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Susan Ludwig
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February 14, 2014

VIA ELECTRONIC FILING

Dr. Burl W. Haar
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, MN 55101-2147

Re: **Capital Structure Petition**
Docket No. E015/S-14-____

Dear Dr. Haar:

Pursuant to Minn. Stat. § 216B.49 and Minn. Rules 7825.1000-7825.1500, Minnesota Power ("the Company") submits to the Minnesota Public Utilities Commission ("Commission") the enclosed 2014 Consolidated Capital Structure Petition for ALLETE, Inc.. The Consolidated Capital Structure Petition contains the Company's request for Commission approval to issue securities within the scope of the approved capital structure, plus contingencies. More specifically, the Company is seeking approval of a common equity ratio of 54.40% with a contingency window of +/-10% (48.96% - 59.84%). The Company is also seeking approval of a total consolidated capitalization of $3,805 million, including a contingency reserve of $349 million for ALLETE, Inc. and its divisions, including Minnesota Power. The Company respectfully requests approval of this Petition by May 1, 2014.

In accordance with the Commission's April 29, 2013 Order approving the Company's request for a variance to allow it to treat any loan under its multi-year credit facility as short-term debt, Attachment C – Report on Multi-Year Credit Facility is included. Attachment C reports on the use of such facilities including how often they were used, the amount involved, the rates and financing costs, and the intended uses of the financing.

The Company understands the use of trade secret designations in filings to the Commission must be limited. Certain portions of the Petition contain trade secret information and are marked as such, pursuant to the Commission's Revised Procedures for Handling Trade Secret and Privileged Data which further the intent of Minn. Stat. § 13.37 and Minn. Rule 7829.0500. As required by the Commission's Revised Procedures, a statement providing justification for excising the Trade Secret Data is included in the Petition.

We look forward to the opportunity to work with the Department of Commerce – Division of Energy Resources and the Commission to review the information contained in the Company's 2014 Capital Structure Petition.

Please contact me at (218) 355-3586 with any questions related to this Petition.

Yours truly,

Susan Ludwig

STATEMENT REGARDING JUSTIFICATION FOR EXCISING TRADE SECRET INFORMATION

Pursuant to the Commission's revised Procedures for Handling Trade Secret and Privileged Data in furtherance of the intent of Minn. Stat. § 13.37 and Minn. Rule 7829.0500, Minnesota Power has designated portions of the exhibits filed with the Petition as Trade Secret.

The Petition is Minnesota Power's request for approval of the Company's capital structure. The Petition contains projected cash flow data and analysis that is materially sensitive to Minnesota Power. Minnesota Power follows strict internal procedures to maintain the secrecy of this information in order to capitalize on the economic value of the information. Potential competitors of Minnesota Power would gain a commercial advantage if this information was publicly available, with severe competitive implications resulting.

Minnesota Power believes that this statement justifies why the information excised from the attached report should remain a trade secret under Minn. Stat. § 13.37. Minnesota Power respectfully requests the opportunity to provide additional justification in the event of a challenge to the trade secret designation provided herein.

STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Docket No. E015/S-14-______

IN THE MATTER OF THE PETITION OF
MINNESOTA POWER
UNDER MINNESOTA STATUTES SECTION 216B.49
FOR APPROVAL OF ITS CAPITAL STRUCTURE
AND AUTHORIZATION TO ISSUE SECURITIES

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STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

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INTRODUCTION

Pursuant to Minn. Stat. § 216B.49 and Minn. Rules 7825.1000-7825.1500, Minnesota Power submits this Petition to the Minnesota Public Utilities Commission ("Commission") for approval of the consolidated capital structure of ALLETE, Inc.[1] ("Company") for the period beginning with the date of issuance of an Order in this Docket through the later of: (i) May 1, 2015 or (ii) the date at which the Commission issues a subsequent order.

In summary, Minnesota Power's Petition requests the Commission's approval to issue securities within the scope of the approved capital structure, plus contingencies. Specifically the Company requests:

i. Approval of its proposed capital structure and total capitalization;
ii. Authorization of the ability to issue securities provided it remains within the approved capital structure;
iii. Continuation of the variance of Minn. Rules 7825.1000, subp. 6 to allow the Company to treat borrowings under multi-year credit agreements as short-term debt;
iv. Approval of the ability to issue short-term debt up to 15% of total capitalization; and
v. Flexibility to issue securities provided that the Company remains within the equity ratio contingency ranges or does not exceed them for more than 60 days.

[1] Minnesota Power, Inc. received shareholder approval to change its name to ALLETE, Inc. on May 8, 2001, to better reflect the diversified businesses of the corporation. Minnesota Power continues as the regulated utility providing service in Minnesota. Throughout this Petition, the term "ALLETE" or the "Company" is used when referring to the corporate activity of the combined business units, and Minnesota Power is used when referring to the regulated electric utility operations in Minnesota. Minnesota Power is a public utility as defined in Minn. Stat. § 216B.02, subd. 4.

I. SUMMARY OF THE FILING

Minnesota Power hereby petitions the Commission for approval of the Company's consolidated capital structure for the purpose of the Company issuing, at any time or from time to time during the authorized period set forth in the Commission's Order granted in this Docket, any of the following securities:

(i) Long-term debt, including first mortgage bonds and other secured and unsecured long-term debt obligations and guarantees;

(ii) Short-term debt, including secured and unsecured short-term debt obligations and guarantees;

(iii) Common and preferred stock and warrants;

and, that except as otherwise provided, the issuance of any of the above securities shall be subject to the following contingency ranges and shall occur during the period authorized by the Commission.

