ALLETE INC
Form 10-K/A
February 26, 2009

United States
Securities and Exchange Commission
Washington, D.C. 20549

Form 10-K/A
Amendment No. 1

(Mark One)

R Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2008

£ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ______________ to ______________

Commission File No. 1-3548

ALLETE, Inc.
(Exact name of registrant as specified in its charter)

Minnesota	41-0418150
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

30 West Superior Street, Duluth, Minnesota 55802-2093
(Address of principal executive offices, including zip code)

(218) 279-5000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Stock Exchange on Which Registered
Common Stock, without par value	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes R No £

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes £ No R

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes R No £

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. R

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Act).

Large Accelerated Filer R	Accelerated Filer £	Non-Accelerated Filer £	Smaller Reporting Company £

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes £ No R

The aggregate market value of voting stock held by nonaffiliates on June 30, 2008, was $1,293,602,666.

As of February 1, 2009, there were 32,624,876 shares of ALLETE Common Stock, without par value, outstanding.

EXPLANATORY NOTE

This Annual Report on Form 10-K/A constitutes Amendment No. 1 (the “Amendment”) to ALLETE, Inc.’s Annual Report on Form 10-K for the year ended December 31, 2008, which was originally filed with the Securities and Exchange Commission (“SEC”) on February 13, 2009. This Amendment is being filed solely to submit previously omitted summarized financial data on the American Transmission Company, LLC (ATC), an independent transmission company in which ALLETE’s subsidiary, Rainy River Energy Corporation – Wisconsin has an approximate 8 percent non-voting interest. The “ATC Summarized Financial Data” section is part of Note 5 to the consolidated financial statements included in Item 8 Financial Statements and Supplementary Data. Except as indicated in the preceding sentence and for the updated consent and certifications, this Amendment does not modify or update other disclosures in, or exhibits to, the Annual Report on Form 10-K.

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Safe Harbor Statement
Under the Private Securities Litigation Reform Act of 1995

Statements in this report that are not statements of historical facts may be considered “forward-looking” and, accordingly, involve risks and uncertainties that could cause actual results to differ materially from those discussed. Although such forward-looking statements have been made in good faith and are based on reasonable assumptions, there is no assurance that the expected results will be achieved. Any statements that express, or involve discussions as to, future expectations, risks, beliefs, plans, objectives, assumptions, events, uncertainties, financial performance or growth strategies (often, but not always, through the use of words or phrases such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “projects,” “will likely result,” “will continue,“ “could,” “may,” “potential,” “target,” “outlo similar meaning) are not statements of historical facts and may be forward-looking.

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are hereby filing cautionary statements identifying important factors that could cause our actual results to differ materially from those projected, or expectations suggested, in forward-looking statements made by or on behalf of ALLETE in this Annual Report on Form 10-K, in presentations, on our website, in response to questions or otherwise. These statements are qualified in their entirety by reference to, and are accompanied by, the following important factors, in addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements:

- our ability to successfully implement our strategic objectives;
- our ability to manage expansion and integrate acquisitions;
- prevailing governmental policies, regulatory actions, and legislation including those of the United States Congress, state legislatures, the FERC, the MPUC, the PSCW, and various local and county regulators, and city administrators, about allowed rates of return, financings, industry and rate structure, acquisition and disposal of assets and facilities, real estate development, operation and construction of plant facilities, recovery of purchased power, capital investments and other expenses, present or prospective wholesale and retail competition (including but not limited to transmission costs), zoning and permitting of land held for resale and environmental matters;
- the potential impacts of climate change and future regulation to restrict the emissions of GHG on our Regulated Operations;
- effects of restructuring initiatives in the electric industry;
- economic and geographic factors, including political and economic risks;
- changes in and compliance with laws and regulations;
- weather conditions;
- natural disasters and pandemic diseases;
- war and acts of terrorism;
- wholesale power market conditions;
- population growth rates and demographic patterns;
- effects of competition, including competition for retail and wholesale customers;
- changes in the real estate market;
- pricing and transportation of commodities;
- changes in tax rates or policies or in rates of inflation;
- project delays or changes in project costs;
- availability and management of construction materials and skilled construction labor for capital projects;
- changes in operating expenses, capital and land development expenditures;
- global and domestic economic conditions affecting us or our customers;

- our ability to access capital markets and bank financing;
- changes in interest rates and the performance of the financial markets;
- our ability to replace a mature workforce and retain qualified, skilled and experienced personnel; and
- the outcome of legal and administrative proceedings (whether civil or criminal) and settlements that affect the business and profitability of ALLETE.

Additional disclosures regarding factors that could cause our results and performance to differ from results or performance anticipated by this report are discussed in Item 1A under the heading “Risk Factors” beginning on page 20 of our 2008 Form 10-K. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which that statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of these factors, nor can it assess the impact of each of these factors on the businesses of ALLETE or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers are urged to carefully review and consider the various disclosures made by us in this Form 10-K/A and in our other reports filed with the SEC that attempt to advise interested parties of the factors that may affect our business.

Item 8. Financial Statements and Supplementary Data

See our consolidated financial statements as of December 31, 2008 and 2007, and for each of the three years in the period ended December 31, 2008, and supplementary data, also included, which are indexed in Item 15(a).

Item 9A. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of ALLETE's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 ("Exchange Act")). Based upon those evaluations, our principal executive officer and principal financial officer have concluded that such disclosure controls and procedures are effective to provide assurance that information required to be disclosed in ALLETE's reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and such information is accumulated and communicated to our management, including our principal executive and principal financial officer, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on our evaluation under the framework in Internal Control—Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2008.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2008, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) Certain Documents Filed as Part of this Form 10-K/A

(1) Financial Statements

All other schedules have been omitted either because the information is not required to be reported by ALLETE or because the information is included in the consolidated financial statements or the notes.

(3) Exhibits including those incorporated by reference.

Exhibit Number

*3(a)1 - Articles of Incorporation, amended and restated as of May 8, 2001 (filed as Exhibit 3(b) to the March 31, 2001, Form 10-Q, File No. 1-3548).

*3(a)2 - Amendment to Articles of Incorporation, effective 12:00 p.m. Eastern Time on September 20, 2004 (filed as Exhibit 3 to the September 21, 2004, Form 8-K, File No. 1-3548).

*3(a)3 - Amendment to Certificate of Assumed Name, filed with the Minnesota Secretary of State on May 8, 2001 (filed as Exhibit 3(a) to the March 31, 2001, Form 10-Q, File No. 1-3548).

*3(b) - Bylaws, as amended effective August 24, 2004 (filed as Exhibit 3 to the August 25, 2004, Form 8-K, File No. 1-3548).

*4(a)1 - Mortgage and Deed of Trust, dated as of September 1, 1945, between Minnesota Power & Light Company (now ALLETE) and The Bank of New York Mellon (formerly Irving Trust Company) and Douglas J. MacInnes (successor to Richard H. West), Trustees (filed as Exhibit 7(c), File No. 2-5865).

*4(a)2 - Supplemental Indentures to ALLETE's Mortgage and Deed of Trust:

Number	Dated as of	Reference File	Exhibit
First	March 1, 1949	2-7826	7(b)
Second	July 1, 1951	2-9036	7(c)
Third	March 1, 1957	2-13075	2(c)
Fourth	January 1, 1968	2-27794	2(c)
Fifth	April 1, 1971	2-39537	2(c)
Sixth	August 1, 1975	2-54116	2(c)
Seventh	September 1, 1976	2-57014	2(c)
Eighth	September 1, 1977	2-59690	2(c)
Ninth	April 1, 1978	2-60866	2(c)
Tenth	August 1, 1978	2-62852	2(d)2
Eleventh	December 1, 1982	2-56649	4(a)3
Twelfth	April 1, 1987	33-30224	4(a)3
Thirteenth	March 1, 1992	33-47438	4(b)

Fourteenth	June 1, 1992	33-55240	4(b)
Fifteenth	July 1, 1992	33-55240	4(c)
Sixteenth	July 1, 1992	33-55240	4(d)
Seventeenth	February 1, 1993	33-50143	4(b)
Eighteenth	July 1, 1993	33-50143	4(c)
Nineteenth	February 1, 1997	1-3548 (1996 Form 10-K)	4(a)3
Twentieth	November 1, 1997	1-3548 (1997 Form 10-K)	4(a)3
Twenty-first	October 1, 2000	333-54330	4(c)3
Twenty-second	July 1, 2003	1-3548 (June 30, 2003 Form 10-Q)	4
Twenty-third	August 1, 2004	1-3548 (Sept. 30, 2004 Form 10-Q)	4(a)
Twenty-fourth	March 1, 2005	1-3548 (March 31, 2005 Form 10-Q)	4
Twenty-fifth	December 1, 2005	1-3548 (March 31, 2006 Form 10-Q)	4
Twenty-sixth	October 1, 2006	1-3548 (2006 Form 10-K)	4
Twenty-seventh	February 1, 2008	1-3548 (2007 Form 10-K)	4(a)3
Twenty-eighth	May 1, 2008	1-3548 (June 30, 2008 Form 10-Q)	4

Exhibit Number

**4(a)3 - Twenty-ninth Supplemental Indenture, dated as of November 1, 2008, between ALLETE and The Bank of New York Mellon and Douglas J. MacInnes, as Trustees.

**4(a)4 - Thirtieth Supplemental Indenture, dated as of January 1, 2009, between ALLETE and The Bank of New York Mellon and Douglas J. MacInnes, as Trustees.

*4(b)1 - Indenture of Trust, dated as of August 1, 2004, between the City of Cohasset, Minnesota and U.S. Bank National Association, as Trustee relating to $111 Million Collateralized Pollution Control Refunding Revenue Bonds (filed as Exhibit 4(b) to the September 30, 2004, Form 10-Q, File No. 1-3548).

*4(b)2 - Loan Agreement, dated as of August 1, 2004, between the City of Cohasset, Minnesota and ALLETE relating to $111 Million Collateralized Pollution Control Refunding Revenue Bonds (filed as Exhibit 4(c) to the September 30, 2004, Form 10-Q, File No. 1-3548).

*4(c)1 - Mortgage and Deed of Trust, dated as of March 1, 1943, between Superior Water, Light and Power Company and Chemical Bank & Trust Company and Howard B. Smith, as Trustees, both succeeded by U.S. Bank Trust N.A., as Trustee (filed as Exhibit 7(c), File No. 2-8668).

*4(c)2 - Supplemental Indentures to Superior Water, Light and Power Company's Mortgage and Deed of Trust:

Number	Dated as of	Reference File	Exhibit
First	March 1, 1951	2-59690	2(d)(1)
Second	March 1, 1962	2-27794	2(d)1
Third	July 1, 1976	2-57478	2(e)1
Fourth	March 1, 1985	2-78641	4(b)
Fifth	December 1, 1992	1-3548 (1992 Form 10-K)	4(b)1
Sixth	March 24, 1994	1-3548 (1996 Form 10-K)	4(b)1
Seventh	November 1, 1994	1-3548 (1996 Form 10-K)	4(b)2
Eighth	January 1, 1997	1-3548 (1996 Form 10-K)	4(b)3
Ninth	October 1, 2007	1-3548 (2007 Form 10-K)	4(c)3
Tenth	October 1, 2007	1-3548 (2007 Form 10-K)	4(c)4

**4(c)3 - Eleventh Supplemental Indenture, dated as of December 1, 2008, between Superior Water, Light and Power Company and U.S. Bank National Association, as Trustees.

*4(d) - Amended and Restated Rights Agreement, dated as of July 12, 2006, between ALLETE and the Corporate Secretary of ALLETE, as Rights Agent (filed as Exhibit 4 to the July 14, 2006, Form 8-K, File No. 1-3548).

*10(a) - Power Purchase and Sale Agreement, dated as of May 29, 1998, between Minnesota Power, Inc. (now ALLETE) and Square Butte Electric Cooperative (filed as Exhibit 10 to the June 30, 1998, Form 10-Q, File No. 1-3548).

*10(c) - Master Agreement (without Appendices and Exhibits), dated December 28, 2004, by and between Rainy River Energy Corporation and Constellation Energy Commodities Group, Inc. (filed as Exhibit 10(c) to the 2004 Form 10-K, File No. 1-3548).

*10(d)1 - Fourth Amended and Restated Committed Facility Letter (without Exhibits), dated January 11, 2006, by and among ALLETE and LaSalle Bank National Association, as Agent (filed as Exhibit 10 to the January 17, 2006, Form 8-K, File No. 1-3548).

*10(d)2 - First Amendment to Fourth Amended and Restated Committed Facility Letter dated June 19, 2006, by and among ALLETE and LaSalle Bank National Association, as Agent (filed as Exhibit 10(a) to the June 30, 2006, Form 10-Q, File No. 1-3548).

**10(d)3 - Second Amendment to Fourth Amended and Restated Committed Facility Letter dated December 14, 2006, by and among ALLETE and LaSalle Bank National Association, as Agent.

*10(e)1 - Financing Agreement between Collier County Industrial Development Authority and ALLETE dated as of July 1, 2006 (filed as Exhibit 10(b)1 to the June 30, 2006, Form 10-Q, File No. 1-3548).

*10(e)2	-	Letter of Credit Agreement, dated as of July 5, 2006, among ALLETE, the Participating Banks and Wells Fargo Bank, National Association, as Administrative Agent and Issuing Bank (filed as Exhibit 10(b)2 to the June 30, 2006, Form 10-Q, File No. 1-3548).
*10(g)	-	Agreement (without Exhibit) dated December 16, 2005, among ALLETE, Wisconsin Public Service Corporation and WPS Investments, LLC (filed as Exhibit 10 to the December 21, 2005 Form 8-K, File No. 1-3548).
+*10(h)1	-	Minnesota Power (now ALLETE) Executive Annual Incentive Plan, as amended, effective January 1, 1999 with amendments through January 2003 (filed as Exhibit 10 to the September 30, 2003, Form 10-Q, File No. 1-3548).
+*10(h)2	-	November 2003 Amendment to the ALLETE Executive Annual Incentive Plan (filed as Exhibit 10(t)2 to the 2003 Form 10-K, File No. 1-3548).
+*10(h)3	-	July 2004 Amendment to the ALLETE Executive Annual Incentive Plan (filed as Exhibit 10(a) to the June 30, 2004, Form 10-Q, File No. 1-3548).
+*10(h)4	-	January 2007 Amendment to the ALLETE Executive Annual Incentive Plan (filed as Exhibit 10(h)4 to the 2006 Form 10-K, File No. 1-3548).

