ALLETE INC
Form 8-K
November 21, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) - NOVEMBER 20, 2003

ALLETE, INC.

A Minnesota Corporation
Commission File No. 1-3548
IRS Employer Identification No. 41-0418150
30 West Superior Street
Duluth, Minnesota 55802-2093
Telephone - (218) 279-5000

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

Reference is made to the 2002 Form 10-K of ALLETE, Inc. (ALLETE) for background information on the following update. Unless otherwise indicated, cited references are to ALLETE's 2002 Form 10-K.

Ref. Page 19. - Ninth Paragraph
Ref. Page 40. - Third Full Paragraph
Ref. Form 8-K dated March 7, 2003 and filed March 10, 2003
Ref. Form 8-K dated and filed March 14, 2003
Ref. Form 10-Q for the quarter ended March 31, 2003, Page 16. - Last Paragraph
Ref. Form 8-K dated and filed July 24, 2003
Ref. Form 10-Q for the quarter ended June 30, 2003, Page 21. - Second through Fourth Paragraphs

Ref. Form 8-K dated and filed August 20, 2003
Ref. Form 8-K dated and filed August 27, 2003
Ref. Form 8-K dated and filed September 4, 2003
Ref. Form 8-K dated and filed September 15, 2003
Ref. Form 8-K dated and filed October 15, 2003
Ref. Form 8-K dated and filed October 30, 2003
Ref. Form 8-K dated and filed October 31, 2003
Ref. Form 8-K dated and filed November 6, 2003
Ref. Form 10-Q for the quarter ended September 30, 2003, Page 25. - Second and Third Paragraphs and Page 31. - Fourth and Fifth Paragraphs
Ref. Form 8-K dated and filed November 13, 2003

On November 20, 2003 ALLETE Water Services, Inc. (ALLETE Water Services), a subsidiary of ALLETE, signed a stock purchase agreement to sell its North Carolina subsidiary, Heater Utilities, Inc. (Heater) to Philadelphia Suburban Corporation (PSC). Heater provides water and wastewater utility services in North Carolina. The stock purchase agreement provides for a $48 million cash payment at closing to ALLETE Water Services and the assumption by PSC of approximately $28 million in debt. Closing is expected by mid-2004 and is subject to customary conditions, including approval of the North Carolina Utilities Commission.

ALLETE has been in the process of selling its Water Services business which is comprised primarily of Florida Water Services Corporation (Florida Water) and Heater. Presently, approximately 90 percent of Florida Water assets have been sold, or are under contract to be sold, for $442 million. Including the proposed sale of Heater, the after-tax gain, net of all selling and transaction costs is expected to be approximately $90 million. The expected net cash proceeds after transaction costs, retirement of most debt, and payment of income taxes are approximately $300 million. Net proceeds from these sales have been and will be used to retire debt and securities at ALLETE.

READERS ARE CAUTIONED THAT FORWARD-LOOKING STATEMENTS INCLUDING THOSE CONTAINED ABOVE, SHOULD BE READ IN CONJUNCTION WITH OUR DISCLOSURES UNDER THE HEADING: "SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995" LOCATED ON PAGE 2 OF THIS FORM 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements - Not applicable

(b) Pro Forma Financial Information - Not applicable

(c) Exhibits

Exhibit Number	
2	Stock Purchase Agreement (without Exhibits and Schedules), dated November 20, 2003, by and between Philadelphia Suburban Corporation, as Purchaser, and ALLETE Water Services, Inc., as Shareholder.

SAFE HARBOR STATEMENT
UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, ALLETE is hereby filing cautionary statements identifying important factors that could cause ALLETE's actual results to differ materially from those projected in forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) made by or on behalf of ALLETE in this Form 8-K, in presentations, in response to questions or otherwise. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (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" or similar expressions) are not statements of historical facts and may be forward-looking.

Forward-looking statements involve estimates, assumptions, risks and uncertainties and are qualified in their entirety by reference to, and are accompanied by, the following important factors, which are difficult to predict, contain uncertainties, are beyond the control of ALLETE and may cause actual results or outcomes to differ materially from those contained in forward-looking statements:

- our ability to successfully implement our strategic objectives, including the completion and impact of the proposed spin-off of our Automotive Services business and the sale of our Water Services businesses;
- war and acts of terrorism;
- prevailing governmental policies and regulatory actions, including those of the United States Congress, state legislatures, the Federal Energy Regulatory Commission, the Minnesota Public Utilities Commission, the Florida Public Service Commission, the North Carolina Utilities Commission, the Public Service Commission of Wisconsin, and various county regulators, about allowed rates of return, financings, industry and rate structure, acquisition and disposal of assets and facilities, operation and construction of plant facilities, recovery of purchased power and capital investments, and present or prospective wholesale and retail competition (including but not limited to transmission costs) as well as general vehicle-related laws, including vehicle brokerage and auction laws;
- unanticipated impacts of restructuring initiatives in the electric industry;
- economic and geographic factors, including political and economic risks;
- changes in and compliance with environmental and safety laws and policies;
- weather conditions;
- natural disasters;
- market factors affecting supply and demand for used vehicles;
- wholesale power market conditions;
- population growth rates and demographic patterns;
- the effects of competition, including the competition for retail and wholesale customers, as well as suppliers and purchasers of vehicles;
- pricing and transportation of commodities;
- changes in tax rates or policies or in rates of inflation;
- unanticipated project delays or changes in project costs;
- unanticipated changes in operating expenses and capital expenditures;
- capital market conditions;
- competition for economic expansion or development opportunities;
- ALLETE's ability to manage expansion and integrate acquisitions; and
- the outcome of legal and administrative proceedings (whether civil or criminal) and settlements that affect the business and profitability of ALLETE.

Any forward-looking statement speaks only as of the date on which that statement is made, and ALLETE undertakes 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 those factors, nor can it assess the impact of each of those 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.

SIGNATURES

Pursuant to the requirements 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.

November 21, 2003

James K. Vizanko

James K. Vizanko
Vice President, Chief Financial Officer
and Treasurer

EXHIBIT INDEX

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