The Company is seeking approval of a common equity ratio of 54.40% with a contingency window of +/-10% (48.96% - 59.84%). The Company is also seeking approval of a total consolidated capitalization of $3,805 million, including a contingency reserve of $349 million. The Company requests authorization to make one or more issues of securities with the provision that these parameters will not be exceeded for more than 60 days without notifying the Commission. Minnesota Power respectfully requests approval of this Petition by May 1, 2014.

In this Petition, as in prior Petitions, the Company seeks a variance from Minn. Rule 7825.1000 subp. 6 for the authority to include direct borrowings under a multi-year credit agreement as short-term debt. Furthermore, the Company is requesting a short-term debt limit not to exceed 15% of total capitalization during the authorization period. This request is also consistent with requests in prior Petitions.

II. DESCRIPTION OF FILING AND BASIS FOR REQUEST

A. Background

The Commission authorized the Company's current capital structure in its April 29, 2013 Order ("2013 Capital Structure Order"),[2] specifically providing for the following:

i. Approval of the Company's 2013 capital structure until the later of May 1, 2014, or the date on which the Commission issues a new capital structure Order;

ii. An equity ratio of 54.51% and a contingency equity ratio range of plus/minus 10%, which provided an authorized equity ratio range of 49.06% to 59.96%;

iii. Total capitalization that would not exceed $3,160 million (including a capitalization contingency of $289 million);

iv. Approval of a variance to treat any loan under the multi-year credit facility as short-term debt; and

v. Flexibility to issue securities provided that the Company remains within the equity ratio contingency ranges or does not exceed them for more than 60 days.

As of December 31, 2013, the Company remained in compliance with the 2013 Capital Structure Order as follows:

a) Total Capitalization of $2,453 million, within the approved limit of $3,160 million;

b) Equity Ratio of 54.74% within the approved range of 49.06% to 59.96%.

Table 1 below, shows the Company's actual consolidated capital structure for the calendar years ending 2011, 2012, 2013 and projected as of June 30, 2015.

Table 1: Actual and Projected Consolidated Capital Structures ($ Millions)

Capital Structures	**12/31/2011**		**12/31/2012**		**12/31/2013**		**Projected June 30, 2015**	
Long-Term Debt	$ 864	44.42%	$ 1,018	45.88%	$ 1,110	45.26%	$ 1,576	45.60%
Short-Term Debt	$ 1	0.06%	$ 0	0.00%	$ 0	0.00%	$ 0	0.00%
Common Equity	$ 1,079	55.52%	$ 1,201	54.12%	$ 1,343	54.74%	$ 1,880	54.40%
Total Capitalization	$ 1,944	100.00%	$ 2,219	100.00%	$ 2,453	100.00%	$ 3,456	100.00%

[2] Docket No. E015/S-13-126.

B. Proposed Capital Structure and Request for Variance

The Company requests the Commission approve the following, which is further outlined in this Section:

i. Total capitalization of $3,805 million, including a contingency of $349 million;

ii. An equity ratio of 54.40% with a contingency range of +/- 10%, (resulting in an equity range of 48.96%-59.84%);

iii. Request for a variance of Minn. Rules 7825.1000, subp. 6 to allow the Company to treat borrowings under multi-year credit agreements as short-term debt for approved capital structure purposes;

iv. Approval for the ability to issue short-term debt not to exceed 15% of total capitalization;

v. Continued flexibility to issue long-term debt, provided it remains within the limits approved for the short-term debt and equity ratios, as well as the total capitalization limit;

vi. Flexibility to issue securities provided that the Company remains within the approved capital structure ratios or does not exceed them for more than 60 days;

vii. Approval of the Company's consolidated capital structure for the period beginning with the date of issuance of an Order in this Docket through the later of: (i) May 1, 2015 or (ii) the date at which the Commission issues a subsequent order.

This Petition provides the information required by Minn. Rules 7825.1000 – 7825.1500, as well as previous Commission Orders, as detailed in Section III of this Petition. Minnesota Power has incorporated Exhibit L – Consolidated Projected Capital Expenditures to this Petition, based on the guidance the Commission provided in its May 17, 2011, Order[3] and reaffirmed in subsequent Orders.

1. Total Capitalization

The Company requests a total capitalization of $3,805 million, including an approximate 10% contingency reserve of $349 million. The projected capitalization and contingency reserve are detailed below in Table 2.

Table 2: Projected Consolidated Capital Structure
June 30, 2015
($ Millions)

	Amount	Percentage
Long - Term Debt	$ 1,576	45.60%
Short - Term Debt	$ 0	0.00%
Common Equity	$ 1,880	54.40%
Projected Capitalization	$ 3,456	100.00%
Contingency	$ 349	
Total Request	$ 3,805	

[3] Docket No. E015/S-11-174.

The Company's requested capitalization of $3,805 million reflects significant construction and infrastructure development underway on the Company's system. Investment and spending for the utility system in 2014 and 2015 includes major capital investments to meet safety, environmental, regulatory, and system reliability objectives, and investments supporting the State of Minnesota's Renewable Energy Standard for obtaining 25% of its electricity for its customers from renewable energy sources by the year 2025.

a. Short-term Debt

Similar to other capital structure proceedings, the Company requests the ability to issue short-term debt not to exceed 15% of total capitalization. Short-term debt may take the form of commercial paper, borrowings that mature in one year or less and direct borrowings under a 364-day credit agreement. In addition to these traditional short-term instruments, in this Petition the Company also requests the inclusion of direct borrowings under a multi-year credit facility as short-term debt. The Company is requesting continuation of the variance to Minn. Rules 7825.1000 subp. 6 to allow the Company to treat borrowings under multi-year credit agreements as short-term debt. The Company further proposes to continue reporting on the usage of the multi-year credit facility as initially required in the 2011 Capital Structure Order[4] and reaffirmed in subsequent Orders. Additional detail on the multi-year credit facility is included at Section III.F, III.K.3, III.O.3, and Attachment C.