Exhibit Number		
+*10(h)5	-	Form of ALLETE Executive Annual Incentive Plan 2006 Award (filed as Exhibit 10 to the February 17, 2006, Form 8-K, File No. 1-3548).
+*10(h)6	-	Form of ALLETE Executive Annual Incentive Plan Awards Effective 2007 (filed as Exhibit 10(h)7 to the 2006 Form 10-K, File No. 1-3548).
**+10(h)7	-	Form of ALLETE Executive Annual Incentive Plan Form of Awards Effective 2009.
+*10(i)1	-	ALLETE and Affiliated Companies Supplemental Executive Retirement Plan, as amended and restated, effective January 1, 2004 (filed as Exhibit 10(u) to the 2003 Form 10-K, File No. 1-3548).
+*10(i)2	-	January 2005 Amendment to the ALLETE and Affiliated Companies Supplemental Executive Retirement Plan (filed as Exhibit 10(b) to the March 31, 2005, Form 10-Q, File No. 1-3548).
+*10(i)3	-	August 2006 Amendments to the ALLETE and Affiliated Companies Supplemental Executive Retirement Plan (filed as Exhibit 10(a) to the September 30, 2006, Form 10-Q, File No. 1-3548).
**+10(i)4	-	ALLETE and Affiliated Companies Supplemental Executive Retirement Plan I (SERP I), as amended and restated, effective January 1, 2009.
**+10(i)5	-	ALLETE and Affiliated Companies Supplemental Executive Retirement Plan II (SERP II), effective January 1, 2009.
**+10(i)6	-	January 2009 Amendment to the ALLETE and Affiliated Companies Supplemental Executive Retirement Plan II (SERP II), effective January 20, 2009.
+*10(j)1	-	Minnesota Power and Affiliated Companies Executive Investment Plan I, as amended and restated, effective November 1, 1988 (filed as Exhibit 10(c) to the 1988 Form 10-K, File No. 1-3548).
+*10(j)2	-	Amendments through December 2003 to the Minnesota Power and Affiliated Companies Executive Investment Plan I (filed as Exhibit 10(v)2 to the 2003 Form 10-K, File No. 1-3548).
+*10(j)3	-	July 2004 Amendment to the Minnesota Power and Affiliated Companies Executive Investment Plan I (filed as Exhibit 10(b) to the June 30, 2004, Form 10-Q, File No. 1-3548).
+*10(j)4	-	August 2006 Amendment to the Minnesota Power and Affiliated Companies Executive Investment Plan I (filed as Exhibit 10(b) to the September 30, 2006, Form 10-Q, File No. 1-3548).
+*10(k)1	-	Minnesota Power and Affiliated Companies Executive Investment Plan II, as amended and restated, effective November 1, 1988 (filed as Exhibit 10(d) to the 1988 Form 10-K, File No. 1-3548).
+*10(k)2	-	Amendments through December 2003 to the Minnesota Power and Affiliated Companies Executive Investment Plan II (filed as Exhibit 10(w)2 to the 2003 Form 10-K, File No. 1-3548).
+*10(k)3	-	July 2004 Amendment to the Minnesota Power and Affiliated Companies Executive Investment Plan II (filed as Exhibit 10(c) to the June 30, 2004, Form 10-Q, File No. 1-3548).
+*10(k)4	-	August 2006 Amendment to the Minnesota Power and Affiliated Companies Executive Investment Plan II (filed as Exhibit 10(c) to the September 30, 2006, Form 10-Q, File No. 1-3548).
+*10(l)	-	Deferred Compensation Trust Agreement, as amended and restated, effective January 1, 1989 (filed as Exhibit 10(f) to the 1988 Form 10-K, File No. 1-3548).
+*10(m)1	-	

		ALLETE Executive Long-Term Incentive Compensation Plan as amended and restated effective January 1, 2006 (filed as Exhibit 10 to the May 16, 2005, Form 8-K, File No. 1-3548).
+*10(m)2	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan 2006 Nonqualified Stock Option Grant (filed as Exhibit 10(a)1 to the January 30, 2006, Form 8-K, File No. 1-3548).
+*10(m)3	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan 2006 Performance Share Grant (filed as Exhibit 10(a)2 to the January 30, 2006, Form 8-K, File No. 1-3548).
+*10(m)4	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan 2006 Long-Term Cash Incentive Award – President of ALLETE Properties (filed as Exhibit 10(a)3 to the January 30, 2006, Form 8-K, File No. 1-3548).
+*10(m)5	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan 2006 Stock Grant – President of ALLETE Properties (filed as Exhibit 10(a)4 to the January 30, 2006, Form 8-K, File No. 1-3548).
+*10(m)6	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan Nonqualified Stock Option Grant Effective 2007 (filed as Exhibit 10(m)6 to the 2006 Form 10-K, File No. 1-3548).
+*10(m)7	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan Performance Share Grant Effective 2007 (filed as Exhibit 10(m)7 to the 2006 Form 10-K, File No. 1-3548).
+*10(m)8	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan Long-Term Cash Incentive Award Effective 2007 (filed as Exhibit 10(m)8 to the 2006 Form 10-K, File No. 1-3548).
+*10(m)9	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan Stock Grant Effective 2007 (filed as Exhibit 10(m)9 to the 2006 Form 10-K, File No. 1-3548).
+*10(m)10	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan Performance Share Grant Effective 2008 (filed as Exhibit 10(m)10 to the 2007 Form 10-K, File No. 1-3548).
**+10(m)11	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan Performance Share Grant Effective 2009.

Exhibit Number

**+10(m)12	-	Form of ALLETE Executive Long-Term Incentive Compensation Plan – Restricted Stock Unit Grant Effective 2009.
+*10(n)1	-	Minnesota Power (now ALLETE) Director Stock Plan, effective January 1, 1995 (filed as Exhibit 10 to the March 31, 1995 Form 10-Q, File No. 1-3548).
+*10(n)2	-	Amendments through December 2003 to the Minnesota Power (now ALLETE) Director Stock Plan (filed as Exhibit 10(z)2 to the 2003 Form 10-K, File No. 1-3548).
+*10(n)3	-	July 2004 Amendment to the ALLETE Director Stock Plan (filed as Exhibit 10(e) to the June 30, 2004, Form 10-Q, File No. 1-3548).
+*10(n)4	-	January 2007 Amendment to the ALLETE Director Stock Plan (filed as Exhibit 10(n)4 to the 2006 Form 10-K, File No. 1-3548).
+*10(n)5	-	ALLETE Non-Management Director Compensation Summary Effective February 15, 2007 (filed as Exhibit 10(n)6 to the 2006 Form 10-K, File No. 1-3548).
+*10(o)1	-	Minnesota Power (now ALLETE) Director Compensation Deferral Plan Amended and Restated, effective January 1, 1990 (filed as Exhibit 10(ac) to the 2002 Form 10-K, File No. 1-3548).
+*10(o)2	-	October 2003 Amendment to the Minnesota Power (now ALLETE) Director Compensation Deferral Plan (filed as Exhibit 10(aa)2 to the 2003 Form 10-K, File No. 1-3548).
+*10(o)3	-	January 2005 Amendment to the ALLETE Director Compensation Deferral Plan (filed as Exhibit 10(c) to the March 31, 2005, Form 10-Q, File No. 1-3548).
+*10(o)4	-	August 2006 Amendment to the ALLETE Director Compensation Deferral Plan (filed as Exhibit 10(d) to the September 30, 2006, Form 10-Q, File No. 1-3548).
**+10(o)5	-	ALLETE Non-Employee Director Compensation Deferral Plan II, effective January 1, 2009.
+*10(p)	-	ALLETE Director Compensation Trust Agreement, effective October 11, 2004 (filed as Exhibit 10(a) to the September 30, 2004, Form 10-Q, File No. 1-3548).
+*10(q)	-	ALLETE Change of Control Severance Pay Plan Effective February 13, 2008 (filed as Exhibit 10(q) to the 2007 Form 10-K, File No. 1-3548).
**12	-	Computation of Ratios of Earnings to Fixed Charges.
**21	-	Subsidiaries of the Registrant.
23(a)	-	Consent of Independent Registered Public Accounting Firm.
**23(b)	-	Consent of General Counsel.
31(a)	-	Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	-	Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	-	Section 1350 Certification of Annual Report by the Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**99	-	ALLETE News Release dated February 13, 2009, announcing earnings for the year ended December 31, 2008. (This exhibit has been furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.)

SWL&P is a party to other long-term debt instruments, $6,370,000 of City of Superior, Wisconsin, Collateralized Utility Revenue Refunding Bonds Series 2007A and $6,130,000 of City of Superior, Wisconsin, Collateralized Utility Revenue Bonds Series 2007B, that, pursuant to Regulation S-K, Item 601(b)(4)(iii), are not filed as exhibits since the total amount of debt authorized under each of these omitted instruments does not exceed 10 percent of our total consolidated assets. We will furnish copies of these instruments to the SEC upon its request.

We are a party to another long-term debt instrument, $38,995,000 of City of Cohasset, Minnesota, Variable Rate Demand Revenue Refunding Bonds (ALLETE, formerly Minnesota Power & Light Company, Project) Series 1997A, Series 1997B and Series 1997C that, pursuant to Regulation S-K, Item 601(b)(4)(iii), is not filed as an exhibit since the total amount of debt authorized under this omitted instrument does not exceed 10 percent of our total consolidated assets. We will furnish copies of this instrument to the SEC upon its request.

* Incorporated herein by reference as indicated.

\+ Management contract or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 15(b) of Form 10-K.

** Exhibits previously filed with the 2008 Form 10-K (File No. 1-03548) have not been re-filed with this Form 10-K/A.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ALLETE, Inc.

Dated: February 26, 2009	By	/s/ Steven Q. DeVinck Steven Q. DeVinck Controller and Principal Accounting Officer

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of ALLETE, Inc,

In our opinion, the accompanying consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of ALLETE, Inc. and its subsidiaries (the Company) at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 11 to the consolidated financial statements, in 2007 the Company adopted the provisions of FIN 48, "Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109."

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

PricewaterhouseCoopers LLP
Minneapolis, MN
February 13, 2009, except for the "ATC Summarized Financial Data" section of Note 5, as to which the date is February 26, 2009

Consolidated Financial Statements

ALLETE Consolidated Balance Sheet

December 31	2008	2007
Millions		
Assets		
Current Assets		
Cash and Cash Equivalents	$102.0	$23.3
Short-Term Investments	–	23.1
Accounts Receivable (Less Allowance of $0.7 and $1.0)	76.3	79.5
Inventories	49.7	49.5
Prepayments and Other	24.3	39.1
Total Current Assets	252.3	214.5
Property, Plant and Equipment – Net	1,387.3	1,104.5
Investment in ATC	76.9	65.7
Other Investments	136.9	148.1
Other Assets	281.4	111.4
Total Assets	$2,134.8	$1,644.2
Liabilities and Shareholders’ Equity		
Liabilities		
Current Liabilities		
Accounts Payable	$75.7	$72.7
Accrued Taxes	12.9	14.8
Accrued Interest	8.9	7.8
Long-Term Debt Due Within One Year	10.4	11.8
Deferred Profit on Sales of Real Estate	–	2.7
Notes Payable	6.0	–
Other	36.8	27.3
Total Current Liabilities	150.7	137.1
Long-Term Debt	588.3	410.9
Deferred Income Taxes	169.6	144.2
Other Liabilities	389.3	200.1
Minority Interest	9.8	9.3
Total Liabilities	1,307.7	901.6
Commitments and Contingencies		
Shareholders’ Equity		
Common Stock Without Par Value, 43.3 Shares Authorized		
32.6 and 30.8 Shares Outstanding	534.1	461.2
Unearned ESOP Shares	(54.9)	(64.5)
Accumulated Other Comprehensive Loss	(33.0)	(4.5)
Retained Earnings	380.9	350.4
Total Shareholders’ Equity	827.1	742.6
Total Liabilities and Shareholders’ Equity	$2,134.8	$1,644.2

The accompanying notes are an integral part of these statements.

ALLETE Consolidated Statement of Income

For the Year Ended December 31	2008	2007	2006
Millions Except Per Share Amounts			
Operating Revenue	$801.0	$841.7	$767.1
Operating Expenses			
Fuel and Purchased Power	305.6	347.6	281.7
Operating and Maintenance	318.1	313.9	298.4
Depreciation	55.5	48.5	48.7
Total Operating Expenses	679.2	710.0	628.8
Operating Income from Continuing Operations	121.8	131.7	138.3
Other Income (Expense)			
Interest Expense	(26.3)	(22.6)	(25.0)
Equity Earnings in ATC	15.3	12.6	3.0
Other	15.6	15.5	11.9
Total Other Income (Expense)	4.6	5.5	(10.1)
Income from Continuing Operations Before Minority			
Interest and Income Taxes	126.4	137.2	128.2
Income Tax Expense	43.4	47.7	46.3
Minority Interest	0.5	1.9	4.6
Income from Continuing Operations	82.5	87.6	77.3
Loss from Discontinued Operations – Net of Tax	–	–	(0.9)
Net Income	$82.5	$87.6	$76.4
Average Shares of Common Stock			
Basic	29.2	28.3	27.8
Diluted	29.3	28.4	27.9
Basic Earnings (Loss) Per Share of Common Stock			
Continuing Operations	$2.82	$3.09	$2.78
Discontinued Operations	–	–	(0.03)
	$2.82	$3.09	$2.75
Diluted Earnings (Loss) Per Share of Common Stock			
Continuing Operations	$2.82	$3.08	$2.77
Discontinued Operations	–	–	(0.03)
	$2.82	$3.08	$2.74
Dividends Per Share of Common Stock	$1.72	$1.64	$1.45

The accompanying notes are an integral part of these statements.

ALLETE Consolidated Statement of Cash Flows

For the Year Ended December 31	2008	2007	2006
Millions			
Operating Activities			
Net Income	$82.5	$87.6	$76.4
Loss from Discontinued Operations	–	–	0.9
Allowance for Funds Used During Construction	(3.3)	(3.8)	(0.5)
Income from Equity Investments, Net of Dividends	(3.1)	(2.7)	(1.8)
Gain on Sale of Assets	(4.8)	(2.2)	–
Gain on Sale of Available-for-sale Securities	(6.4)	–	–
Loss on Impairment of Investments	–	0.3	–
Depreciation Expense	55.5	48.5	48.7
Deferred Income Tax Expense	38.8	14.0	27.8
Minority Interest	0.5	1.9	4.6
Stock Compensation Expense	1.8	2.0	1.8
Bad Debt Expense	0.7	1.0	0.7
Changes in Operating Assets and Liabilities			
Accounts Receivable	2.4	(6.6)	7.5
Inventories	(0.2)	(6.1)	(10.3)
Prepayments and Other	11.2	(11.7)	(2.3)
Accounts Payable	(14.1)	9.4	5.1
Other Current Liabilities	5.9	(10.0)	0.2
Other Assets	(2.5)	0.8	(4.3)
Other Liabilities	(12.8)	0.7	1.0
Net Operating Activities for Discontinued Operations	–	–	(13.5)
Cash from Operating Activities	152.1	123.1	142.0
Investing Activities			
Proceeds from Sale of Available-for-sale Securities	62.3	449.7	608.8
Payments for Purchase of Available-for-sale Securities	(44.8)	(368.3)	(596.4)
Investment in ATC	(7.4)	(8.7)	(51.4)
Changes to Investments	(0.1)	(10.9)	(0.6)
Additions to Property, Plant and Equipment	(301.1)	(210.2)	(101.8)
Proceeds from Sale of Assets	20.4	1.5	–
Other	(5.4)	(7.2)	(15.0)
Net Investing Activities from Discontinued Operations	–	–	2.2
Cash for Investing Activities	(276.1)	(154.1)	(154.2)
Financing Activities			
Issuance of Common Stock	71.1	20.6	15.8
Issuance of Long-Term Debt	198.7	123.9	77.8
Issuance of Notes Payable	6.0	–	–
Reductions of Long-Term Debt	(22.7)	(90.7)	(78.9)
Dividends on Common Stock and Distributions to Minority Shareholders	(50.4)	(44.3)	(43.9)
Net Decrease in Book Overdrafts	–	–	(3.4)
Cash from (for) Financing Activities	202.7	9.5	(32.6)
Change in Cash and Cash Equivalents	78.7	(21.5)	(44.8)
Cash and Cash Equivalents at Beginning of Period	23.3	44.8	89.6

Cash and Cash Equivalents at End of Period	$102.0	$23.3	$44.8

The accompanying notes are an integral part of these statements.

ALLETE Consolidated Statement of Shareholders' Equity

Millions	Total Shareholders' Equity	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Unearned ESOP Shares	Common Stock
Balance at December 31, 2005	$602.8	$272.1	$(12.8)	$(77.6)	$421.1
Comprehensive Income					
Net Income	76.4	76.4			
Other Comprehensive Income – Net of Tax					
Unrealized Gains on Securities – Net	1.9		1.9		
Additional Pension Liability	6.4		6.4		
Total Comprehensive Income	84.7				
Adjustment to initially apply SFAS 158 – Net of Tax	(4.3)		(4.3)		
Common Stock Issued – Net	17.6				17.6
Dividends Declared	(40.7)	(40.7)			
ESOP Shares Earned	5.7			5.7	
Balance at December 31, 2006	665.8	307.8	(8.8)	(71.9)	438.7
Comprehensive Income					
Net Income	87.6	87.6			
Other Comprehensive Income – Net of Tax					
Unrealized Gains on Securities – Net	1.1		1.1		
Defined Benefit Pension and Other Postretirement Plans	3.2		3.2		
Total Comprehensive Income	91.9				
Adjustment to initially apply FIN 48	(0.7)	(0.7)			
Common Stock Issued – Net	22.5				22.5
Dividends Declared	(44.3)	(44.3)			
ESOP Shares Earned	7.4			7.4	
Balance at December 31, 2007	742.6	350.4	(4.5)	(64.5)	461.2
Comprehensive Income					
Net Income	82.5	82.5			
Other Comprehensive Income – Net of Tax					
Unrealized Loss on Securities – Net	(6.0)		(6.0)		
Reclassification Adjustment for Gains Included in Income	(3.7)		(3.7)		
Defined Benefit Pension and Other Postretirement Plans	(18.8)		(18.8)		
Total Comprehensive Income	54.0				
Adjustment to initially apply FAS 158 measurement date	(1.6)	(1.6)			

Common Stock Issued – Net	72.9				72.9
Dividends Declared	(50.4)	(50.4)			
ESOP Shares Earned	9.6			9.6	
Balance at December 31, 2008	$827.1	$380.9	$(33.0)	$(54.9)	$534.1

The accompanying notes are an integral part of these statements.

