

CLECO CORP  
Form U-1/A  
July 11, 2005

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File No. 070-10268

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM U-1

Amendment No. 1

to

APPLICATION OR DECLARATION  
UNDER THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

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CLECO CORPORATION

2030 Donahue Ferry Road  
Pineville, Louisiana 71360  
(318) 484-7400

(Names of companies filing this statement and address of principal executive offices)

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R. O'Neal Chadwick Jr., Esq.  
Cleco Corporation  
2030 Donahue Ferry Road  
Pineville, Louisiana 71360

(Name and address of agent for service)

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The Commission is requested to send copies of all notices, orders and other communications in connection with this Application/Declaration to:

R. O'Neal Chadwick Jr., Esq.  
Cleco Corporation  
2030 Donahue Ferry Road  
Pineville, Louisiana 71360

Robert F. Shapiro, Esq.  
Adam Wenner, Esq.  
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**Explanatory Note**

This amendment No. 1 to Cleco Corporation's U-1 Application or Declaration Under the Public Utility Holding Company Act of 1935 filed on November 22, 2004, is made to file Exhibit 6.1-F (Opinion of Counsel).

**ITEM 6.**

**EXHIBITS AND FINANCIAL STATEMENTS**

6.1 Exhibits

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- A-1 First Amended and Restated Articles of Organization of CLECO Midstream Resources LLC (previously filed)
- Article of Organization of Perryville Energy Holdings LLC (previously filed)
- Perryville Energy Partners, LLC, Amended and Restated Limited Liability Company Agreement (previously filed)
- B Not Applicable
- C Not Applicable
- D-1 Petition for Declaratory Order Disclaiming Jurisdiction, filed with FERC on July 14, 2004 (previously filed)
- D-2 Order Disclaiming Jurisdiction Over Disposition of Generating Facility, issued by FERC October 6, 2004 (previously filed)
- E Because Perryville does not have a service area, Applicants request waiver of the requirement to submit a map showing the interconnection or relationship of the properties of Perryville and Cleco Power
- F Opinion of Counsel
- G Proposed Form of Federal Register notice (previously filed)

6.2 Financial Statements

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- FS-1 Consolidated balance sheet and income statement as of and for the fiscal year ended December 31, 2003 (incorporated by reference to Cleco Corp.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2003, File No. 001-15759)
- FS-2 Consolidated balance sheet and income statement as of and for the nine months ended September 30, 2004 (incorporated by reference to Cleco Corp.'s Quarterly Report on Form 10-Q for the period ended September 30, 2004, File No. 001-15759)

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned company has duly caused this Application/Declaration to be signed on its behalf by the undersigned thereunto duly authorized.

CLECO CORPORATION

By: /s/ Kathleen F. Nolen

Name: Kathleen F. Nolen

Title: Senior Vice President and Chief Financial Officer