Minn. Rules 7825.1000 subp. 6 defines a short-term security as an:

> Unsecured security with a date of maturity no more than one year from the date of issuance; and containing no provisions for automatic renewal or 'rollover' at the option of either the obligee or obligor.

Minn. Rules 7825.1300, however, permits the Commission to issue a capital structure order that allows the utility to issue short-term debt at its discretion, provided the overall terms of the Commission's Order are met. Based on these Rules, Minnesota Power concluded that a variance is necessary to allow the Company to treat direct borrowings under multi-year credit facilities as short-term debt. Thus, the Company seeks to continue a variance permitting direct borrowings under a multi-year credit facility as short-term debt for approved capital structure purposes. The Commission Rules provide a three-part test for variances under Minn. Rules 7829.3200. Minnesota Power asserts that this test provides and is satisfied as follows:

> *1. Enforcement of the rule would impose an excessive burden upon the applicant or others affected by the rule.*

[4] Docket No. E015/S-11-174.

As discussed above, this request involves the use of a multi-year credit facility as if it were short-term debt. Because the purposes and manner in which a facility may be used resembles traditional use of short-term securities, Minnesota Power believes these borrowings should be counted with the short-term debt pursuant to the 15% limit. Credit rating agencies view such facilities as short-term in nature, thus the ability to use credit facilities enhances a company's liquidity. Treating this facility as long-term debt could impact ratings agencies' opinions of the Company's liquidity position, which could lead to increased financing costs and fees.

2. Granting the variance would not adversely affect the public interest.

The Commission retains oversight of these types of issues through annual capital structure filings, the 15% limit, the equity ratio, and the equity ratio ranges. These parameters assure that the Company will continue to have a capital structure that meets the public interest. These instruments allow us to lock in liquidity and fee structures for several years, which is also in the public interest.

3. Granting the variance would not conflict with standards imposed by law.

This variance would not conflict with law. The Company believes granting a continuation of the variance is appropriate. Because the intended use of such facilities is to meet short-term funding requirements, the granting of this variance offers the most direct and consistent way of addressing this issue.[5]

b. Long-term Debt

The Company requests the authority to issue long-term debt provided that it remains within the approved short-term debt and equity ratios, as well as within the total capitalization limit. Long-term debt issuances may include first mortgage bonds and other secured and unsecured long-term debt obligations and guarantees.

C. Equity Ratio Contingency Range

The Company requests an equity ratio contingency range of +/-10% around the common equity ratio of 54.40%. This equity ratio range is similar to that approved by the Commission in its 2013 Capital

[5] In Docket No. E015/S-12-184, Minnesota Power requested a continuation of a variance from Minn. Rules part 7825.1000, subpart 6 to allow the Company to treat borrowings under multi-year credit agreements as short-term debt. The Commission approved the Company's request, along with reporting requirments that the Company proposes to continue, in its Order dated April 30, 2012. This request was also approved in the 2013 Capital Structure Order.

Structure Order. The equity ratio range of +/-10% allows the Company flexibility needed to manage the capital expenditures and financing plans outlined in Exhibits J and L of this Petition. Flexibility is also needed to meet unanticipated events such as changing economic conditions, major plant repairs, refinancing, and variations of actual events from forecast.

In past years, the Company has requested an equity ratio range of +/-15% due to ALLETE's revenue diversification efforts and investments in non-regulated businesses. The Company plans to continue its efforts to diversify its revenue base, which may, in future capital structure petition filings, necessitate a request and support the need for a wider equity ratio contingency range.

By virtue of this Petition and Commission approval, any securities issuance that results in a common equity ratio within the window (*i.e.*, at or above 48.96% and at or below 59.84%) is approved. In addition, common equity ratios that exceed 59.84% or fall below 48.96% for a period not exceeding 60 days are also authorized. As soon as the Company has reason to know that a contemplated securities issuance would cause the common equity ratio to fall outside the window (*i.e.*, exceed 59.84% or fall below 48.96%) for a period exceeding 60 days, Minnesota Power will seek approval from the Commission for any such issuance.

D. Total Capitalization Contingency Range

The Company's requested total capitalization contingency range addresses total capitalization requirements, including a contingency reserve of $349 million, representing an amount approximately 10% above $3,456 million (the Company's projected total consolidated capitalization). Any securities issuance that results in total consolidated capitalization below $3,805 million is approved. In addition, total consolidated capitalizations that exceed the cap for a period not exceeding 60 days are also authorized. As soon as the Company has reason to know that a contemplated securities issuance would cause the Company's total consolidated capitalization to exceed $3,805 million for a period exceeding 60 days, Minnesota Power will seek approval from the Commission for any such issuance.

E. Authorization Period

The Company requests an authorization period to be from the date of issuance of such Order through the later of: (i) May 1, 2015, or (ii) the date at which the Commission issues a subsequent capital structure Order.

III. REQUIREMENTS OF MINN. RULE, PART 7825.1400

A. Descriptive Title

In the Matter of the Petition of Minnesota Power for Approval of its 2014 Capital Structure and Authorization to Issue Securities.

B. Table of Contents

Please reference page i.