Notes to Consolidated Financial Statements

Note 1. Operations and Significant Accounting Policies

Financial Statement Preparation. References in this report to “we,” “us” and “our” are to ALLETE and its subsidiaries, collectively. We prepare our financial statements in conformity with accounting principles generally accepted in the United States of America. These principles require management to make informed judgments, best estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Actual results could differ from those estimates.

Principles of Consolidation. Our consolidated financial statements include the accounts of ALLETE and all of our majority-owned subsidiary companies. All material intercompany balances and transactions have been eliminated in consolidation.

Business Segments. In 2008, we changed our reportable segments (see Note 2. Business Segments.) Our Regulated Operations and Investments and Other segments were determined in accordance with SFAS 131, “Disclosures about Segments of an Enterprise and Related Information.” Segmentation is based on the manner in which we operate, assess, and allocate resources to the business. We measure performance of our operations through budgeting and monitoring of contributions to consolidated net income by each business segment. Discontinued Operations includes our Water Services businesses, the majority of which were sold in 2003. (See Note 12. Discontinued Operations.)

Regulated Operations includes retail and wholesale rate-regulated electric, natural gas, and water services in northeastern Minnesota and northwestern Wisconsin along with our Investment in ATC. Minnesota Power provides regulated utility electric service to 142,000 retail customers in northeastern Minnesota. SWL&P, a wholly-owned subsidiary, provides regulated utility electric, natural gas and water service in northwestern Wisconsin to 15,000 electric customers, 12,000 natural gas customers and 10,000 water customers. Approximately 40 percent of revenue from regulated operations is from Large Power Customers (36 percent of consolidated revenue). Large Power Customers consist of five taconite producers, four paper and pulp mills, two pipeline companies and one manufacturer under all-requirements contracts with expiration dates extending from April 2009 through December 2015. Revenue of $100.2 million (12.5 percent of consolidated revenue) was received from one taconite producer in 2008 (12.0 percent in 2007; 11.6 percent in 2006). Regulated utility rates are under the jurisdiction of Minnesota, Wisconsin and federal regulatory authorities. Billings are rendered on a cycle basis. Revenue is accrued for service provided but not billed. Regulated utility electric rates include adjustment clauses that: (1) bill or credit customers for fuel and purchased energy costs above or below the base levels in rate schedules; (2) bill retail customers for the recovery of conservation improvement program expenditures not collected in base rates; and (3) bill customers for the recovery of certain environmental expenditures. Fuel and purchased power expense is deferred to match the period in which the revenue for fuel and purchased power expense is collected from customers pursuant to the fuel adjustment clause. Our Investment in ATC includes our approximate 8 percent equity ownership interest in ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in parts of Wisconsin, Michigan, Minnesota and Illinois. ATC provides transmission service under rates regulated by the FERC that are set in accordance with the FERC’s policy of establishing the independent operation and ownership of, and investment in, transmission facilities. (See Note 6. Investments.)

Investments and Other is comprised primarily of BNI Coal, our coal mining operations in North Dakota, and ALLETE Properties, our Florida real estate business. This segment also includes emerging technology investments ($7.4 million at December 31, 2008), a small amount of non-rate base generation, approximately 7,000 acres of land for sale in Minnesota, and earnings on cash and short-term investments.

BNI Coal, a wholly-owned subsidiary, mines and sells lignite coal to two North Dakota mine-mouth generating units, one of which is Square Butte. In 2008, Square Butte supplied approximately 55 percent (250 MWs) of its output to Minnesota Power under a long-term contract. (See Note 8. Commitments, Guarantees and Contingencies.) Coal sales are recognized when delivered at the cost of production plus a specified profit per ton of coal delivered.

ALLETE Properties is our real estate business that has operated in Florida since 1991. Our current strategy is to complete and maintain key entitlements and infrastructure improvements which enhance values without requiring significant additional investment, and position the current property portfolio for a maximization of value and cash flow when market conditions improve.

Full profit recognition is recorded on sales upon closing, provided cash collections are at least 20 percent of the contract price and the other requirements of SFAS 66, “Accounting for Sales of Real Estate,” are met. In certain cases, where there are obligations to perform significant development activities after the date of sale, we recognize profit on a percentage-of-completion basis in accordance with SFAS 66. Pursuant to this method of accounting, gross profit is recognized based upon the relationship of development costs incurred as of that date to the total estimated development costs of the parcels, including related amenities or common costs of the entire project. Revenue and cost of real estate sold in excess of the amount recognized based on the percentage-of-completion method is deferred and recognized as revenue and cost of real estate sold during the period in which the related development costs are incurred. Deferred revenue and cost of real estate sold are recorded net as Deferred Profit on Sales of Real Estate on our consolidated balance sheet. On December 31, 2008, we had no deferred profit recorded on our consolidated balance sheet. Certain contracts allow us to receive participation revenue from land sales to third parties if various formula-based criteria are achieved.

Note 1. Operations and Significant Accounting Policies (Continued)

In certain cases, we pay fees or construct improvements to mitigate offsite traffic impacts. In return, we receive traffic impact fee credits as a result of some of these expenditures. We recognize revenue from the sale of traffic impact fee credits when payment is received.

Land held for sale is recorded at the lower of cost or fair value determined by the evaluation of individual land parcels and is included in Investments on our consolidated balance sheet. Real estate costs include the cost of land acquired, subsequent development costs and costs of improvements, capitalized development period interest, real estate taxes and payroll costs of certain employees devoted directly to the development effort. These real estate costs incurred are capitalized to the cost of real estate parcels based upon the relative sales value of parcels within each development project in accordance with SFAS 67, “Accounting for Costs and Initial Rental Operations of Real Estate Projects.” The cost of real estate includes the actual costs incurred and the estimate of future completion costs allocated to the real estate sold based upon the relative sales value method.

Whenever events or circumstances indicate that the carrying value of the real estate may not be recoverable, impairments would be recorded and the related assets would be adjusted to their estimated fair value, less costs to sell.

As part of our emerging technology portfolio, we have several minority investments in venture capital funds and direct investments in privately-held, start-up companies. We account for our investment in venture capital funds under the equity method and account for our direct investments in privately-held companies under the cost method because of our ownership percentage. Long-term investments include auction rate securities and variable rate demand notes, and are classified as available-for-sale securities. All income generated from these short-term investments is recorded as interest income. (See Note 6. Investments.)

Property, Plant and Equipment. Property, plant and equipment are recorded at original cost and are reported on the balance sheet net of accumulated depreciation. Expenditures for additions and significant replacements and improvements are capitalized; maintenance and repair costs are expensed as incurred. Expenditures for major plant overhauls are also accounted for using this same policy. Gains or losses on non-rate base property, plant and equipment are recognized when they are retired or otherwise disposed. When regulated utility property, plant and equipment are retired or otherwise disposed, no gain or loss is recognized, pursuant to SFAS 71, “Accounting for the Effects of Certain Types of Regulations.” Our Regulated Utility operations capitalize AFUDC, which includes both an interest and equity component. (See Note 3. Property Plant and Equipment.)

Long-Lived Asset Impairments. We account for our long-lived assets at depreciated historical cost. A long-lived asset is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. We conduct this assessment using SFAS 144, “Accounting for the Impairment and Disposal of Long-Lived Assets.” Judgments and uncertainties affecting the application of accounting for asset impairment include economic conditions affecting market valuations, changes in our business strategy, and changes in our forecast of future operating cash flows and earnings. We would recognize an impairment loss only if the carrying amount of a long-lived asset is not recoverable from its undiscounted future cash flows. Management judgment is involved in both deciding if testing for recoverability is necessary and in estimating undiscounted future cash flows.

Accounts Receivable. Accounts receivable are reported on the balance sheet net of an allowance for doubtful accounts. The allowance is based on our evaluation of the receivable portfolio under current conditions, overall portfolio quality, review of specific problems and such other factors that, in our judgment, deserve recognition in estimating losses.

Accounts Receivable

December 31	2008	2007
Millions		
Trade Accounts Receivable		
Billed	$61.1	$63.9
Unbilled	15.9	16.6
Less: Allowance for Doubtful Accounts	0.7	1.0
Total Accounts Receivable – Net	$76.3	$79.5

Note 1. Operations and Significant Accounting Policies (Continued)

Inventories. Inventories are stated at the lower of cost or market. Amounts removed from inventory are recorded on an average cost basis.

Inventories		
December 31	2008	2007
Millions		
Fuel	$16.6	$22.1
Materials and Supplies	33.1	27.4
Total Inventories	$49.7	$49.5

Unamortized Discount and Premium on Debt. Discount and premium on debt are deferred and amortized over the terms of the related debt instruments using the effective interest method.

Cash and Cash Equivalents. We consider all investments purchased with original maturities of three months or less to be cash equivalents.

Supplemental Statement of Cash Flow Information

Consolidated Statement of Cash Flows			
Supplemental Disclosure			
For the Year Ended December 31	2008	2007	2006
Millions			
Cash Paid During the Period for			
Interest – Net of Amounts Capitalized	$25.2	$26.3	$25.3
Income Taxes	$6.5	$34.2	$32.4 (a)
Noncash Investing Activities			
Accounts Payable for Capital Additions to Property, Plant and Equipment	$17.1	$9.8	$7.1
AFUDC – Equity	$3.3	$3.8	$0.5

(a) Net of a $24.3 million cash refund.

Available-for-Sale Securities. Available-for-sale securities are recorded at fair value with unrealized gains and losses included in accumulated other comprehensive income (loss), net of tax. Unrealized losses that are other than temporary are recognized in earnings. Our auction rate securities (ARS) and variable rate demand notes, classified as available-for-sale securities, are recorded at cost because their cost approximates fair market value. These ARS were historically auctioned every 35 days to set new rates and provide a liquidating event in which investors could either buy or sell securities. The auctions have been unable to sustain themselves during 2008 due to the overall lack of credit market liquidity and we have been unable to liquidate all of our ARS. As a result, we have classified the ARS as long-term investments and have the ability to hold these securities to maturity, until called by the issuer, or until liquidity returns to this market. We use the specific identification method as the basis for determining the cost of securities sold. Our policy is to review available-for-sale securities for other than temporary impairment on a quarterly basis by assessing such factors as the share price trends and the impact of overall market conditions. (See Note 6. Investments.)

Note 1. Operations and Significant Accounting Policies (Continued)

Accounting for Stock-Based Compensation. Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS 123R, "Share-Based Payment," using the modified prospective transition method. Under this method, we recognize compensation expense for all share-based payments granted after January 1, 2006, and those granted prior to but not yet vested as of January 1, 2006. Under the fair value recognition provisions of SFAS 123R, we recognize stock-based compensation net of an estimated forfeiture rate and only recognize compensation expense for those shares expected to vest over the required service period of the award. (See Note 15. Employee Stock and Incentive Plans.)

Prepayments and Other Current Assets		
December 31	2008	2007
Millions		
Deferred Fuel Adjustment Clause	$13.1	$26.5
Other	11.2	12.6
Total Prepayments and Other Current Assets	$24.3	$39.1

Other Assets		
December 31	2008	2007
Millions		
Deferred Regulatory Assets (See Note 5. Regulatory Matters)	$249.3	$76.6
Other	32.1	34.8
Total Other Assets	$281.4	$111.4

Other Liabilities		
December 31	2008	2007
Millions		
Future Benefit Obligation Under Defined Benefit Pension and Other Postretirement Plans	$251.8	$71.6
Deferred Regulatory Liabilities (See Note 5. Regulatory Matters)	50.0	31.3
Asset Retirement Obligation (See Note 3. Property, Plant and Equipment)	39.5	36.5
Other	48.0	60.7
Total Other Liabilities	$389.3	$200.1

Environmental Liabilities. We review environmental matters for disclosure on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the balance sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are charged to operating expense unless recoverable in rates from customers. (See Note 8. Commitments, Guarantees and Contingencies.)

Income Taxes. We file a consolidated federal income tax return. We account for income taxes using the liability method as prescribed by SFAS 109, "Accounting for Income Taxes." Under the liability method, deferred income tax assets and liabilities are established for all temporary differences in the book and tax basis of assets and liabilities, based upon enacted tax laws and rates applicable to the periods in which the taxes become payable. Due to the effects of regulation on Minnesota Power, certain adjustments made to deferred income taxes are, in turn, recorded as regulatory assets or liabilities. Investment tax credits have been recorded as deferred credits and are being amortized to income tax expense over the service lives of the related property. Effective January 1, 2007, we adopted the provisions of FIN 48, "Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109." Under this provision we are required to recognize in our financial statements the largest tax benefit of a tax position that is "more-likely-than-not" to be sustained, on audit, based solely on the technical merits of the position as of the reporting date. Only tax positions that meet the "more-likely-than-not" threshold may be recognized, and the term "more-likely-than-not" means more than 50 percent. (See Note 11. Income Tax Expense.)

Excise Taxes. We collect excise taxes from our customers levied by government entities. These taxes are stated separately on the billing to the customer and recorded as a liability to be remitted to the government entity. We account for the collection and payment of these taxes on the net basis.

Note 1. Operations and Significant Accounting Policies (Continued)

New Accounting Standards. SFAS 157. In September 2006, the FASB issued SFAS 157, “Fair Value Measurements,” to increase consistency and comparability in fair value measurements by defining fair value, establishing a framework for measuring fair value in GAAP, and expanding disclosures about fair value measurements. SFAS 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. It clarifies the extent to which fair value is used to measure recognized assets and liabilities, the inputs used to develop the measurements, and the effect of certain measurements on earnings for the period. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and is applied on a prospective basis. In February 2008, the FASB issued FSP FAS 157-1, "Application of FAS 157 to FAS 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under FAS 13", which excludes FAS 13, "Accounting for Leases," and its related interpretive accounting pronouncements that address leasing transactions, from the scope of FAS 157.

Also in February 2008, the FASB issued FSP FAS 157-2, "Effective Date of FASB Statement 157," which delayed the effective date of SFAS 157 for all nonrecurring fair value measurements of nonfinancial assets and liabilities until fiscal years beginning after November 15, 2008. The Company elected to defer the adoption of the nonrecurring fair value measurement disclosures of nonfinancial assets and liabilities. The adoption of FSP FAS 157-2 is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

The implementation of SFAS 157 for financial assets and financial liabilities and FSP FAS 157-1, effective January 1, 2008, did not have a material impact on our consolidated financial position and results of operations. (See Note 6. Investments.) We are currently assessing the impact of SFAS 157 for nonfinancial assets and nonfinancial liabilities, but it is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

In October 2008, the FASB issued FSP FAS 157-3, “Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active.” This FSP amends SFAS 157, to clarify various application issues with regard to the measurement principles of SFAS 157 when the market for financial assets is not active. This FSP became effective on October 10, 2008, and is applicable to prior periods for which financial statements have not yet been issued. The adoption of FSP FAS 157-3 did not have a material impact on our consolidated financial position, results of operations, or cash flows.

SFAS 159. In February 2007, the FASB issued SFAS 159, “The Fair Value Option for Financial Assets and Financial Liabilities,” which is an elective, irrevocable election to measure eligible financial instruments and certain other assets and liabilities at fair value on an instrument-by-instrument basis. The election may only be applied at specified election dates and to instruments in their entirety rather than to portions of instruments. Upon initial election, the entity reports the difference between the instruments’ carrying value and their fair value as a cumulative-effect adjustment to the opening balance of retained earnings. At each subsequent reporting date, an entity reports in earnings, unrealized gains and losses on items for which the fair value option has been elected. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and is applied on a prospective basis. We have elected not to adopt the provisions of SFAS 159 at this time.

