	Spun off 09/20/04
ADESA Remarketing Services Inc. <sup>16, 18</sup>	Ontario	Mississauga, ON	Spun off 09/20/04
Impact Auto Auctions Ltd. <sup>16, 18</sup>	Ontario	Mississauga, ON	Spun off 09/20/04
Suburban Auto Parts Inc. <sup>16, 18</sup>	Ontario	Stouffville, ON	Spun off 09/20/04
Impact Auto Auction Sudbury Ltd. <sup>16, 18</sup>	Ontario	Sudbury, ON	Spun off 09/20/04
ADESA Montreal Corporation <sup>16, 18</sup>	Nova Scotia	Halifax, NS	Spun off 09/20/04
CAAG Transport Ltd. <sup>16, 18</sup>	British Columbia	Vancouver, BC	Spun off 09/20/04
504811 NB Ltd. <sup>16, 18</sup>	New Brunswick	Moncton, NB	Spun off 09/20/04
79378 Manitoba Inc. <sup>16, 18</sup>	Manitoba	Winnipeg, MB	Spun off 09/20/04
Adesur S. de R.L. de C.V. <sup>16, 18</sup>	Federal District	Mexico City, Mexico	Spun off 09/20/04
Auction Vehicles of Mexico, S. de R.L. de C.V. <sup>16, 18</sup>	Federal District	Mexico City, Mexico	Spun off 09/20/04

## Footnotes

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- <sup>1</sup> ALLETE, Inc. withdrew from Split Rock Energy LLC in March 2004.
- <sup>2</sup> Subsidiary of ALLETE, Inc.
- <sup>3</sup> Subsidiary of Lakeview Financial Corporation II.
- <sup>4</sup> Subsidiary of Minnesota Power Enterprises, Inc.
- <sup>5</sup> Synertec, Incorporated has a 33.33 percent equity ownership in NaturNorth Technologies, LLC.
- <sup>6</sup> Subsidiary of Upper Minnesota Properties, Inc.
- <sup>7</sup> Upper Minnesota Properties-Meadowlands, Inc. is a 99.5 percent partner in Meadowlands Affordable Housing Limited Partnership.
- <sup>8</sup> Subsidiary of ALLETE Water Services, Inc.
- <sup>9</sup> Subsidiary of Heater Utilities, Inc.
- <sup>10</sup> Subsidiary of Florida Water Services Corporation.
- <sup>11</sup> ALLETE Properties, Inc. owns 80 percent of Lehigh Acquisition Corporation.
- <sup>12</sup> Subsidiary of ALLETE Properties, Inc.
- <sup>13</sup> Subsidiary of Lehigh Acquisition Corporation.
- <sup>14</sup> Subsidiary of Florida Landmark Communities, Inc.
- <sup>15</sup> On May 24, 2004 ALLETE Automotive Services, Inc. was merged into a new subsidiary, ALLETE Automotive Services, LLC.
- <sup>16</sup> On September 20, 2004 ALLETE, Inc. completed the spin-off of ADESA, Inc. and all of its subsidiaries.
- <sup>17</sup> On January 23, 2004 ADESA, Inc. was incorporated as a subsidiary of ALLETE Automotive Services, Inc. On May 24, 2004 ADESA, Inc. and ADESA Corporation were merged with ADESA, Inc., the survivor. On June 21, 2004 ADESA, Inc. sold 6.6 percent of its common stock in an initial public offering and ALLETE Automotive Services, LLC owned the remaining 93.4 percent of ADESA, Inc.
- <sup>18</sup> At September 20, 2004 was a directly or indirectly owned subsidiary of ADESA, Inc.
- <sup>19</sup> On March 30, 2004 ADESA, Inc. incorporated Auto Dealers Exchange of Missouri, LLC. On April 30, 2004 ADESA Missouri, Inc. and Auto Dealers Exchange of Missouri, LLC were merged and the surviving entity was renamed ADESA Missouri, LLC.
- <sup>20</sup> On August 23, 2004 ADESA San Diego, LLC was transferred to ADESA, 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 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 11, 2005, for the fiscal year ended December 31, 2004, particularly pages 5 through 12, 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.

	<b>Electricity</b>	<b>Gas</b>
ALLETE, Inc.	12,555,845,137	None
Superior Water, Light and Power Company	581,303,916	2,083,651

- (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.

	<b>Electricity</b>	<b>Gas</b>
ALLETE, Inc.	1,380,484,000	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.

	<b>Electricity</b>	<b>Gas</b>
ALLETE, Inc.	3,966,965,618	None
Superior Water, Light and Power Company	597,834,206	2,085,448

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).

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## 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 11th day of February 2005.

CORPORATE SEAL

\_\_\_\_\_  
ALLETE, Inc.  
(Name of Claimant)

By \_\_\_\_\_  
/s/ James K. Vizanko  
Senior Vice President and  
Chief Financial Officer

Attest:

\_\_\_\_\_  
/s/ Mark A. Schober  
Senior Vice President and Controller

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

James K. Vizanko  
(Name)

Senior Vice President and Chief Financial Officer  
(Title)

ALLETE, Inc.  
30 West Superior Street  
Duluth, Minnesota 55802-2093  
(Address)