C. The Exact Name of the Petitioner and Address of its Principal Business Office

ALLETE, Inc.
30 West Superior Street
Duluth, Minnesota 55802

The Company was incorporated January 24, 1906 as Duluth Edison Electric Company under the laws of the State of Minnesota. Its name was changed to Minnesota Power & Light Company on October 23, 1923 and to Minnesota Power, Inc. on May 27, 1998. On September 1, 2000, Minnesota Power began operating as ALLETE on a corporate-wide basis to better represent the diversified services of all Company operations, and filed the requisite assumed name certificate to conduct business under that name. The official name change to ALLETE, Inc. was adopted by shareholders on May 8, 2001. Electric operations in Minnesota continue as Minnesota Power. As of August 1980, a certificate of assumed name has been in effect with the Minnesota Secretary of State permitting the Company to conduct business in Minnesota using the name Minnesota Power.

D. Name, Address and Telephone Number of Persons Authorized to Receive Notice and Communications with Respect to the Petition

Donald W. Stellmaker
Vice President and Corporate Treasurer
ALLETE, Inc.
30 West Superior Street
Duluth, Minnesota 55802
(218) 723-3942
dstellmaker@allete.com

Christopher D. Anderson
Associate General Counsel
Minnesota Power
30 West Superior Street
Duluth, Minnesota 55802
(218) 723-3963
canderson@allete.com

E. A Verified Statement by a Responsible Officer of the Petitioner Attesting to the Accuracy and Completeness of the Enclosed Information

Please view Attachment A.

F. The Purpose for Which the Securities are to be Issued

The Company expects capital expenditures to exceed internal cash generation during the 18-month period that extends from January 2014 through June 2015. With internally generated cash insufficient to fund the planned capital outlays, the Company will need to issue long-term debt, common stock, and/or short-term debt to support the planned investments. In addition, ALLETE continues to evaluate acquisition and other investment opportunities to diversify ALLETE's revenue base in order to reduce its dependence on revenues from a concentrated industrial base of taconite and paper customers in Northeastern Minnesota.

ALLETE's capital expenditure program is related to many initiatives the Company is undertaking. The Company's best estimate capital structure may fund the following:

a) investment in renewable energy;
b) investment in environmental technology for generating assets;
c) investment in transmission initiatives, including transmission assets and infrastructure;
d) other electric system component replacement and upgrades;
e) the acquisition of and investment in energy-related businesses; and
f) for general corporate purposes.

As described in previous capital structure petitions, Minnesota Power's concentrated industrial customer base has led the Company to seek diversified revenue sources in order to weather the cyclical nature of customers' operations and reduce the dependence on revenues from taconite and paper customers in Northeastern Minnesota. Over the past 30 years, these diversification efforts have contributed significantly to the Company's financial strength during fluctuating business cycles within the taconite and paper industries. Attachment B provides additional detail regarding the Company's diversification efforts. The Company plans to continue its efforts to diversify its revenue base, which may, in future capital structure petition filings, necessitate a request and support the need for an equity ratio contingency range wider than the +/-10% currently being requested. Table 3 shows the forecasted amount of each capital component for each security as of June 30, 2015.

Table 3: Projected Consolidated Capital Structure
Projected Consolidated Capital Structure
June 30, 2015
($ Millions)

	Amount	Percentage
Long - Term Debt	$1,576	45.60%
Short - Term Debt	$ 0	0.00%
Common Equity	$1,880	54.40%
Projected Capitalization	$3,456	100.00%
Contingency	$ 349	
Total Request	$3,805	

Other securities issuances by the Company or its subsidiaries may include the following:

a) the refunding and refinancing of electric utility or other long-term debt, should business or market conditions warrant;
b) the issuances of securities by the Company or one or more subsidiaries to provide funding for existing operations; or
c) the assumption or new securities issuances of one or more subsidiaries to facilitate the acquisition of, or investments in, energy related businesses.

These potential events are much less certain as to timing and magnitude. These other potential security issuances are not included in the projected capitalization of $3,456 million, but are included in the total request of $3,805 million, including the contingency reserve. The $349 million contingency reserve may be any combination of debt and equity and represents approximately 10% of total projected capitalization. This contingency range is similar to previous caps allowed by the Commission.

The Company's projected consolidated capital structure includes an addition of $466 million in net long-term debt and $537 million in additional common equity. Short-term debt may be issued primarily to fund (or "roll over") maturing short-term debt, to provide short-term bridge financing or for working capital purposes. The exact amount and timing of short-term debt securities assumed and newly issued are indeterminable at this time for the transactions incorporated in the best estimate of the Company's consolidated capital structure and the transactions listed as possible events.

ALLETE entered into a $400 million, 5-year revolving credit facility in November 2013. This facility replaced the $150 million and $250 million credit facilities scheduled to mature in 2014 and 2015, respectively. The credit $400 million facility may be used as commercial paper back-up, allow up to $60 million in letters of credit to be issued, provide for direct borrowings from banks that support the credit agreement, and general corporate purposes.

G. Copies of Resolutions By the Directors Authorizing the Petition for the Issue or Assumption of Liability in Respect to Which the Petition is Made; and if Approval of Stockholders has Been Obtained, Copies of the Resolution of the Stockholders Shall be Furnished

Please view Exhibit A at the end of this Petition.

H. A Statement as to Whether, at the Time of Filing of the Petition, the Petitioner Knows of any Person who is an "Affiliated Interest" Within the Meaning of Minnesota Statutes, Section 216B.48, Subdivision 1, Who has Received or is Entitled to Receive a Fee for Services in Connection with the Negotiations or Consummation of the Issuances of the Securities, or for Services in Securing Underwriters, Sellers, or Purchasers of the Securities

To the best of the Company's knowledge, at the time of the filing of this Petition, no person, who is an "affiliated interest" within the meaning of Minn. Stat. § 216B.48 of the Minnesota Public Utilities Act, has received or is entitled to receive a fee for services in connection with the negotiations or consummation of the issuance of the securities, or for services in securing underwriters, sellers or purchasers of the securities herein described, except as may have been reported pursuant to Commission rules or other applicable "affiliated interest" reporting requirements.