SFAS 160. In December 2007, the FASB issued SFAS 160, “Noncontrolling Interests in Consolidated Financial Statements – an amendment of Accounting Research Bulletin (ARB) 51,” to improve the relevance, comparability, and transparency of the financial information a reporting entity provides in its consolidated financial statements. SFAS 160 amends ARB 51 to establish accounting and reporting standards for noncontrolling interests in subsidiaries and to make certain consolidation procedures consistent with the requirements of SFAS 141R. It defines a noncontrolling interest in a subsidiary as an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 changes the way the consolidated income statement is presented by requiring consolidated net income to include amounts attributable to the parent and the noncontrolling interest. SFAS 160 establishes a single method of accounting for changes in a parent's ownership interest in a subsidiary which do not result in deconsolidation. SFAS 160 also requires expanded disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners of a subsidiary. SFAS 160 is effective for financial statements issued for fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. SFAS 160 shall be applied prospectively, with the exception of the presentation and disclosure requirements which shall be applied retrospectively for all periods presented. ALLETE Properties does have certain noncontrolling interests in consolidated subsidiaries. If SFAS 160 had been applied as of December 31, 2008, the $9.8 million reported as Minority Interest in the Liabilities section on our consolidated balance sheet would have been reported as $9.8 million of Noncontrolling Interest in Subsidiaries in the Equity section of our consolidated balance sheet. Effective January 1, 2009, SFAS 160 will impact the presentation of our consolidated balance sheet, but it is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

FSP FAS 132(R)-1. In December 2008, the FASB issued FSP FAS 132(R)-1. This FSP amends SFAS 132(R), "Employers' Disclosures about Pensions and Other Postretirement Benefits," to provide guidance on an employer's disclosures about plan assets, including employers' investment strategies, major categories of plan assets, concentrations of risk within plan assets, and valuation techniques used to measure the fair value of plan assets. This FSP is effective for fiscal years ending after December 15, 2009. Upon initial application, the provisions of this FSP are not required for earlier periods that are presented for comparative purposes. Early application of the provisions of this FSP is permitted.

Note 1. Operations and Significant Accounting Policies (Continued)

FSP FAS 140-4 and FIN 46(R)-8. In December 2008, the FASB issued FSP FAS 140-4 and FIN 46(R)-8. This pronouncement amends SFAS 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" to require public entities to provide additional disclosures about the transfers of financial assets. The pronouncement also amends FIN 46, "Consolidation of Variable Interest Entities," requiring additional disclosures about a company's involvement with variable interest entities and qualifying special purpose entities. This FSP is effective for the first reporting period ending after December 15, 2008. We have adopted FSP FAS 140-R and FIN 46(R)-8 and have determined that ALLETE is not the primary beneficiary of any variable interest entities it is associated with. FSP FAS 140-4 and FIN 46(R)-8 did not have a material impact on our consolidated financial position, results of operations, or cash flows. (See Note 8. Commitments, Guarantees and Contingencies.)

Note 2. Business Segments

In the fourth quarter of 2008, we made changes to our reportable business segments in our continuing effort to manage and measure performance of our operations based on the nature of products and services provided and customers served. Previously, we reported a Regulated Utility segment which included our regulated utilities Minnesota Power and SWL&P. This prior segment is now combined with our previously disclosed segment, Investment in ATC, and renamed Regulated Operations. In addition, we combined the three previously reportable business segments Non-regulated Energy Operations, Real Estate, and Other into one reportable business segment called Investments and Other. The Real Estate segment was not a key component of ALLETE's business in 2008 and is not expected to be significant in the future. The Investments and Other segment also includes emerging technologies, and earnings on cash and short term investments. In 2008, none of the components of the Investments and Other segment contribute revenue, profit, or assets that are greater than 10 percent of consolidated revenue, profit, or assets. We have recast our segment information for fiscal years ended 2007 and 2006 to reflect the new reportable business segments. Presented below are the operating results and other financial information related to our reportable business segments. For a description of our reportable business segments, see Item 1. Business.

	Consolidated	Regulated Operations	Investments and Other
Millions			
2008			
Operating Revenue	$801.0	$712.2	$88.8
Fuel and Purchased Power	305.6	305.6	–
Operating and Maintenance	318.1	239.3	78.8
Depreciation Expense	55.5	50.7	4.8
Operating Income from Continuing Operations	121.8	116.6	5.2
Interest Expense	(26.3)	(24.0)	(2.3)
Equity Earnings in ATC	15.3	15.3	–
Other Income	15.6	3.6	12.0
Income from Continuing Operations Before Minority Interest and Income Taxes	126.4	111.5	14.9
Income Tax Expense (Benefit)	43.4	43.6	(0.2)
Minority Interest	0.5	–	0.5
Net Income	$82.5	$67.9	$14.6
Total Assets	$2,134.8	$1,832.1	$302.7
Capital Additions	$322.9	$317.0	$5.9

NoteBusiness Segments (Continued)
2.

Millions	Consolidated	Regulated Operations	Investments and Other
2007			
Operating Revenue	$841.7	$723.8	$117.9
Fuel and Purchased Power	347.6	347.6	–
Operating and Maintenance	313.9	229.3	84.6
Depreciation Expense	48.5	43.8	4.7
Operating Income from Continuing Operations	131.7	103.1	28.6
Interest Expense	(22.6)	(21.0)	(1.6)
Equity Earnings in ATC	12.6	12.6	–
Other Income	15.5	4.1	11.4
Income from Continuing Operations Before Minority Interest and Income Taxes	137.2	98.8	38.4
Income Tax Expense	47.7	36.4	11.3
Minority Interest	1.9	–	1.9
Net Income	$87.6	$62.4	$25.2
Total Assets	$1,644.2	$1,396.6	$247.6
Capital Additions	$223.9	$220.6	$3.3

Millions	Consolidated	Regulated Operations	Investments and Other
2006			
Operating Revenue	$767.1	$639.2	$127.9
Fuel and Purchased Power	281.7	281.7	–
Operating and Maintenance	298.4	217.9	80.5
Depreciation Expense	48.7	44.2	4.5
Operating Income from Continuing Operations	138.3	95.4	42.9
Interest Expense	(25.0)	(20.2)	(4.8)
Equity Earnings in ATC	3.0	3.0	–
Other Income	11.9	0.9	11.0
Income from Continuing Operations Before Minority Interest and Income Taxes	128.2	79.1	49.1
Income Tax Expense	46.3	30.4	15.9
Minority Interest	4.6	–	4.6
Income from Continuing Operations	77.3	$48.7	$28.6
Loss from Discontinued Operations – Net of Tax	(0.9)		
Net Income	$76.4		
Total Assets	$1,533.4	$1,197.0	$336.4
Capital Additions	$109.4	$107.5	$1.9

Note 3. Property, Plant and Equipment

Property, Plant and Equipment		
December 31	2008	2007
Millions		
Regulated Utility	$1,837.2	$1,683.0
Construction Work in Progress	303.0	165.8
Accumulated Depreciation	(806.8)	(796.8)
Regulated Utility Plant – Net	1,333.4	1,052.0
Non-Rate Base Energy Operations	94.0	89.9
Construction Work in Progress	3.9	2.5
Accumulated Depreciation	(47.2)	(43.2)
Non-Rate Base Energy Operations Plant – Net	50.7	49.2
Other Plant – Net	3.2	3.3
Property, Plant and Equipment – Net	$1,387.3	$1,104.5

Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets. The MPUC and the PSCW have approved depreciation rates for our Regulated Utility plant.

Estimated Useful Lives of Property, Plant and Equipment				
Regulated Utility –	Generation	3 to 35 years	Non-Rate Base Operations	3 to 61 years
	Transmission	42 to 61 years	Other Plant	5 to 25 years
	Distribution	14 to 65 years		

Asset Retirement Obligations. Pursuant to SFAS 143, "Accounting for Asset Retirement Obligations," we recognize, at fair value, obligations associated with the retirement of certain tangible, long-lived assets that result from the acquisition, construction or development and/or normal operation of the asset. Asset retirement obligations (ARO) relate primarily to the decommissioning of our utility steam generating facilities and land reclamation at BNI Coal, and are included in Other Liabilities on our consolidated balance sheet. Removal costs associated with certain distribution and transmission assets have not been recognized under SFAS 143 as these facilities have indeterminate useful lives. The associated retirement costs are capitalized as part of the related long-lived asset and depreciated over the useful life of the asset. Conditional asset retirement obligations have been identified for treated wood poles and remaining polychlorinated biphenyl and asbestos-containing assets; however, removal costs have not been recognized because they are considered immaterial to our consolidated financial statements.

Long-standing ratemaking practices approved by applicable state and federal regulatory commissions have allowed provisions for future plant removal costs in depreciation rates. These plant removal cost recoveries were included in accumulated depreciation. With the adoption of SFAS 143, accumulated plant removal costs were reclassified either as AROs or as a regulatory liability for non-ARO obligations. To the extent annual accruals for plant removal costs determined under SFAS 143 differ from accruals under approved depreciation rates, a regulatory asset has been established under SFAS 71. (See Note 5. Regulatory Matters.)

Asset Retirement Obligation	
Millions	
Obligation at December 31, 2006	$27.2
Accretion Expense	2.1
Additional Liabilities Incurred in 2007	7.2
Obligation at December 31, 2007	36.5

Accretion Expense	2.0
Additional Liabilities Incurred in 2008	1.0
Obligation at December 31, 2008	$39.5

NoteJointly-Owned Electric Facility
4.

We own 80 percent of the 536-MW Boswell Energy Center Unit 4 (Boswell Unit 4). While we operate the plant, certain decisions about the operations of Boswell Unit 4 are subject to the oversight of a committee on which we and Wisconsin Public Power, Inc., the owner of the other 20 percent of Boswell Unit 4, have equal representation and voting rights. Each of us must provide our own financing and is obligated to pay our ownership share of operating costs. Our share of direct operating expenses of Boswell Unit 4 is included in operating expense on our consolidated statement of income. Our 80 percent share of the original cost of Boswell Unit 4, which is included in property, plant and equipment at December 31, 2008, was $328 million ($316 million at December 31, 2007). The corresponding accumulated depreciation balance was $173 million at December 31, 2008 ($170 million at December 31, 2007).

Note 5. Regulatory Matters

Electric Rates. Entities within our Regulated Operations segment file for periodic rate revisions with the MPUC, the FERC or the PSCW.

On February 8, 2008, the FERC approved Minnesota Power's wholesale rate increase effective March 1, 2008. Minnesota Power's wholesale customers consist of 16 municipalities in Minnesota and 1 private utility in Wisconsin. The FERC authorized an average 10.0 percent increase for wholesale municipal customers, and an overall return on equity of 11.25 percent. Incremental revenue in 2008 from the FERC authorized wholesale rate increase was approximately $6 million.

In 2008 Minnesota Power entered into new contracts with all of our wholesale customers with the exception of one small customer whose contract is now in the cancellation period. The new contracts transition each customer to formula based rates, which means rates can be adjusted annually based on changes in costs. The new agreement with the private utility in Wisconsin is subject to PSCW approval. In November 2008, we filed a request with the FERC to implement the formula based rate provision in the new contracts. We anticipate final resolution and implementation of new rates in the first quarter of 2009.

On May 2, 2008, Minnesota Power filed a rate increase request with the MPUC seeking an average rate increase of 8.5 percent for retail customers. The rate filing seeks a return on equity of 11.15 percent, and a capital structure consisting of 54.8 percent equity and 45.2 percent debt. On an annualized basis, the requested rate increase would generate approximately $40 million in additional revenue. Interim rates were effective on August 1, 2008, and resulted in an increase for retail customers of approximately $36 million, or 7.5 percent, on an annualized basis, subject to refund pending the final rate order. Incremental revenue in 2008 from the interim retail rate increase was approximately $13 million. The transition to a new base cost of fuel coincident with interim rates resulted in the non-recovery through the fuel adjustment clause of approximately $19 million of fuel and purchased power costs incurred in 2008. We have entered into a stipulation and settlement agreement that would allow recovery of the $19 million in 2009 and which addresses specific concerns identified by interveners in the rate case; the stipulation and settlement agreement is subject to MPUC approval. The final rate order is expected in the second quarter of 2009. We cannot predict the final level of rates that may be approved by the MPUC. Prior to the May 2008 retail rate request Minnesota Power's rates were based on a 1994 MPUC retail rate order that allowed for an 11.6 percent return on equity.

SWL&P's current retail rates are based on a December 2008 PSCW retail rate order that became effective January 1, 2009, and allows for an 11.1 percent return on common equity. The new rates reflected a 3.5 percent average increase in retail utility rates for SWL&P customers (a 13.4 percent increase in water rates, a 4.7 percent increase in electric rates, and a 0.6 percent decrease in natural gas rates). On an annualized basis, the rate increase will generate approximately $3 million in additional revenue.

In 2008, 81 percent of our consolidated operating revenue was under regulatory authority (76 percent in 2007; 72 percent in 2006). The MPUC had regulatory authority over approximately 62 percent of our consolidated operating revenue in 2008 (58 percent in 2007; 56 percent in 2006).

Deferred Regulatory Assets and Liabilities. Our regulated utility operations are subject to the provisions of SFAS 71, "Accounting for the Effects of Certain Types of Regulation." We capitalize as regulatory assets incurred costs which are probable of recovery in future utility rates. Regulatory liabilities represent amounts expected to be credited to customers in rates. Regulatory assets and liabilities are included in Other Assets and Other Liabilities on our consolidated balance sheet except for deferred fuel adjustment clause charges which are included in Prepayments and

Other Current Assets (See Note 1. Operations and Significant Accounting Policies). No regulatory assets or liabilities are currently earning a return.

Deferred Regulatory Assets and Liabilities		
December 31	2008	2007
Millions		
Regulatory Assets		
Income Taxes	$12.2	$11.3
Premium on Reacquired Debt	2.2	2.3
Future Benefit Obligations Under		
Defined Benefit Pension and Other Postretirement Plans (See Note 14. Pension and Other Postretirement Benefit Plans)	216.5	53.7
Deferred MISO Costs	3.9	3.7
Asset Retirement Obligation	5.1	3.6
Boswell Unit 3 Environmental Rider	3.8	–
Other	5.6	2.0
	249.3	76.6
Regulatory Liabilities		
Income Taxes	28.7	31.3
Plant Removal Obligations	15.9	–
Accrued MISO Refund	4.7	–
Other	0.7	–
	50.0	31.3
Net Deferred Regulatory Assets	$199.3	$45.3

Note 5. Regulatory Matters (Continued)

Investment in ATC. Our wholly owned subsidiary Rainy River Energy, owns approximately 8 percent of ATC, a Wisconsin-based utility that owns and maintains electric transmission assets in parts of Wisconsin, Michigan, Minnesota and Illinois. ATC provides transmission service under rates regulated by the FERC that are set in accordance with the FERC's policy of establishing the independent operation and ownership of, and investment in, transmission facilities. We account for our investment in ATC under the equity method of accounting, pursuant to EITF 03-16, "Accounting for Investments in Limited Liability Companies." As of December 31, 2008, our equity investment balance in ATC was $76.9 million ($65.7 million at December 31, 2007). On January 30, 2009, we invested an additional $1.9 million in ATC. In total, we expect to invest an additional $5 to $7 million throughout 2009.

ALLETE's Interest in ATC		
Year Ended December 31	2008	2007
Millions		
Equity Investment Beginning Balance	$65.7	$53.7
Cash Investments	7.4	8.7
Equity in ATC Earnings	15.3	12.6
Distributed ATC Earnings	(11.5)	(9.3)
Equity Investment Ending Balance	$76.9	$65.7

The ATC summarized financial data below was previously omitted from our Form 10-K filed February 13, 2009.

ATC Summarized Financial Data			
For the Year Ended December 31			
Income Statement Data	2008	2007	2006
Millions			
Revenue	$ 466.6	$ 408.0	$ 340.7
Operating Expense	209.0	198.2	179.4
Other Expense	69.6	55.7	39.4
Net Income	$ 188.0	$ 154.1	$ 121.9
ALLETE's Equity in Net Income	$ 15.3	$ 12.6	$ 3.0
Balance Sheet Data			
Millions			
Current Assets	$ 50.8	$ 48.3	$ 33.5
Non-Current Assets	2,480.0	2,189.0	1,853.7
Total Assets	$ 2,530.8	$ 2,237.3	$ 1,887.2
Current Liabilities	$ 252.0	$ 317.1	$ 305.3
Long-Term Debt	1,109.4	899.1	648.9
Other Non-Current Liabilities	120.2	108.5	125.7
Members' Equity	1,049.2	912.6	807.3
Total Liabilities and Members' Equity	$ 2,530.8	$ 2,237.3	$ 1,887.2

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NoteInvestments
6.

Investments. At December 31, 2008, our long-term investment portfolio included the real estate assets of ALLETE Properties, debt and equity securities consisting primarily of securities held to fund employee benefits, our emerging technology portfolio, auction rate securities, and land held for sale in Minnesota.

Investments		
December 31	2008	2007
Millions		
ALLETE Properties	$84.9	$91.3
Available-for-sale Securities	32.6	30.5
Emerging Technology Portfolio	7.4	7.9
Other	12.0	18.4
Total Investments	$136.9	$148.1

ALLETE Properties	2008	2007
Millions		
Land Held for Sale Beginning Balance	$62.6	$58.0
Additions during period: Capitalized Improvements	10.5	12.8
Deductions during period: Cost of Real Estate Sold	(1.9)	(8.2)
Land Held for Sale Ending Balance	71.2	62.6
Long-Term Finance Receivables	13.6	15.3
Other (a)	0.1	13.4
Total Real Estate Assets	$84.9	$91.3

(a) Consisted primarily of a shopping center that was sold on May 1, 2008. The pre-tax gain of $4.5 million resulting from this sale is included in operating revenue on the Consolidated Statement of Income.

Land Held for Sale. Land held for sale is recorded at the lower of cost or fair value determined by the evaluation of individual land parcels. Land values are reviewed for impairment and no impairments were recorded in 2008 (none in 2007).

Finance Receivables. Finance receivables, which are collateralized by property sold, accrue interest at market-based rates and are net of an allowance for doubtful accounts of $0.1 million at December 31, 2008 ($0.2 million at December 31, 2007). The majority are receivables having maturities up to four years. Minority interest associated with real estate operations was $9.8 million at December 31, 2008 ($9.3 million at December 31, 2007).

Note 6. Investments (Continued)

Available-for-Sale Investments. We account for our available-for-sale portfolio in accordance with SFAS 115, "Accounting for Certain Investments in Debt and Equity Securities." Our available-for-sale securities portfolio consisted of securities in a grantor trust established to fund certain employee benefits and auction rate securities.

Available-For-Sale Securities
Millions

		Gross Unrealized		
At December 31	Cost	Gain	(Loss)	Fair Value
2008	$40.5	–	$(7.9)	$32.6
2007(a)	$45.3	$8.4	$(0.1)	$53.6
2006	$123.2	$7.0	$(0.1)	$130.1

(a) Included $23.1 million of auction rate securities that were classified as Short-Term Investments and were subsequently reclassified in 2008 as Investments.

Year Ended December 31	Net Proceeds	Gross Realized Gain	Gross Realized (Loss)	Net Unrealized Gain (Loss) in Other Comprehensive Income
2008	$17.5	$6.5	$(0.1)	$(9.7)
2007	$81.4	–	–	$1.4
2006	$12.4	–	–	$2.5

Auction Rate Securities. As of December 31, 2008, we held $15.2 million of investments ($23.1 million at December 31, 2007) consisting of three auction rate municipal bonds (auction rate securities) with stated maturity dates ranging between 15 and 28 years. These ARS consist of guaranteed student loans insured or reinsured by the federal government. These ARS were historically auctioned every 35 days to set new rates and provide a liquidating event in which investors could either buy or sell securities. The auctions have been unable to sustain themselves during 2008 due to the overall lack of credit market liquidity and we have been unable to liquidate all of our ARS. As a result, we have classified the ARS as long-term investments and have the ability to hold these securities to maturity, until called by the issuer, or until liquidity returns to this market. In the meantime, these securities will pay a default rate which is typically above market interest rates.

The Company has used a discounted cash flow model to determine the estimated fair value of its investment in ARS as of December 31, 2008. The assumptions used in preparing the discounted cash flow model include the following: estimated interest rates, estimated discount rates (using yields of comparable traded instruments adjusted for illiquidity and other risk factors), amount of cash flows, and expected holding periods of the ARS. These inputs reflect the Company's judgments about assumptions that market participants would use in pricing ARS including assumptions about risk. Based upon the results of the discounted cash flow model and the fact that these ARS consist of guaranteed student loans insured or reinsured by the federal government no other than temporary impairment loss has been reported.

Emerging Technology Investments. The majority of our emerging technology investments are minority investments in venture capital funds. We account for our investment in venture capital funds under the equity method of accounting. The total carrying value of our emerging technology portfolio was $7.4 million at December 31, 2008. Our remaining commitment of $0.7 million at December 31, 2008 may be invested in 2009. We do not have plans to make any additional investments beyond this commitment. Based on our impairment analysis, we did not record any impairment in 2008 ($0.5 million in 2007, none in 2006).

Concentration of Credit Risk. Financial instruments that subject us to concentrations of credit risk consist primarily of accounts receivable. Minnesota Power sells electricity to 12 Large Power Customers. Receivables from these customers totaled approximately $11 million at December 31, 2008 ($14 million at December 31, 2007). Minnesota Power does not obtain collateral to support utility receivables, but monitors the credit standing of major customers. In addition, our taconite-producing Large Power Customers are on a weekly billing cycle, which allows us to closely manage collection of amounts due.

Note 6. Investments (Continued)

Fair Value of Financial Instruments. With the exception of the items listed below, the estimated fair value of all financial instruments approximates the carrying amount. The fair value for the items below were based on quoted market prices for the same or similar instruments.

Financial Instruments		
December 31	Carrying Amount	Fair Value
Millions		
Long-Term Debt, Including Current Portion		
2008	$598.7	$561.6
2007	$422.7	$410.9

Fair Value. Effective January 1, 2008, the Company adopted SFAS 157 as discussed in Note 1, which, among other things, requires enhanced disclosures about assets and liabilities carried at fair value.

As defined in SFAS 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company primarily applies the market approach for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Company is able to classify fair value balances based on the observability of those inputs. SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy defined by SFAS 157 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Instruments in this category include primarily mutual fund investments held to fund employee benefits.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category represent the Company's deferred compensation obligation and fixed income securities.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. At each balance sheet date, management performs an analysis of all instruments subject to SFAS 157 and includes in Level 3 all of those whose fair value is based on significant unobservable inputs. Instruments in this category include auction rate securities consisting of guaranteed student loans classified as Level 3 investments as of December 31, 2008. The Company also holds certain financial transmission rights (FTRs) related to our participation in MISO. These FTRs are accounted for as derivatives. While our valuation of these FTRs is based on Level 3 inputs, the fair value of our FTRs at December 31, 2008, is immaterial, and as a result we have not presented them in the tables below.

Note 6. Investments (Continued)

The following table sets forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2008. As required by SFAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

	At Fair Value as of December 31, 2008			
Recurring Fair Value Measures	Level 1	Level 2	Level 3	Total
Millions				
Assets:				
Mutual Funds	$13.5	–	–	$13.5
Bonds	–	$3.3	–	3.3
Auction Rate Securities	–	–	$15.2	15.2
Money Market Funds	10.6	–	–	10.6
Total Assets	$24.1	$3.3	$15.2	$42.6
Liabilities:				
Deferred compensation obligation	–	$13.5	–	$13.5
Total Liabilities	–	$13.5	–	$13.5
Total Net Assets (Liabilities)	$24.1	$(10.2)	$15.2	$29.1

Recurring Fair Value Measures as of December 31, 2008		Auction Rate
Activity in Level 3		Securities
Millions		
Balance as of January 1, 2008		–
	Purchases, sales, issuances and settlements, net (a)	$(10.0)
	Level 3 transfers in	25.2
Balance as of December 31, 2008		$15.2

(a) Includes a $5.2 million transfer of auction rate securities to our Voluntary Employee Benefit Association trust used to fund postretirement health and life benefits.

Note 7. Short-Term and Long-Term Debt

Short-Term Debt. Total short-term debt outstanding at December 31, 2008, was $10.4 million ($11.8 million at December 31, 2007) and consisted of Long-Term Debt Due Within One Year.

As of December 31, 2008, we had bank lines of credit aggregating $160.5 million ($160.0 million at December 31, 2007), the majority of which expire in January 2012. These bank lines of credit make financing available through short-term bank loans and provide credit support for commercial paper. At December 31, 2008, $7.3 million ($4.3 million at December 31, 2007) was drawn on our lines of credit leaving a $153.2 million balance available for use ($155.7 million at December 31, 2007). There was no commercial paper issued as of December 31, 2008 and 2007.

In January 2006, we renewed, increased and extended a committed, syndicated, unsecured revolving credit facility (Line) with Bank of America as Agent, and four other banks, for $150 million. No individual bank has more than 25 percent participation in the Line. The line was subsequently extended for an additional year in December 2006 and currently matures in January 2012. At our request and subject to certain conditions, the Line may be increased to $200 million and extended for two additional 12-month periods. The Line may be used for general corporate purposes and working capital, and to provide liquidity in support of our commercial paper program. We may prepay amounts outstanding under the Line in whole or in part at our discretion without premium or penalty. Additionally, we may irrevocably terminate or reduce the size of the Line prior to maturity without premium or penalty. No funds were drawn under this Line at December 31, 2008 and 2007.

On May 16, 2008, Florida Landmark Communities, Inc., a wholly owned subsidiary of Lehigh Acquisition Corporation, renewed and extended a revolving development loan with RBC Bank (successor by merger to CypressCoquina Bank) for $8.5 million. In October 2008, the revolving development loan was amended and restated as a $10.0 million term loan. ALLETE Properties through its subsidiaries also entered into a $3.0 million revolving development loan with Intracoastal Bank. At December 31, 2008, $1.3 million was drawn on this line of credit.

On May 21, 2008, BNI Coal, a wholly owned subsidiary of ALLETE, entered into a $6.0 million Promissory Note and Supplement (Line of Credit) with CoBANK, ACB. The Line of Credit has a variable interest rate with the option to fix the rate based on LIBOR plus a certain spread. The term of the Line of Credit is 12 months, with the option to renew annually. The Line of Credit is being used for general corporate purposes. As of December 31, 2008, the full amount of $6.0 million was drawn on the Line of Credit.

Note 7. Short-Term and Long-Term Debt (Continued)

Long-Term Debt. The aggregate amount of long-term debt maturing during 2009 is $10.4 million ($4.7 million in 2010; $11.7 million in 2011; $2.9 million in 2012; $73.4 million in 2013; and $495.5 million thereafter). Substantially all of our electric plant is subject to the lien of the mortgages collateralizing various first mortgage bonds.

On February 1, 2008, we issued $60 million in principal amount of First Mortgage Bonds, 4.86% Series due April 1, 2013, in the private placement market. We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We used the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes.

On May 14, 2008, we issued $75 million in principal amount of First Mortgage Bonds, 6.02% Series due May 1, 2023, in the private placement market. We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We intend used the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes.

We issued $80 million in principal amount of First Mortgage Bonds in the private placement market in three series as follows:

Issue Date	Maturity	Principal Amount	Coupon
December 15, 2008	January 15, 2014	$18 Million	6.94%
December 15, 2008	January 15, 2016	$20 Million	7.70%
January 15, 2009	January 15, 2019	$42 Million	8.17%

We have the option to prepay all or a portion of the bonds at our discretion, subject to a make-whole provision. The bonds are subject to additional terms and conditions which are customary for this type of transaction. We intend to use the proceeds from the sale of the bonds to fund utility capital expenditures and for general corporate purposes

Long-Term Debt		
December 31	2008	2007
Millions		
First Mortgage Bonds		
4.86% Series Due 2013	$60.0	–
6.94% Series Due 2014	18.0	–
7.70% Series Due 2016	20.0	–
5.28% Series Due 2020	35.0	$35.0
4.95% Pollution Control Series F Due 2022	111.0	111.0
6.02% Series Due 2023	75.0	–
5.99% Series Due 2027	60.0	60.0
5.69% Series Due 2036	50.0	50.0
SWL&P First Mortgage Bonds		
7.25% Series Due 2013	10.0	–
Senior Unsecured Notes 5.99% Due 2017	50.0	50.0
Variable Demand Revenue Refunding Bonds		
Series 1997 A, B, and C Due 2009 – 2020	28.3	36.5
Industrial Development Revenue Bonds 6.5% Due 2025	6.0	6.0

Industrial Development Variable Rate Demand Refunding		
Revenue Bonds Series 2006 Due 2025	27.8	27.8
Other Long-Term Debt, 2.0% – 8.0% Due 2009 – 2037	47.6	46.4
Total Long-Term Debt	598.7	422.7
Less: Due Within One Year	10.4	11.8
Net Long-Term Debt	$588.3	$410.9

Financial Covenants. Our long-term debt arrangements contain customary covenants. In addition, our lines of credit and letters of credit supporting certain long-term debt arrangements contain financial covenants. The most restrictive covenant requires ALLETE to maintain a ratio of its Funded Debt to Total Capital of less than or equal to 0.65 to 1.00 measured quarterly. As of December 31, 2008 our ratio was approximately 0.40 to 1.00. Failure to meet this covenant could give rise to an event of default, if not corrected after notice from the lender, in which event ALLETE may need to pursue alternative sources of funding. Some of ALLETE's debt arrangements contain "cross-default" provisions that would result in an event of default if there is a failure under other financing arrangements to meet payment terms or to observe other covenants that would result in an acceleration of payments due.

Note 8. Commitments, Guarantees and Contingencies

Off-Balance Sheet Arrangements. Square Butte Power Purchase Agreement. Minnesota Power has a power purchase agreement with Square Butte that extends through 2026 (Agreement). It provides a long-term supply of low-cost energy to customers in our electric service territory and enables Minnesota Power to meet power pool reserve requirements. Square Butte, a North Dakota cooperative corporation, owns a 455-MW coal-fired generating unit (Unit) near Center, North Dakota. The Unit is adjacent to a generating unit owned by Minnkota Power, a North Dakota cooperative corporation whose Class A members are also members of Square Butte. Minnkota Power serves as the operator of the Unit and also purchases power from Square Butte.

Minnesota Power was entitled to approximately 55 percent of the Unit's output under the Agreement in 2008. Beginning January 1, 2009, our output entitlement will remain 50 percent for the remainder of the contract.

Minnesota Power is obligated to pay its pro rata share of Square Butte's costs based on Minnesota Power's entitlement to Unit output. Minnesota Power's payment obligation will be suspended if Square Butte fails to deliver any power, whether produced or purchased, for a period of one year. Square Butte's fixed costs consist primarily of debt service. At December 31, 2008, Square Butte had total debt outstanding of $315.1 million. Total annual debt service for Square Butte is expected to be approximately $29 million in each of the years 2009 through 2013. Variable operating costs include the price of coal purchased from BNI Coal, our subsidiary, under a long-term contract.

On May 13, 2008, we announced plans to develop several hundred megawatts of wind energy in North Dakota and purchase an existing 250 kV DC transmission line to transport this wind energy to customers while gradually reducing the supply of energy currently delivered to our system on this same transmission line from Square Butte's coal-fired Milton R. Young Unit 2. The North Dakota wind project is expected to complete the 2025 renewable energy supply requirements for our retail load. In September 2008, we signed an agreement to purchase the transmission line from Square Butte Electric Cooperative for approximately $80 million. The transaction is subject to regulatory approvals and is anticipated to close in 2009.

Minnesota Power's cost of power purchased from Square Butte during 2008 was $56.7 million ($57.3 million in 2007; $57.9 million in 2006). This reflects Minnesota Power's pro rata share of total Square Butte costs, based on the 55 percent output entitlement in 2008, the 60 percent output entitlement in 2007 and the 66 percent output entitlement in 2006. Included in this amount was Minnesota Power's pro rata share of interest expense of $11.6 million in 2008 ($11.0 million in 2007; $12.6 million in 2006). Minnesota Power's payments to Square Butte are approved as a purchased power expense for ratemaking purposes by both the MPUC and the FERC.

Wind Power Purchase Agreements. We have two wind power purchase agreements with an affiliate of NextEra Energy to purchase the output from two wind facilities, Oliver Wind I and II located near Center, North Dakota. We began purchasing the output from Oliver Wind I, a 50-MW facility, in December 2006 and the output from Oliver Wind II, a 48-MW facility in November 2007. Each agreement is for 25 years and provides for the purchase of all output from the facilities.

The power purchase agreements (PPA) described above have been evaluated under the provisions of FIN 46-R. We have determined that either we have no variable interest in the PPA, or where we do have variable interests, we are not the primary beneficiary; therefore, consolidation is not required. These conclusions are based on the following factors: we have no equity investment in these facilities and do not incur actual or expected losses related to the loss of facility value, and we do not exude significant control over the operations of each of these facilities. Our financial exposure relating to these PPAs relates to our fixed capacity and energy payments, which are disclosed above.

Leasing Agreements. BNI Coal is obligated to make lease payments for a dragline totaling $2.8 million annually for the lease term which expires in 2027. BNI Coal has the option at the end of the lease term to renew the lease at a fair market rental, to purchase the dragline at fair market value, or to surrender the dragline and pay a $3.0 million termination fee. We lease other properties and equipment under operating lease agreements with terms expiring through 2016. The aggregate amount of minimum lease payments for all operating leases is $8.3 million in 2009, $8.2 million in 2010, $8.3 million in 2011, $8.2 million in 2012, $7.8 million in 2013 and $52.9 million thereafter. Total rent and lease expense was $8.5 million in 2008 ($8.4 million in 2007; $8.3 million in 2006).