I. A Signed Copy of the Opinion of Counsel in Respect to the Legality of the Issue or Assumption of Liability

Please reference Exhibit B at the end of this Petition.

J. A Balance Sheet Dated no Earlier than Six Months Prior to the Date of the Petition Together with an Income Statement and Statement of Changes in Financial Position Covering the 12 Months then Ended. When the Petitions include Long-Term Securities, Such Statements Shall Show the Effects of the Issuance on Such Balance Sheet and Income Statement

Exhibit C to the Petition shows the balance sheet of the Company as of December 31, 2013 and pro forma balance sheet.

Exhibit D to the Petition shows the income statement of the Company for the 12 months ended December 31, 2013, and pro forma income statement.

Exhibit E to the Petition shows the statement of cash flows of the Company as of December 31, 2013, and a pro forma cash flow statement.

For simplicity, securities issuances in these exhibits are assumed to have taken effect immediately and the removal of any refunded obligations from the financial statements is not depicted.

K. Description of the Security or Securities to be Issued

1. Long-Term Debt

The best estimate of capital structure includes an addition of $466 million in net long-term debt. Issuances may take the form of first mortgage bonds, guarantee of pollution control revenue bonds, guarantee of industrial development revenue bonds, unsecured bonds or debentures or other long-term debt. For those types of instruments already outstanding, any issuance is expected to have terms and conditions substantially similar to those of the respective outstanding securities. The maturity date of any newly issued long-term debt would likely be no more than 30 years from the date of issuance; however, tenor will be determined based on investor interest and prevailing market conditions. Depending on market conditions at the time of issuance, the debt may or may not be redeemable, in whole or in part, at general redemption prices prior to maturity.

The Mortgage and Deed of Trust contains descriptions of collateralization, issuance provisions, sinking fund and replacement fund provisions, redemption provisions and mortgage modification provisions. The Thirty-fourth Supplemental Indenture was dated April 1, 2013, and is referenced in Exhibit F hereto. The exact interest rate or rates of any newly issued long-term debt is indeterminable in advance and will depend on, among other things, maturity of the debt, bond rating (if available), a fixed vs. variable coupon, manner of sale (*i.e.*, competitively bid vs. negotiated; public vs. private sale), security, call provisions and taxability of interest income to the debt holder. A long-term rate of 5% has been assumed for the $466 million in new long-term debt included in the Company's best estimate of capital structure.

2. Common Stock

The best estimate of capital structure includes an addition in common stock of $445 million. New common stock issuances will involve the sale or transfer of stock to investors, employees, directors, or business owners and will increase the number of shares outstanding. These shares may be substantially similar in all terms, conditions and limitations as the currently outstanding common stock and as such is subject to all terms, conditions and limitations of the Articles of Incorporation, as amended, and the Mortgage and Deed of Trust, as shown in Exhibit G. Reference is made to those documents for a description of the terms, conditions and limitations of the new common stock, including dividend rights, voting rights and liquidation rights. Certain restrictions, however, may be placed upon the stock distributed in an acquisition. The exact share price or prices of any new common stock is indeterminable in advance, and will depend on, among other things, general equity market conditions.

3. Short-Term Debt

The best estimate of capital structure includes a minimal amount of short-term debt. Short-term debt may be issued to fund maturing short-term debt, to provide short-term bridge financing or for working capital purposes. During the Authorization Period, the Company does not expect short-term debt to exceed $571 million. As described above in Section II.B., the Company seeks the ability to issue short-term debt up to 15% of total capitalization. In addition, in Section II.B, the Company is requesting a variance allowing us to enter into a multi-year credit agreement and consider any direct borrowings under the facility as short-term debt.

The short-term debt that may be issued will likely represent unsecured promissory notes issued to banks and well-established commercial paper dealers. Short-term debt may take the form of commercial paper, borrowings that mature in one year or less and direct borrowings under a 364-day credit agreement. The exact discount or interest rate or rates of the short-term debt are indeterminable in advance and will depend on, among other things, maturity of the debt, credit rating and general short-term money market conditions. During the Authorization Period, the Company assumes a short-term interest rate of approximately 1.25%.

L. An Estimate of the Interest or Dividend Cost per $100 Principal Amount, Except in the Case of Common Stock, and a Description of any Anticipated Terms or Indenture Provisions.

Please view Section K.

M. If the Petitioner is a Corporation, a Copy of its Current Articles of Incorporation Certified by the Secretary of State of Incorporation. If the Current Articles have already Been Filed, the Petitioner Need Only Make Specific Reference of Such Filings.

The current Articles of Incorporation have been filed with previous capital structure petitions. Please reference Docket No. E015/S-07-1379 to view.

N. The Following Information shall be Attached as Exhibits to the Petition:

Exhibit G — Rule 7825.1400 (N1): The amount and kinds of stock authorized by Articles of Incorporation and amount outstanding.

Exhibit G — Rule 7825.1400 (N2): The terms of preference of preferred stock, whether cumulative or participating, or on dividends or assets, or otherwise.

Exhibit F — Rule 7825.1400 (N3): A brief description of each security agreement, mortgage, and deed of trust upon petitioner's property, showing date of execution, debtor, and secured party, mortgagor and mortgagee and trustor and beneficiary, amount of indebtedness authorized to be secured thereby, and amount of indebtedness actually secured, together with any sinking fund provision.

Exhibit F — Rule 7825.1400 (N4): The amount of bonds authorized and issued that exceed one percent of total debt giving the name of the public utility which issued same, describing each class separately, and giving the date of issue, par value, rate of interest, date of maturity, and how secured, together with the amount of interest paid thereon during the latest fiscal year.