Coal, Rail and Shipping Contracts. We have three coal supply agreements with various expiration dates ranging from December 2009 to December 2011. We also have rail and shipping agreements for the transportation of all of our coal, with various expiration dates ranging from December 2009 to December 2011. Our minimum annual payment obligations under these coal, rail and shipping agreements are currently $43.9 million in 2009, $9.5 million in 2010, $5.4 million in 2011, and no specific commitments beyond 2011. Our minimum annual payment obligations will increase when annual nominations are made for coal deliveries in future years.

Note 8. Commitments, Guarantees and Contingencies (Continued)

On January 24, 2008, we received a letter from BNSF alleging that the Company defaulted on a material obligation under the Company's Coal Transportation Agreement (CTA). In the notice, BNSF claimed the Company underpaid approximately $1.6 million for coal transportation services in 2006 and that failure to pay such amount plus interest may result in BNSF's termination of the CTA. We believe we do not owe the amount claimed. On April 1, 2008, to ensure that BNSF did not attempt to terminate the CTA, we paid under protest the full amount claimed by BNSF and filed a demand for arbitration of the issue. On April 22, 2008, BNSF filed a counterclaim in the arbitration disputing our position that we are entitled to a refund from BNSF of $1.5 million plus interest for amounts that we overpaid for 2007 deliveries. The arbitration is proceeding in connection with the claim regarding 2006 payments and the counterclaim regarding 2007 payments, and we are unable to predict the outcome at this time. The delivered costs of fuel for the Company's generation are recoverable from Minnesota Power's utility customers through the fuel adjustment clause.

Fuel Clause Recovery of MISO Day 2 Costs. Under a December 2006 MPUC order, we are allowed to accumulate MISO Day 2 administrative charges as a regulatory asset until we file our next rate case, at which time recovery for such charges will be determined. The balance of this regulatory asset is $3.9 million on December 31, 2008, and we are currently recovering these charges in interim rates. The final rate order is expected in the second quarter of 2009. We cannot predict the final level of rates that may be approved by the MPUC

Emerging Technology Portfolio. We have investments in emerging technologies through minority investments in venture capital funds structured as limited liability companies, and direct investments in privately-held, start-up companies. We have committed to make additional investments in certain emerging technology venture capital funds. The remaining commitment of $0.7 million at December 31, 2008 may be invested in 2009. We do not have plans to make any additional investments beyond this commitment.

Environmental Matters. Our businesses are subject to regulation of environmental matters by various federal, state and local authorities. Due to future restrictive environmental requirements through legislation and/or rulemaking, we anticipate that potential expenditures for environmental matters will be material and will require significant capital investments. We review environmental matters on a quarterly basis. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based on current law and existing technologies. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Accruals for environmental liabilities are included in the balance sheet at undiscounted amounts and exclude claims for recoveries from insurance or other third parties. Costs related to environmental contamination treatment and cleanup are charged to expense unless recoverable in rates from customers.

EPA Clean Air Interstate Rule. In March 2005, the EPA announced the Clean Air Interstate Rule (CAIR) that sought to reduce and permanently cap emissions of SO2, NOX and particulates in the eastern United States. Minnesota in included as one of the 28 states considered as "significantly contributing" to air quality standards non-attainment in other downwind states. On July 11, 2008, the United States Court of Appeals for the District of Columbia Circuit (Court) vacated the CAIR and remanded the rulemaking to the EPA for reconsideration while also granting our petition that the EPA reconsider including Minnesota as a CAIR state. In September 2008, the EPA and others petitioned the Court for a rehearing or alternatively requested that the CAIR be remanded without a court order. In December 2008, the Court granted the request that the CAIR be remanded without a court order, effectively reinstating a January 1, 2009, compliance date for the CAIR, including Minnesota. However, Minnesota Power has been assured by the EPA that it intends to publish a rule amending the CAIR to stay its effectiveness with respect to Minnesota until completion of the EPA's determination of whether Minnesota should be included as a CAIR state. Minnesota Power anticipates the EPA will act regarding this Minnesota administrative stay of the CAIR before CAIR compliance reporting would be required in 2010.

On remand, the EPA has been instructed by the Court to remedy the CAIR's "more than several fatal flaws" and to reevaluate the inclusion of Minnesota as a CAIR state. If the EPA revises the CAIR, the EPA would need to specifically justify including Minnesota with those states subject to such revised rules. If the CAIR ultimately goes into effect in Minnesota, we expect we will have to supplement ongoing emission control retrofits by providing for CAIR related emission allowance purchases, supplemental emission reductions or a combination of both. Though we anticipate that emission reduction measures taken with AREA and Boswell Unit 3 emission control retrofits will suffice to satisfy environmental requirements for the next several years, it is uncertain when or how the CAIR will change as a result of EPA's rulemaking on remand.

Note 8. Commitments, Guarantees and Contingencies (Continued)
Environmental Matters (Continued)

Minnesota Regional Haze. The regional haze rule requires States to submit state implementation plans (SIPs) to the EPA to address regional haze visibility impairment in 156 federally-protected parks and wilderness areas. Under the regional haze rule, certain large stationary sources of visibility-impairing emissions that were put in place between 1962 and 1977 are required to install emission controls, known as best available retrofit technology (BART). We have certain steam units (Boswell Unit 3 and Taconite Harbor Unit 3) that are subject to BART requirements.

Pursuant to the regional haze rule, Minnesota was required to develop its SIP by December 2007. As a mechanism for demonstrating progress towards meeting the long-term regional haze goal, in April 2007 the MPCA advanced a draft conceptual SIP which relied on the implementation of CAIR. However, a formal SIP was never filed due to the Court's review of CAIR as more fully described above under "EPA Clean Air Interstate Rule." Subsequently, the MPCA has requested that companies with BART eligible units complete and submit a BART emissions control retrofit study, which we did as to Taconite Harbor Unit 3 in November 2008. The retrofit work currently underway on Boswell Unit 3 meets the BART requirement for that unit. It is uncertain what controls will ultimately be required by the MPCA at Taconite Harbor Unit 3 in connection with the regional haze rule.

EPA Clean Air Mercury Rule. In March 2005, the EPA also announced the Clean Air Mercury Rule (CAMR) that would have reduced and permanently capped emissions of electric utility mercury emissions in the continental United States. In February 2008, the Court overturned the CAMR and remanded the rulemaking to the EPA for reconsideration. In October 2008, the Department of Justice (DOJ), on behalf of the EPA, petitioned the Supreme Court to review the Court's decision in the CAMR case. It is uncertain how the Supreme Court will respond. Cost estimates for complying with future mercury regulations under the Clean Air Act are therefore premature at this time.

New Source Review. On August 8, 2008, Minnesota Power received a Notice of Violation (NOV) from the United States EPA asserting violations of the New Source Review (NSR) requirements of the Clean Air Act at Boswell Units 1-4 and Laskin Unit 2. The NOV also asserts that the Boswell Unit 4 Title V permit was violated. The NOV asserts that seven projects undertaken at these coal-fired plants between the years 1981 and 2000 should have been reviewed under the NSR requirements. Minnesota Power believes the projects were in full compliance with the Clean Air Act, NSR requirements and applicable permits.

The EPA has been conducting a nationwide enforcement initiative since 1999 relating to NSR requirements. In 2000, 2001, and 2002 Minnesota Power received requests from the EPA pursuant to Section 114(a) of the Clean Air Act seeking information regarding capital expenditures with respect to Boswell and Laskin. Minnesota Power responded to these requests; however, we had no further communications from the EPA regarding the information provided until receipt of the NOV.

We are engaged in discussions with the EPA regarding resolution of these matters, but we are unable to predict the outcome of these discussions. Since 2006, Minnesota Power has significantly reduced, and continues to reduce, emissions at Boswell and Laskin. The resolution could result in civil penalties and the installation of control technology, some of which is already planned or completed for other regulatory requirements. Any costs of installing pollution control technology would likely be eligible for recovery in rates over time subject to MPUC and FERC approval in a rate proceeding. We are unable to predict the ultimate financial impact or the resolution of these matters at this time.

Manufactured Gas Plant Site. We are reviewing and addressing environmental conditions at a former manufactured gas plant site within the City of Superior, Wisconsin and formerly operated by SWL&P. We have been working with the WDNR to determine the extent of contamination and the remediation of contaminated locations. We have accrued a $0.5 million liability for this site at December 31, 2008, and have recorded a corresponding regulatory asset as we expect recovery of remediation costs to be allowed by the PSCW.

Real Estate. As of December 31, 2008, ALLETE Properties, through its subsidiaries, had surety bonds outstanding of $21.4 million primarily related to performance and maintenance obligations to governmental entities to construct improvements in the company's various projects. The remaining work to be completed on these improvements is estimated to be approximately $10.2 million, and ALLETE Properties does not believe it is likely that any of these outstanding bonds will be drawn upon.

Community Development District Obligations. Town Center. In March 2005, the Town Center District issued $26.4 million of tax-exempt, 6% Capital Improvement Revenue Bonds, Series 2005, which are payable through property tax assessments on the land owners over 31 years (by May 1, 2036). The bond proceeds were used to pay for the construction of a portion of the major infrastructure improvements at Town Center. The bonds are payable from and secured by the revenue derived from assessments imposed, levied and collected by the Town Center District. The assessments represent an allocation of the costs of the improvements, including bond financing costs, to the lands within the Town Center District benefiting from the improvements. The assessments were billed to Town Center landowners effective November 2006. To the extent that we still own land at the time of the assessment, in accordance with EITF 91-10, "Accounting for Special Assessments and Tax Increment Financing Entities," we will incur the cost of our portion of these assessments, based upon our ownership of benefited property. At December 31, 2008, we owned approximately 69 percent of the assessable land in the Town Center District (approximately 69 percent at December 31, 2007). As we sell property, the obligation to pay special assessments will pass to the new landowners. Under current accounting rules, these bonds are not reflected as debt on our consolidated balance sheet.

Note 8. Commitments, Guarantees and Contingencies (Continued)

Palm Coast Park. In May 2006, the Palm Coast Park District issued $31.8 million of tax-exempt, 5.7% Special Assessment Bonds, Series 2006, which are payable through property tax assessments on the land owners over 31 years (by May 1, 2037). The bond proceeds were used to pay for the construction of a portion of the major infrastructure improvements at Palm Coast Park and to mitigate traffic and environmental impacts. The bonds are payable from and secured by the revenue derived from assessments imposed, levied and collected by the Palm Coast Park District. The assessments represent an allocation of the costs of the improvements, including bond financing costs, to the lands within the Palm Coast Park District benefiting from the improvements. The assessments were billed to Palm Coast Park landowners effective November 2007. To the extent that we still own land at the time of the assessment, in accordance with EITF 91-10, “Accounting for Special Assessments and Tax Increment Financing Entities,” we will incur the cost of our portion of these assessments, based upon our ownership of benefited property. At December 31, 2008, we owned 86 percent of the assessable land in the Palm Coast Park District (86 percent at December 31, 2007). As we sell property, the obligation to pay special assessments will pass to the new landowners. Under current accounting rules, these bonds are not reflected as debt on our consolidated balance sheet.

Other. We are involved in litigation arising in the normal course of business. Also in the normal course of business, we are involved in tax, regulatory and other governmental audits, inspections, investigations and other proceedings that involve state and federal taxes, safety, compliance with regulations, rate base and cost of service issues, among other things. While the resolution of such matters could have a material effect on earnings and cash flows in the year of resolution, none of these matters are expected to materially change our present liquidity position, or have a material adverse effect on our financial condition.

Note 9. Common Stock and Earnings Per Share

Our Articles of Incorporation contain provisions that, under certain circumstances, would restrict the payment of common stock dividends. As of December 31, 2008, no retained earnings were restricted as a result of these provisions.

Summary of Common Stock	Shares	Equity
	Thousands	Millions
Balance at December 31, 2005	30,143	$421.1
2006 Employee Stock Purchase Plan	12	0.5
Invest Direct (a)	218	10.0
Options and Stock Awards	63	7.1
Balance at December 31, 2006	30,436	$438.7
2007 Employee Stock Purchase Plan	17	0.7
Invest Direct (a)	331	15.1
Options and Stock Awards	43	6.7
Balance at December 31, 2007	30,827	$461.2
2008 Employee Stock Purchase Plan	17	0.6
Invest Direct (a)	161	6.9
Options and Stock Awards	24	4.6
Equity Issuance Program	1,556	60.8
Balance at December 31, 2008	32,585	$534.1

(a) Invest Direct is ALLETE’s direct stock purchase and dividend reinvestment plan.

Equity Issuance Program. On February 19, 2008, we entered into a Distribution Agreement with KCCI, Inc. with respect to the issuance and sale of up to 2.5 million shares of our common stock, without par value. The shares may be offered for sale, from time to time, in accordance with the terms of the Distribution Agreement, which terminates on June 30, 2009. For the year ended December 31, 2008, 1,556,200 shares of common stock have been issued under this agreement resulting in net proceeds of $60.8 million.

Shareholder Rights Plan. In 1996, we adopted a rights plan that provides for a dividend distribution of one preferred share purchase right (Right) to be attached to each share of common stock. In July 2006, we amended the rights plan to extend the expiration of the Rights to July 11, 2009. The amendment also provides that the Company may not consolidate, merge, or sell a majority of its assets or earning power if doing so would be counter to the intended benefits of the Rights or would result in the distribution of Rights to the shareholders of the other parties to the transaction. Finally, the amendment provides for the creation of a committee of independent directors to annually review the terms and conditions of the amended rights plan (Rights Plan), as well as to consider whether termination or modification of the Rights Plan would be in the best interests of the shareholders and to make a recommendation based on such review to the Board of Directors.

NoteCommon Stock and Earnings Per Share (Continued)
9.

The Rights, which are currently not exercisable or transferable apart from our common stock, entitle the holder to purchase one-and-a-half one-hundredths (three two-hundredths) of a share of ALLETE's Junior Serial Preferred Stock A, without par value. The purchase price, as defined in the Rights Plan, remains at $90. These Rights would become exercisable if a person or group acquires beneficial ownership of 15 percent or more of our common stock or announces a tender offer which would increase the person's or group's beneficial ownership interest to 15 percent or more of our common stock, subject to certain exceptions. If the 15 percent threshold is met, each Right entitles the holder (other than the acquiring person or group) to receive, upon payment of the purchase price, the number of shares of common stock (or, in certain circumstances, cash, property or other securities of ours) having a market value equal to twice the exercise price of the Right. If we are acquired in a merger or business combination, or more than 50 percent of our assets or earning power are sold, each exercisable Right entitles the holder to receive, upon payment of the purchase price, the number of shares of common stock of the acquiring or surviving company having a value equal to twice the exercise price of the Right. Certain stock acquisitions will also trigger a provision permitting the Board of Directors to exchange each Right for one share of our common stock.

The Rights are nonvoting and may be redeemed by us at a price of $0.005 per Right at any time they are not exercisable. One million shares of Junior Serial Preferred Stock A have been authorized and are reserved for issuance under the Rights Plan.

Earnings Per Share. The difference between basic and diluted earnings per share arises from outstanding stock options and performance share awards granted under our Executive and Director Long-Term Incentive Compensation Plans. In accordance with SFAS 128, "Earnings Per Share," for 2008, 0.6 million options to purchase shares of common stock were excluded from the computation of diluted earnings per share because the option exercise prices were greater than the average market prices, and therefore, their effect would be anti-dilutive (0.2 million shares were excluded for 2007 and none in 2006).

Reconciliation of Basic and Diluted Earnings Per Share For the Year Ended December 31 Millions Except Per Share Amounts	Basic	Dilutive Securities	Diluted
2008			
Income from Continuing Operations	$82.5	–	$82.5
Common Shares	29.2	0.1	29.3
Per Share from Continuing Operations	$2.82	–	$2.82
2007			
Income from Continuing Operations	$87.6	–	$87.6
Common Shares	28.3	0.1	28.4
Per Share from Continuing Operations	$3.09	–	$3.08
2006			
Income from Continuing Operations	$77.3	–	$77.3
Common Shares	27.8	0.1	27.9
Per Share from Continuing Operations	$2.78	–	$2.77

Note 10. Other Income (Expense)

For the Year Ended December 31	2008	2007	2006
Millions			
Loss on Emerging Technology Investments	$(0.7)	$(1.3)	$(0.9)
AFUDC - Equity	3.3	3.8	0.5
Debt Prepayment Premium and Unamortized Debt Issuance Costs	–	–	(0.6)
Investments and Other Income	13.0	13.0	12.9
Total Other Income	$15.6	$15.5	$11.9

Note 11. Income Tax Expense

Income Tax Expense			
Year Ended December 31	2008	2007	2006
Millions			
Current Tax Expense			
Federal	$6.2	$26.5	$8.9(a)
State	(1.6)	7.2	9.6
Total Current Tax Expense	4.6	33.7	18.5
Deferred Tax Expense			
Federal	29.3	10.7	28.0(a)
State	13.4	4.7	2.0
Change in Valuation Allowance	(2.9)	(0.3)	(1.1)
Investment Tax Credit Amortization	(1.0)	(1.1)	(1.1)
Total Deferred Tax Expense	38.8	14.0	27.8
Income Tax Expense for Continuing Operations	43.4	47.7	46.3
Income Tax Expense (Benefit) for Discontinued Operations	–	–	(0.6)
Total Income Tax Expense	$43.4	$47.7	$45.7

(a) Included a current federal tax benefit of $24.3 million and a deferred federal tax expense of $24.3 million related to the refund from the Kendall County capital loss carryback.

Reconciliation of Taxes from Federal Statutory Rate to Total Income Tax Expense for Continuing Operations			
Year Ended December 31	2008	2007	2006
Millions			
Income from Continuing Operations Before Minority Interest and Income Taxes	$126.4	$137.2	$128.2
Statutory Federal Income Tax Rate	35%	35%	35%
Income Taxes Computed at 35% Statutory Federal Rate	$44.2	$48.0	$44.9
Increase (Decrease) in Tax Due to:			
Amortization of Deferred Investment Tax Credits	(1.0)	(1.1)	(1.1)
State Income Taxes – Net of Federal Income Tax Benefit	4.8	7.4	6.5
Depletion	(0.8)	(0.9)	(1.1)
Employee Benefits	0.2	0.4	0.1
Domestic Manufacturing Deduction	(0.1)	(1.1)	(0.6)
Regulatory Differences for Utility Plant	(1.6)	(2.2)	(0.9)
Positive Resolution of Audit Issues	–	(1.6)	–
Other	(2.3)	(1.2)	(1.5)
Total Income Tax Expense for Continuing Operations	$43.4	$47.7	$46.3

The effective tax rate on income from continuing operations before minority interest was a 34.3 percent for 2008; (34.8 percent for 2007; 36.1 percent for 2006). The 2008 effective tax rate was impacted by deductions for Medicare health subsidies (included in Employee Benefits, above), domestic manufacturing deduction, AFUDC-Equity (included in Regulatory Differences for Utility Plant, above), investment tax credits, wind production tax credits, depletion, recognition of a benefit on the reversal of a previously uncertain tax position ($1.7 million included in Other, above) and a benefit for the reversal of a state income tax valuation allowance ($2.9 million included in State

Income Taxes, above). The 2007 effective tax rate was impacted by state income tax audit settlements ($1.6 million), deductions for Medicare health subsidies (included in Employee Benefits, above), domestic manufacturing deduction, AFUDC-Equity (included in Regulatory Differences for Utility Plant, above), investment tax credits and depletion.

Note 11. Income Tax Expense (Continued)

Deferred Tax Assets and Liabilities		
December 31	2008	2007
Millions		
Deferred Tax Assets		
Employee Benefits and Compensation (a)	$125.2	$80.5
Property Related	36.4	26.5
Investment Tax Credits	10.7	11.4
Other	16.3	13.4
Gross Deferred Tax Assets	188.6	131.8
Deferred Tax Asset Valuation Allowance	(0.4)	(3.3)
Total Deferred Tax Assets	$188.2	$128.5
Deferred Tax Liabilities		
Property Related	$235.6	$201.7
Regulatory Asset for Benefit Obligations	87.7	21.6
Unamortized Investment Tax Credits	15.1	16.1
Employee Benefits and Compensation	1.2	19.5
Fuel Clause Adjustment	5.3	10.7
Other	14.0	8.1
Total Deferred Tax Liabilities	$358.9	$277.7
Accumulated Deferred Income Taxes	$170.7	$149.2
Recorded as:		
Net Current Deferred Tax Liabilities (b)	$1.1	$5.0
Net Long-Term Deferred Tax Liabilities	169.6	144.2
Net Deferred Tax Liabilities	$170.7	$149.2

(a) Includes Unfunded Employee Benefits
(b) Included in Other Current Liabilities.

Uncertain Tax Positions. Effective January 1, 2007, we adopted the provisions of FIN 48, “Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109.” As a result of the implementation of FIN 48, we recognized a $1.0 million increase in the liability for unrecognized tax benefits. The adoption of FIN 48 also resulted in a reduction in retained earnings of $0.7 million, a reduction of deferred tax liabilities of $0.8 million and an increase in accrued interest of $0.5 million. Subsequent to the implementation of FIN 48, ALLETE’s gross unrecognized tax benefits were $10.4 million. Of this total, $6.8 million (net of federal tax benefit on state issues) represents the amount of unrecognized tax benefits that, if recognized, would favorably impact the effective income tax rate.

Uncertain Tax Positions	
Millions	Gross Unrecognized
December 31, 2007	Income Tax Benefits
Balance at January 1, 2007	$10.4
Additions for Tax Positions Related to the Current Year	0.8
Reductions for Tax Positions Related to the Current Year	–
Additions for Tax Positions Related to Prior Years	–
Reduction for Tax Positions Related to Prior Years	(2.4)

Settlements	(3.5)
Balance at December 31, 2007	$5.3
Less: Tax Attributable to Temporary Items and Federal Benefit on State Tax	(2.3)
Total Unrecognized Tax Benefits that, if Recognized, Would Impact the Effective Income Tax Rate as of December 31, 2007	$3.0

December 31, 2008	
Balance at January 1, 2008	$5.3
Additions for Tax Positions Related to the Current Year	0.7
Reductions for Tax Positions Related to the Current Year	–
Additions for Tax Positions Related to Prior Years	4.5
Reduction for Tax Positions Related to Prior Years	(2.5)
Settlements	–
Balance at December 31, 2008	$8.0
Less: Tax Attributable to Temporary Items and Federal Benefit on State Tax	(6.8)
Total Unrecognized Tax Benefits that, if Recognized, Would Impact the Effective Tax Rate as of December 31, 2008	$1.2

Note 11. Income Tax Expense (Continued)

We recognize interest related to unrecognized tax benefits in interest expense and penalties in operating expenses in the Consolidated Statement of Income. As of December 31, 2007, the Company had $0.9 million of accrued interest and no accrued penalties related to unrecognized tax benefits included in the Consolidated Balance Sheet. As of December 31, 2008, the liability for the payment of interest is $0.6 million with no penalties.

We file income tax returns in the U.S. federal and various state jurisdictions. ALLETE is no longer subject to federal examination for years before 2005 or state examinations for years before 2004.

We expect that the total amount of unrecognized tax benefits as of December 31, 2008, will change by less than $1.0 million in the next 12 months due to statute expirations.

Note 12. Discontinued Operations

Water Services. Financial results for 2006 reflected additional legal and administrative expenses incurred by the Company to exit the Water Services businesses. There were no discontinued operations in 2008 or 2007.

Discontinued Operations	
Summary Income Statement	
For the Year Ended December 31	2006
Millions	
Loss on Disposal	
Water Services	$(1.5)
	(1.5)
Income Tax Expense (Benefit)	
Water Services	(0.6)
	(0.6)
Net Loss on Disposal	(0.9)
Loss from Discontinued Operations	$(0.9)

Note 13. Other Comprehensive Income (Loss)

Other Comprehensive Income (Loss)	Pre-Tax	Tax Expense	Net-of-Tax
Year Ended December 31	Amount	(Benefit)	Amount
Millions			
2008			
Unrealized Loss on Securities During the Year	$(9.7)	$(3.7)	$(6.0)
Reclassification Adjustment for Gains Included in Income	(6.4)	(2.7)	(3.7)
Defined Benefit Pension and Other Postretirement Plans	(32.1)	(13.3)	(18.8)
Other Comprehensive Loss	$(48.2)	$(19.7)	$(28.5)
2007			
Unrealized Gain on Securities During the Year	$1.4	$0.3	$1.1
Defined Benefit Pension and Other Postretirement Plans	5.5	2.3	3.2

Other Comprehensive Income	$6.9	$2.6	$4.3
2006			
Unrealized Gain on Securities During the Year	$2.5	$0.6	$1.9
Defined Benefit Pension and Other Postretirement Plans	11.0	4.6	6.4
Other Comprehensive Income	$13.5	$5.2	$8.3

Accumulated Other Comprehensive Income (Loss)

December 31	2008	2007
Millions		
Unrealized Gain (Loss) on Securities	$(4.6)	$5.1
Defined Benefit Pension and Other Postretirement Plans	(28.4)	(9.6)
Total Accumulated Other Comprehensive Loss	$(33.0)	$(4.5)

Note 14. Pension and Other Postretirement Benefit Plans

We have noncontributory defined benefit pension plans covering eligible employees. The plans provide defined benefits based on years of service and final average pay. We also have defined contribution pension plans covering substantially all employees; employer contributions are made through our employee stock ownership plan. (See Note 15. Employee Stock and Incentive Plans.) In 2008, we made a total of $10.9 million in contributions to ALLETE's defined benefit pension plans (no contributions were made in 2007).

On August 9, 2006, ALLETE's Board of Directors approved amendments to the Minnesota Power and Affiliated Companies Retirement Plan A (Retirement Plan A) and the Minnesota Power and Affiliated Companies Retirement Savings and Stock Ownership Plan (RSOP). Retirement Plan A was amended to suspend further crediting service pursuant to the plan, effective as of September 30, 2006, and to close Retirement Plan A to new participants. Participants will continue to accrue benefits under the plan for future pay increases. In conjunction with this change, the Board of Directors took action to increase benefits employees will receive under the RSOP. The modification of Retirement Plan A required us to re-measure our pension expense as of August 9, 2006. As a result of the re-measurement, Retirement Plan A pension expense for 2006 was reduced by $0.2 million.

We have postretirement health care and life insurance plans covering eligible employees. The postretirement health plans are contributory with participant contributions adjusted annually. Postretirement health and life benefits are funded through a combination of Voluntary Employee Benefit Association trusts (VEBAs), established under section 501(c)(9) of the Internal Revenue Code, and an irrevocable grantor trust. Contributions deductible for income tax purposes are made directly to the VEBAs; nondeductible contributions are made to the irrevocable grantor trust. Amounts are transferred from the irrevocable grantor trust to the VEBAs when they become deductible for income tax purposes. In 2008, $10.1 million was transferred from the grantor trust to the VEBAs ($6.2 million in 2007; $3.6 million in 2006). In 2008, including the amount transferred from the grantor trust, we made a total of $13.8 million in contributions to ALLETE's postretirement health and life plan ($12.6 million in 2007).

We expect to contribute approximately $30 - $35 million to our defined benefit pension plans and $11 million to our postretirement health and life plans in 2009. We are unable to predict contribution levels to our defined benefit pension or postretirement health and life plans after 2009.

In September 2006, the FASB issued SFAS 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" (SFAS 158). SFAS 158 requires that employers recognize on a prospective basis the funded status of their defined benefit pension and other postretirement plans on their consolidated balance sheet and recognize as a component of other comprehensive income, net of tax, the gains or losses and prior service costs or credits that arise during the period but that are not recognized as components of net periodic benefit cost. SFAS 158 also requires additional disclosures in the notes to financial statements. SFAS 158 was effective for fiscal years ending after December 15, 2006.

The defined benefit pension and postretirement health and life benefit costs recognized annually by our regulated companies are expected to be recovered through rates filed with our regulatory jurisdictions. As a result, these amounts that are required to otherwise be recognized in accumulated other comprehensive income under the provisions of SFAS 158 have been recognized as a long-term regulatory asset on our consolidated balance sheet, in accordance with the requirements of SFAS 71. The defined benefit pension and postretirement health and life benefit costs associated with our other non-rate base operations are recognized in accumulated other comprehensive income, in accordance with SFAS 158.

Pursuant to SFAS 158, we were required to change our measurement date from September 30 to December 31 during the year ended December 31, 2008. On January 1, 2008, ALLETE recorded three months of pension expense as a reduction to retained earnings in the amount of $1.6 million, net of tax, to reflect the impact of this measurement date change. Also on January 1, 2008, we recorded $0.8 million relating to three months of amortization for transition obligations, prior service costs, and prior gains and losses within accumulated other comprehensive income.

Note 14. Pension and Other Postretirement Benefit Plans (Continued)

Pension Obligation and Funded Status	December 31, 2008	September 30, 2007
Millions		
Accumulated Benefit Obligation	$406.6	$384.9
Change in Benefit Obligation		
Obligation, Beginning of Year	$421.9	$417.7
Service Cost	7.3	5.3
Interest Cost	31.8	23.4
Actuarial Loss (Gain)	3.2	(5.6)
Benefits Paid	(29.9)	(21.6)
Participant Contributions	6.1	2.7
Obligation, End of Year	$440.4	$421.9
Change in Plan Assets		
Fair Value, Beginning of Year	$405.6	$364.7
Actual Return on Plan Assets	(120.2)	58.9
Employer Contribution	18.2	3.6
Benefits Paid	(29.9)	(21.6)
Fair Value, End of Year	$273.7	$405.6
Funded Status, End of Year	$(166.7)	$(16.3)
Net Pension Amounts Recognized in Consolidated Balance Sheet Consist of:		
Noncurrent Assets	–	$29.3
Current Liabilities	$(0.9)	$(0.8)
Noncurrent Liabilities	$(165.8)	$(44.8)

The pension costs that are reported as a component within our consolidated balance sheet, reflected in regulatory long-term assets and accumulated other comprehensive income, consist of the following:

Unrecognized Pension Costs		
Year Ended December 31	2008	2007
Millions		
Net Loss	$193.2	$31.1
Prior Service Cost	2.4	3.2
Transition Obligation	–	–
Total Unrecognized Pension Costs	$195.6	$34.3

Components of Net Periodic Pension Expense			
Year Ended December 31	2008	2007	2006
Millions			
Service Cost	$5.8	$5.3	$9.1
Interest Cost	25.4	23.4	22.2
Expected Return on Plan Assets	(32.5)	(30.6)	(28.6)
Amortization of Loss	1.6	4.9	4.6
Amortization of Prior Service Costs	0.6	0.6	0.6

Net Pension Expense	$0.9	$3.6	$7.9

Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income and Regulatory Assets		
Year Ended December 31	2008	2007
Millions		
Net Loss (Gain)	$164.0	$(35.4)
Amortization of Prior Service Costs	(0.6)	(0.6)
Amortization of Loss (Gain)	(1.6)	(3.3)
Total Recognized in Other Comprehensive Income and Regulatory Assets	$161.8	$(39.3)

Note 14. Pension and Other Postretirement Benefit Plans (Continued)

Information for Pension Plans with an Accumulated Benefit Obligation in Excess of Plan Assets	December 31, 2008	September 30, 2007
Millions		
Projected Benefit Obligation	$440.4	$170.6
Accumulated Benefit Obligation	$406.6	$188.3
Fair Value of Plan Assets	$273.7	$145.3

Postretirement Health and Life Obligation and Funded Status	December 31, 2008	September 30, 2007
Millions		
Change in Benefit Obligation		
Obligation, Beginning of Year	$153.7	$138.9
Service Cost	5.0	4.2
Interest Cost	11.7	7.9
Actuarial Loss	4.0	7.5
Participant Contributions	2.0	1.4
Benefits Paid	(9.5)	(6.2)
Obligation, End of Year	$166.9	$153.7
Change in Plan Assets		
Fair Value, Beginning of Year	$90.9	$78.9
Actual Return on Plan Assets	(25.2)	9.6
Employer Contribution	20.3	6.8
Participant Contributions	1.9	1.4
Benefits Paid	(9.3)	(5.8)
Fair Value, End of Year	$78.6	$90.9
Funded Status, End of Year	$(88.3)	$(62.8)
Net Postretirement Health and Life Amounts Recognized in Consolidated Balance Sheet Consist of:		
Current Liabilities	$(0.7)	$(0.6)
Noncurrent Liabilities	$(87.6)	$(62.2)

Under SFAS 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," only assets in the VEBAs are treated as plan assets in the above table for the purpose of determining funded status. In addition to the postretirement health and life assets reported in the previous table, we had $14.1 million in an irrevocable grantor trusts at December 31, 2008 ($30.5 million at December 31, 2007). We consolidate the irrevocable grantor trusts and it is included in Investments on our consolidated balance sheet.