Minnesota Rule 7825.1400 (N5) and Minnesota Rule 7825.1400 (N6) do not apply to the Company. Please reference response to Minnesota Rule 7825.1400 (Section S) for explanation.

Exhibit H — Rule 7825.1400 (N7): The rate and amount of dividends paid during the five previous fiscal years.

Exhibit J	Report providing a general projection of sources and uses of cash (pursuant to the Commission's May 12, 2009 Order in Docket No. E, G-999/CI-08-1416).
Exhibit K	Report of actual issuances and uses of the funds from the prior year (pursuant to the Commission's May 12, 2009 Order in Docket No. E, G-999/CI-08-1416).
Exhibit L	Supplemental report to general projection of sources and uses of cash – Consolidated Projected Capital Expenditures.

O. A Statement of the Manner in Which Such Securities will be Issued; and if Invitations for Sealed Written Proposals (Competitive Bidding) are not Anticipated, an Explanation of the Decision not to Invite Such Proposals Shall be Submitted.

1. Long-Term Debt

Except for those securities which may be assumed, any issuance of long-term debt will likely be made through a public or private placement, either directly or through an underwriter (and in the case of an underwritten offering, either through negotiation or competitive bidding). The Company, at this time, is unable to predict which method of issuance will be utilized for the securities offerings. In such circumstances where maximum benefits will be achieved by the negotiated method instead of competitive bid, the Company requests the flexibility to do so. Possible advantages to using the negotiated method include: flexibility in timing the date of sale, ability to choose a firm with adequate capital, financial expertise, the familiarity with the Company and the type of offering being made; and, in uncertain market conditions, lower costs of issuance. Such interests will be determined by management's examination of results obtained under similar offerings by similarly rated entities, prevailing market conditions and other relevant factors.

2. Common Stock

The Company may issue common stock through secondary equity issuance offerings, periodic equity issuance programs, the dividend reinvestment program ("DRIP"), and employee and director compensation plans such as: Employee Stock Purchase Plan ("ESPP"), Employee Stock Ownership Plan ("ESOP"), Executive Long-Term Incentive Compensation Plan ("LTICP"), and Director's Long-Term Incentive Compensation Plan ("Director's LTICP").

A secondary issuance of equity would be through one or more underwriters either through negotiation or by competitive bidding. The process of a secondary offering includes extensive marketing to potential investors. ALLETE may also issue common equity through a periodic equity issuance program by which it issues a limited amount of equity over an extended period to limit market disruption. The Company also offers a DRIP under which investors have the option to directly purchase Company common stock and may choose to reinvest or receive by check their quarterly cash dividends, and to make cash payments to the Company for additional shares of common stock. The Company intends to continue to issue common stock during the Authorization Period to employees and directors through compensation plans such as: ESPP, LTICP, and its Director's LTICP. The Company may also issue common stock in support of its postretirement benefit plans. No new shares of common stock are expected to be issued under the ESOP during the Authorization Period, though the dollar amount outstanding will continue to change in accordance with certain ESOP accounting requirements.

3. Short-Term Debt

Short-term debt may be issued primarily to fund (or "roll over") maturing short-term debt, to provide short-term bridge financing or for working capital purposes. The short-term debt that may be issued will likely represent unsecured promissory notes issued to banks and well-established commercial paper dealers.

(a) <u>Promissory Notes Issued to Commercial Banks:</u> Unsecured promissory notes will be issued to commercial banks with interest payable on designated dates and at maturity or on the date of prepayment. These borrowings typically represent drawings from bank lines of credit.

(b) <u>Promissory Notes Issued to Commercial Paper Dealers for Resale to Public:</u> Unsecured promissory notes will be issued to well-established commercial paper dealers that are engaged in the business of buying and selling commercial paper. All commercial paper will have a maturity of no more than 270 days.

ALLETE entered into a $400 million, 5-year revolving credit facility in November 2013. This facility replaced the $150 million and $250 million credit facilities that were scheduled to mature in 2014 and 2015, respectively. The $400 million credit facility may be used as commercial paper back-up, allow up to $60 million in letters of credit to be issued, provide for direct borrowings from banks that support the credit agreement, and general corporate purposes. The Company may prepay amounts outstanding under the facility in whole or in part at the Company's discretion. Additionally, the Company may irrevocably terminate or reduce the size of the facility prior to maturity without premium or penalty.

In November 2013, ALLETE's coal subsidiary, BNI, renewed an $8 million unsecured revolving line of credit, extending the expiration to November 2016. In addition, ALLETE Properties has a $6.8 million secured note outstanding which is expected to be renewed in 2014.

P. A Copy of Each Plan, Offer, or Agreement for the Reorganization or Readjustment of Indebtedness or Capitalization or for the Retirement or Exchange of Securities.

Please reference the response to Minn. Rule 7825.1400 in Section S.

Q. If any of the Above Filing Requirements are Provided in Petitions or Applications to Other Regulatory Agencies, such Petitions or Applications Properly Cross-Referenced in Item B, May Be Submitted in Lieu of the Specific Filing Requirements.

No additional filing requirements are applicable.

R. Such Additional Information that the Staff or Commission May Require in a Particular Case.

No additional information is required in this case.

S. If a Filing Requirement Does Not Apply, it Shall be so Stated with an Explanation Why it Does Not Apply.

The following requirements of Minn. Rules 7825.1400 to 7825.1500 are inapplicable to the Company for the reasons stated:

Rule 7825.1400 (N5): Except those enumerated elsewhere within this filing, the Company has no notes outstanding with a maturity of more than one year and which exceed one percent of Company's total debt.