The postretirement health and life costs that are reported as a component within our consolidated balance sheet, reflected in regulatory long-term assets and accumulated other comprehensive income, consist of the following:

Unrecognized Postretirement Health and Life Costs Year Ended December 31	2008	2007
Millions		

Net Loss	$59.2	$22.7
Prior Service Cost	–	(0.1)
Transition Obligation	9.4	12.6
Total Unrecognized Postretirement Health and Life Costs	$68.6	$35.2

Components of Net Periodic Postretirement Health and Life Expense			
Year Ended December 31	2008	2007	2006
Millions			
Service Cost	$4.0	$4.2	$4.4
Interest Cost	9.4	7.8	7.4
Expected Return on Plan Assets	(7.2)	(6.5)	(5.6)
Amortization of Loss	1.4	1.0	1.7
Amortization of Transition Obligation	2.5	2.4	2.4
Net Postretirement Health and Life Expense	$10.1	$8.9	$10.3

Note 14. Pension and Other Postretirement Benefit Plans (Continued)

Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income and Regulatory Assets		
Year Ended December 31	2008	2007
Millions		
Net Loss (Gain)	$38.3	$4.5
Amortization of Transition Obligation	(2.5)	(2.5)
Amortization of Prior Service Costs	–	–
Amortization of Loss (Gain)	(1.4)	(0.9)
Total Recognized in Other Comprehensive Income and Regulatory Assets	$34.4	$1.1

Estimated Future Benefit Payments	Pension	Postretirement Health and Life
Millions		
2009	$24.1	$7.0
2010	$25.6	$7.8
2011	$26.5	$8.7
2012	$27.4	$9.3
2013	$28.6	$10.0
Years 2014 – 2018	$160.0	$59.5

The pension and postretirement health and life costs recorded in other long-term assets and accumulated other comprehensive income expected to be recognized as a component of net pension and postretirement benefit costs for the year ending December 31, 2009, are as follows:

	Pension	Postretirement Health and Life
Millions		
Net Loss	$3.4	$2.5
Prior Service Costs	$0.6	–
Transition Obligations	–	$2.5
Total Pension and Postretirement Health and Life Costs	$4.0	$5.0

Weighted-Average Assumptions	December 31,	September 30,
Used to Determine Benefit Obligation	2008	2007
Discount Rate	6.12%	6.25%
Rate of Compensation Increase	4.3 – 4.6%	4.3 – 4.6%
Health Care Trend Rates		
Trend Rate	9%	10%
Ultimate Trend Rate	5%	5%
Year Ultimate Trend Rate Effective	2012	2012

Weighted-Average Assumptions

Used to Determine Net Periodic Benefit Costs			
Year Ended December 31	2008	2007	2006
Discount Rate	6.25%	5.75%	5.50%
Expected Long-Term Return on Plan Assets (a)			
Pension	9.0%	9.0%	9.0%
Postretirement Health and Life	7.2 – 9.0%	5.0 – 9.0%	5.0 – 9.0%
Rate of Compensation Increase	4.3 – 4.6%	4.3 – 4.6%	3.5 – 4.5%

(a) The expected long term rate of return used to determine net periodic benefit expenses for 2009 has been reduced to 8.5 percent.

In establishing the expected long-term return on plan assets, we consider the diversification and allocation of plan assets, the actual long-term historical performance for the type of securities invested in, the actual long-term historical performance of plan assets, and the impact of current economic conditions, if any, on long-term historical returns.

Currently for plan valuation purposes, the discount rate is determined considering high-quality long-term corporate bond rates at the valuation date. The discount rate is compared to the Citigroup Pension Discount Curve adjusted for ALLETE's specific cash flows.

Note 14. Pension and Other Postretirement Benefit Plans (Continued)

Sensitivity of a One-Percentage-Point Change in Health Care Trend Rates	One Percent Increase	One Percent Decrease
Millions		
Effect on Total of Postretirement Health and Life Service and Interest Cost	$2.0	$(1.7)
Effect on Postretirement Health and Life Obligation	$19.5	$(16.2)

	Pension		Postretirement Health and Life (a)	
Actual Plan Asset Allocations	2008	2007	2008	2007
Equity Securities	46%	61%	47%	66%
Debt Securities	32%	25%	40%	24%
Real Estate	6%	2%	–	–
Private Equity	16%	9%	9%	5%
Cash	–	3%	4%	5%
	100%	100%	100%	100%

(a) Includes VEBAs and irrevocable grantor trusts.

Pension plan equity securities did not include ALLETE common stock at December 31, 2008 or September 30, 2007.

To achieve strong returns within managed risk, we diversify our asset portfolio to approximate the target allocations in the table below. Equity securities are diversified among domestic companies with large, mid and small market capitalizations, as well as investments in international companies. In addition, all debt securities must have a Standard & Poor's credit rating of A or higher.

Plan Asset Target Allocations	Pension	Postretirement Health and Life (a)
Equity Securities	55%	55%
Debt Securities	24%	24%
Real Estate	9%	9%
Private Equity	11%	11%
Cash	1%	1%
	100%	100%

(a) Includes VEBAs and irrevocable grantor trusts.

FSP 106-2, "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (Act)" provides accounting and disclosure guidance for employers that sponsor postretirement health care plans that provide prescription drug benefits. FSP 106-2 requires that the accumulated postretirement benefit obligation and postretirement benefit cost reflect the impact of the Act upon adoption. We provide postretirement health benefits that include prescription drug benefits which qualify us for the federal subsidy under the Act. The expected reimbursement for Medicare health subsidies reduced our after-tax postretirement medical expense by $1.2 million for 2008 ($2.3 million for 2007; $2.4 million in 2006). In 2005 we enrolled with the Centers for Medicare and Medicaid Services' (CMS) and began recovering the subsidy in 2007. We received $0.3

million in 2007 for 2006, and expect to receive a reimbursement in 2009 for 2007.

Note 15. Employee Stock and Incentive Plans

Employee Stock Ownership Plan. We sponsor a leveraged employee stock ownership plan (ESOP) within the RSOP. As of their date of hire, all employees of ALLETE, SWL&P and Minnesota Power Affiliate Resources are eligible to contribute to the plan. In 1990, the ESOP issued a $75 million note (term not to exceed 25 years at 10.25 percent) to us as consideration for 2.8 million shares (1.9 million shares adjusted for stock splits) of our newly issued common stock. The note was refinanced in 2006 at 6 percent. We make annual contributions to the ESOP equal to the ESOP's debt service less available dividends received by the ESOP. The majority of dividends received by the ESOP are used to pay debt service, with the balance distributed to participants. The ESOP shares were initially pledged as collateral for its debt. As the debt is repaid, shares are released from collateral and allocated to participants based on the proportion of debt service paid in the year. As shares are released from collateral, we report compensation expense equal to the current market price of the shares less dividends on allocated shares. Dividends on allocated ESOP shares are recorded as a reduction of retained earnings; available dividends on unallocated ESOP shares are recorded as a reduction of debt and accrued interest. ESOP compensation expense was $10.3 million in 2008 ($9.2 million in 2007; $6.9 million in 2006).

Note 15. Employee Stock and Incentive Plans (Continued)

Pursuant to AICPA Statement of Position 93-6, “Employers’ Accounting for Employee Stock Ownership Plans,” unallocated ALLETE common stock currently held and purchased by the ESOP will be treated as unearned ESOP shares and not considered as outstanding for earnings per share computations. ESOP shares are included in earnings per share computations after they are allocated to participants.

Year Ended December 31	2008	2007	2006
Millions			
ESOP Shares			
Allocated	2.0	1.8	1.7
Unallocated	1.9	2.2	2.5
Total	3.9	4.0	4.2
Fair Value of Unallocated Shares	$61.3	$87.1	$115.2

Stock-Based Compensation. Stock Incentive Plan. Under our Executive Long-Term Incentive Compensation Plan (Executive Plan), share-based awards may be issued to key employees through a broad range of methods, including non-qualified and incentive stock options, performance shares, performance units, restricted stock, stock appreciation rights and other awards. There are 1.5 million shares of common stock reserved for issuance under the Executive Plan, with 0.7 million of these shares available for issuance as of December 31, 2008.

We had a Director Long-Term Stock Incentive Plan (Director Plan) which expired on January 1, 2006. No grants have been made since 2003 under the Director Plan. Approximately 3,879 options were outstanding under the Director Plan at December 31, 2008.

We currently have the following types of share-based awards outstanding:

Non-Qualified Stock Options. The options allow for the purchase of shares of common stock at a price equal to the market value of our common stock at the date of grant. Options become exercisable beginning one year after the grant date, with one-third vesting each year over three years. Options may be exercised up to ten years following the date of grant. In the case of qualified retirement, death or disability, options vest immediately and the period over which the options can be exercised is three years. Employees have up to three months to exercise vested options upon voluntary termination or involuntary termination without cause. All options are cancelled upon termination for cause. All options vest immediately upon retirement, death, disability or a change of control, as defined in the award agreement. We determine the fair value of options using the Black-Scholes option-pricing model. The estimated fair value of options, including the effect of estimated forfeitures, is recognized as expense on the straight-line basis over the options’ vesting periods, or the accelerated vesting period if the employee is retirement eligible.

The following assumptions were used in determining the fair value of stock options granted during 2008, under the Black-Scholes option-pricing model:

	2008	2007	2006
Risk-Free Interest Rate	2.8%	4.8%	4.5%
Expected Life	5 Years	5 Years	5 Years
Expected Volatility	20%	20%	20%
Dividend Growth Rate	4.4%	5.0%	5.0%

The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the grant date. Expected volatility is estimated based on the historic volatility of our stock and the stock of our peer group companies. We utilize historical option exercise and employee pre-vesting termination data to estimate the option life. The dividend growth rate is based upon historical growth rates in our dividends.

Performance Shares. Under these awards, the number of shares earned is contingent upon attaining specific performance targets over a three-year performance period. In the case of qualified retirement, death or disability during a performance period, a pro-rata portion of the award will be earned at the conclusion of the performance period based on the performance goals achieved. In the case of termination of employment for any reason other than qualified retirement, death or disability, no award will be earned. If there is a change in control, a pro-rata portion of the award will be paid based on the greater of actual performance up to the date of the change in control or target performance. The fair value of these awards is equal to the grant date fair value which is estimated based upon the assumed share-based payment three years from the date of grant. Compensation cost is recognized over the three-year performance period based on our estimate of the number of shares which will be earned by the award recipients.

Note 15. Employee Stock and Incentive Plans (Continued)

Employee Stock Purchase Plan (ESPP). Under our ESPP, eligible employees may purchase ALLETE common stock at a 5 percent discount from the market price. Because the discount is not greater than 5 percent, we are not required by SFAS 123R to apply fair value accounting to these awards.

RSOP. Shares held in our RSOP are excluded from SFAS 123R and are accounted for in accordance with the AICPA Statement of Position No. 93-6, “Employers’ Accounting for Employee Stock Ownership Plans.”

The following share-based compensation expense amounts were recognized in our consolidated statement of income for the periods presented since our adoption of SFAS 123R.

Share-Based Compensation Expense			
For the Year Ended December 31	2008	2007	2006
Millions			
Stock Options	$0.7	$0.8	$0.8
Performance Shares	1.1	1.0	1.0
Total Share-Based Compensation Expense	$1.8	$1.8	$1.8
Income Tax Benefit	$0.7	$0.7	$0.7

There were no capitalized stock-based compensation costs at December 31, 2008, 2007, or 2006.

As of December 31, 2008, the total unrecognized compensation cost for the performance share awards not yet recognized in our statements of income was $1.3 million. This amount is expected to be recognized over a weighted-average period of 1.7 years.

The following table presents information regarding our outstanding stock options for the year ended December 31, 2008.

	Number of Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value Millions	Weighted-Average Remaining Contractual Term
Outstanding at December 31, 2007	510,992	$39.83	$(0.1)	6.8 years
Granted	180,815	$39.10		
Exercised	(16,627)	$25.56		
Forfeited	(2,761)	$39.39		
Outstanding at December 31, 2008	672,419	$39.99	$(5.2)	6.9 years
Exercisable at December 31, 2008	406,894	$34.48	$(2.7)	5.7 years
Fair Value of Options Granted During the Year	$3.97			

The weighted-average grant-date fair value of options was $6.18 for 2008 ($6.92 for 2007; $6.48 for 2006). The intrinsic value of a stock award is the amount by which the fair value of the underlying stock exceeds the exercise price of the award. The total intrinsic value of options exercised was $0.2 million during 2008 ($0.4 million in 2007; $0.6 million in 2006).

At December 31, 2008, options outstanding consisted of 0.1 million with exercise prices ranging from $18.85 to $29.79, 0.4 million with exercise prices ranging from $37.76 to $41.35 and 0.2 million with exercise prices ranging from $44.15 to $48.65. The options with exercise prices ranging from $18.85 to $29.79 have an average remaining contractual life of 3.0 years; all are exercisable at December 31, 2008, at a weighted average price of $26.91. The options with exercise prices ranging from $37.76 to $41.35 have an average remaining contractual life of 7.3 years; less than 0.2 million are exercisable on December 31, 2008, at a weighted average price of $39.52. The options with exercise prices ranging from $44.15 to $48.65 have an average remaining contractual life of 7.5 years; all are exercisable on December 31, 2008, at a weighted average price of $46.25.

Note 15. Employee Stock and Incentive Plans (Continued)

Performance Shares. The following table presents information regarding our non-vested performance shares for the year ended December 31, 2008.

	Number of Shares	Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2007	68,501	$45.63
Granted	36,684	54.05
Unearned Grant Award	(23,624)	42.80
Forfeited	(2,323)	50.87
Non-vested at December 31, 2008	79,238	50.22

Less than 0.1 million performance share were granted in February 2008 for the performance period ending in 2010. The ultimate issuance is contingent upon the attainment of certain future performance goals of ALLETE during the performance periods. The grant date fair value of the performance share awards was $1.8 million.

No performance shares were awarded in February 2008 for the three-year performance period ending in 2007, as performance targets were not met. However, in accordance with SFAS No. 123R, no compensation expense previously recognized in connection with those grants will be reversed.

Note 16. Quarterly Financial Data (Unaudited)

Information for any one quarterly period is not necessarily indicative of the results which may be expected for the year.

Quarter Ended	Mar. 31	Jun. 30	Sept. 30	Dec. 31
Millions Except Earnings Per Share				
2008				
Operating Revenue	$213.4	$189.8	$201.7	$196.1
Operating Income	$31.3	$17.5	$33.2	$39.8
Net Income	$23.6	$10.7	$24.7	$23.5
Earnings Per Share of Common Stock				
Basic	$0.82	$0.37	$0.85	$0.78
Diluted	$0.82	$0.37	$0.85	$0.78
2007				
Operating Revenue	$205.3	$223.3	$200.8	$212.3
Operating Income	$40.7	$33.3	$24.3	$33.4
Net Income	$26.3	$22.6	$16.5	$22.2
Earnings Per Share of Common Stock				
Basic	$0.93	$0.80	$0.58	$0.78
Diluted	$0.93	$0.80	$0.58	$0.77

Schedule II

ALLETE
Valuation and Qualifying Accounts and Reserves

For the Year Ended December 31	Balance at Beginning of Year	Additions Charged to Income	Additions Other Changes	Deductions from Reserves (a)	Balance at End of Period
Millions					
Reserve Deducted from Related Assets					
Reserve For Uncollectible Accounts					
2008 Trade Accounts Receivable	$1.0	$1.0	–	$1.3	$0.7
Finance Receivables – Long-Term	0.2	–	–	0.1	0.1
2007 Trade Accounts Receivable	1.1	1.0	–	1.1	1.0
Finance Receivables – Long-Term	0.2	–	–	–	0.2
2006 Trade Accounts Receivable	1.0	0.7	–	0.6	1.1
Finance Receivables – Long-Term	0.6	_	_	0.4	0.2
Deferred Asset Valuation Allowance					
2008 Deferred Tax Assets	3.3	(2.9)	–	–	0.4
2007 Deferred Tax Assets	3.6	(0.3)	–	–	3.3
2006 Deferred Tax Assets	4.1	(1.1)	$0.6	–	3.6

(a) Includes uncollectible accounts written off.