Rule 7825.1400 (N6): At the date of this filing, the Company has no debt with a maturity of more than one year other than that described elsewhere within this filing.

Rule 7825.1400 (P): The Company was organized and incorporated as Duluth Edison Electric Company January 24, 1906 and subsequently changed its name to Minnesota Power and Light Company on October 23, 1923, to Minnesota Power, Inc. on May 27, 1998, and to ALLETE, Inc. on May 8, 2001. Other than as described in the Petition, the Company has not entered into any agreement for reorganization or readjustment of indebtedness or capitalization or for the retirement or exchange of securities.

Rule 7825.1500 (A): Not Applicable.

Rule 7825.1500 (B): The Company made no such invitation under the most recent Order.

IV. REQUIREMENTS OF MINN. RULE, PART 7825.1300

A. Items A to K of part 7825.1400.

Items A to K are explained on pages 8 to 13 of the petition.

B. A Descriptive Summary of the Assumptions Made in the Development of Such Statement of Cash Flow.

Please reference Exhibit E page 2 of 2.

C. A Statement of Cash Flow.

Please reference Exhibit I.

V. CONCLUSION

WHEREFORE, the Company requests the Commission to enter its Order herein certifying the Company's capital structure effective as of the date of issuance of such Order, through the later of (i) May 1, 2015, or (ii) the date at which the Commission issues a subsequent capital structure Order, and authorizing pursuant thereto the issuance of long-term debt, common stock, warrants, short-term debt, and guarantees, provided that the issuance of any of the above securities shall be subject to the equity ratio contingency range and the total capitalization contingency limit described herein, except that such contingency ranges may be exceeded for a period no longer than 60 days.

Dated: February 14, 2014

Respectfully submitted,

Christopher D. Anderson
Associate General Counsel
Minnesota Power
30 West Superior Street
Duluth, MN 55802
218-723-3963
canderson@allete.com

STATE OF MINNESOTA)
) ss
COUNTY OF ST. LOUIS)

Donald W. Stellmaker, being first duly sworn, deposes and says that he is Vice President and Corporate Treasurer of the Company; that he has read the foregoing Petition and knows the contents thereof; and that the statements therein are true and correct to the best of his knowledge and belief.

Donald W Stellmaker

Subscribed and sworn to before me
this 13th day of February 2014.

Anne M. Delorme
Notary Public

ANNE M DELORME
Notary Public
Minnesota
My Comm. Expires
Jan 31, 2017

Company's Diversification Efforts

The Company initiated a diversification strategy in the early 1980s in order to reduce its dependence on revenues from a concentrated industrial base of taconite and paper customers in Northeastern Minnesota. Over the past 30 years this strategy has contributed significantly to the Company's financial strength during a period of substantial restructuring in the taconite and paper industries. Today, the Company's diversification investments consist primarily of regulated electric, water and gas services; coal mining; an investment in an independent transmission company; a portfolio of real estate holdings; and a subsidiary aimed at creating energy solutions. Although individually and collectively modest in size, these investments strengthen the Company by broadening the base of customers, geographies, and products and services that provide cash flow and earnings to the Company.

The Company's Superior Water Light and Power ("SWL&P") subsidiary provides regulated electric service, natural gas and water service in Northwestern Wisconsin to 15,000 electric customers, 12,000 natural gas customers, and 10,000 water customers. SWL&P operates under the jurisdiction of the Public Service Commission of Wisconsin and provides customer and product diversity that helps reduce the Company's dependence on sales to taconite and paper customers. ALLETE has owned SWL&P since 1945.

Another diversified investment is BNI Coal. BNI Coal is a low-cost supplier of lignite in North Dakota, producing about 4 million tons annually. The Milton R. Young Station (owned by Minnkota Power and Square Butte cooperatives) located at the mine site, presently consumes virtually all of BNI Coal's lignite production under cost-plus a fixed-fee coal supply agreements extending to May 1, 2027. BNI Coal provides the Company with customer and product diversity.

Since 2005, the Company has held a minority investment in American Transmission Company, Inc. ("ATC"). ATC is a Wisconsin-based regulated 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 Federal Energy Regulatory Commission. As of December 31, 2013, ALLETE's investment in ATC totaled about $115 million, representing approximately an eight percent (8%) ownership interest. The ATC investment strengthens the Company by providing valuable customer diversity and additional earnings and cash flow.

ALLETE Properties represents the Company's Florida real estate investment. ALLETE Properties' strategy is to complete and maintain key entitlements and infrastructure improvements without requiring significant additional investment. ALLETE intends to sell its Florida land assets when opportunities arise and reinvest the proceeds in its growth initiatives. As of December 31, 2013, the book value or cost basis of land holdings and finance receivables related to ALLETE Properties investments totaled approximately $93 million.

ALLETE Clean Energy ("ACE"), a wholly owned subsidiary of ALLETE established in 2011, operates independently of Minnesota Power to develop or acquire capital projects aimed at creating energy solutions via wind, solar, biomass, midstream gas and oil infrastructure, and other energy-related projects. On January 30, 2014, ACE acquired wind energy facilities located in Lake Benton, Minnesota, Storm Lake, Iowa and Condon, Oregon from The AES Corporation. The necessary FERC approvals were received in December 2013, prior to closing. ACE also has an option to acquire a fourth wind facility in Armenia Mountain, Pennsylvania in June 2015.

The Company's efforts to diversify its revenue base have resulted in a stronger company with broader capabilities and enhanced long-term earnings and cash flow stability. As of December 31, 2013, approximately 3% of ALLETE's assets were invested in ATC ($115 million), 3% were at SWL&P ($97 million), 3% were in Florida real estate ($93 million), and 3% were at BNI Coal ($88 million). Combined, these investments accounted for about 12% of ALLETE's total assets and, including ALLETE Clean Energy, contributed approximately 16% of ALLETE's 2013 consolidated net income. ALLETE's diversified investments broaden the Company's revenue base and help mitigate business risks facing Minnesota Power utility operations.

Report on Use of Multi-Year Credit Facilities

Multi-Year Credit Facility Uses

Credit facilities provide liquidity support, which is a key element of the credit rating agencies' credit assessment. Sufficient liquidity is required to maintain the Company's investment grade credit rating and is critical to support Minnesota Power's substantial capital expenditure program.

ALLETE entered into a $400 million, 5-year revolving credit facility in November 2013. This facility replaced the $150 million and $250 million credit facilities that were scheduled to mature in 2014 and 2015, respectively. The amounts available under the credit facility provide liquidity in support of Minnesota Power's planned capital outlays in 2014 and 2015. The credit facility may be used as commercial paper back-up, allow up to $60 million in letters of credit to be issued, provide for direct borrowings from banks that support the credit agreement, and general corporate purposes. The Company may prepay amounts outstanding under the facility in whole or in part at the Company's discretion. Additionally, the Company may irrevocably terminate or reduce the size of the facility prior to maturity without premium or penalty.

As shown on Attachment C, page 2 of 2, there were no direct borrowings under the Company's multi-year credit facilities in 2013.

Advantages of Multi-Year Credit Facilities

The benefits of multi-year credit facilities include:

- Up-front fees are amortized over multiple years, rather than 12 months (as with a 364-day facility).
- Potential increased costs associated with roll-over risk are reduced. By locking in favorable borrowing rates and commitment fees for multiple years, the Company avoids the risk of changing market conditions on an annual basis.
- Most multi-year facilities have options to increase or decrease the size or extend the maturity, allowing for financing flexibility through the credit facility term.
- The Company may terminate the facility prior to its maturity and re-syndicate if favorable market pricing exists.

Direct Borrowings Under Multi-Year Credit Facilities

	Credit Facility	Avg. Direct Borrowing [1]	Borrowing Rate %	Interest Expense	Fees [2]	Total Fees + Interest
2013						
January	$ 400,000,000	$ -	0.000%	$ -	$ 99,309	$ 99,309
February	400,000,000	-	0.000%	-	107,955	107,955
March	400,000,000	-	0.000%	-	99,309	99,309
April	400,000,000	-	0.000%	-	97,191	97,191
May	400,000,000	-	0.000%	-	99,309	99,309
June	400,000,000	-	0.000%	-	97,191	97,191
July	400,000,000	-	0.000%	-	114,309	114,309
August	400,000,000	-	0.000%	-	99,309	99,309
September	400,000,000	-	0.000%	-	97,191	97,191
October	400,000,000	-	0.000%	-	99,309	99,309
November [3]	400,000,000	-	0.000%	-	86,154	86,154
December	400,000,000	-	0.000%	-	85,852	85,852
2013 Cost				$ -	$ 1,182,389	$ 1,182,389
As a % of Credit Facility						**0.296%**

[1] Average direct borrowings represent the average of daily outstanding direct borrowings under the credit facility.

[2] Fees include annual administrative agency fees, monthly fees, and amortization of upfront fees and closing costs.

[3] On November 4, 2013, ALLETE, Inc. (ALLETE) entered into a new $400 million syndicated credit agreement with JPMorgan Chase Bank, N.A. as Administrative Agent, J.P. Morgan Securities LLC as Sole Lead Arranger and Sole Book Runner, and the several lenders party thereto (Credit Agreement). The Credit Agreement replaces ALLETE’s $250 million credit facility dated as of May 25, 2011, and ALLETE's $150 million credit facility dated as of February 1, 2012.

STATE OF MINNESOTA	)	AFFIDAVIT OF SERVICE VIA
	) ss	ELECTRONIC FILING
COUNTY OF ST. LOUIS	)	

Kristie Lindstrom of the City of Duluth, County of St. Louis, State of Minnesota, says that on the 14th day of February, 2014, she served Minnesota Power's Petition for Approval of its Capital Structure and Authorization to Issue Securities to the Minnesota Public Utilities Commission and the Minnesota Department of Commerce via electronic filing.

/s/ Kristie Lindstrom

Subscribed and sworn to before
me this 14th day of February, 2014.

/s/ Jodi Nash

Notary Public - Minnesota
My Commission Expires Jan. 31, 2015

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Christopher	Anderson	canderson@allete.com	Minnesota Power	30 W Superior St Duluth, MN 558022191	Electronic Service	Yes	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014
Julia	Anderson	Julia.Anderson@ag.state.mn.us	Office of the Attorney General-DOC	1800 BRM Tower 445 Minnesota St St. Paul, MN 551012134	Electronic Service	Yes	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014
Sharon	Ferguson	sharon.ferguson@state.mn.us	Department of Commerce	85 7th Place E Ste 500 Saint Paul, MN 551012198	Electronic Service	No	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014
Burl W.	Haar	burl.haar@state.mn.us	Public Utilities Commission	Suite 350 121 7th Place East St. Paul, MN 551012147	Electronic Service	Yes	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014
John	Lindell	agorud.ecf@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012130	Electronic Service	Yes	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014
Susan	Ludwig	sludwig@mnpower.com	Minnesota Power	30 West Superior Street Duluth, MN 55802	Electronic Service	No	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014
Donald W.	Stellmaker	dstellmaker@allete.com	ALLETE, Inc.	30 West Superior Street Duluth, MN 55802	Electronic Service	Yes	GEN_SL_Minnesota Power_Minnesota Power Cap Structure 2014