

CLECO POWER LLC  
Form 10-Q/A  
May 05, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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Commission file number 1-15759

CLECO CORPORATION  
(Exact name of registrant as specified in its charter)

Louisiana  
(State or other jurisdiction of incorporation or organization)

72-1445282  
(I.R.S. Employer Identification No.)

2030 Donahue Ferry Road, Pineville, Louisiana  
(Address of principal executive offices)

71360-5226  
(Zip Code)

Registrant's telephone number, including area code: (318) 484-7400

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Commission file number 1-05663

CLECO POWER LLC  
(Exact name of registrant as specified in its charter)

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Louisiana  
(State or other jurisdiction of incorporation or organization)

72-0244480  
(I.R.S. Employer Identification No.)

2030 Donahue Ferry Road, Pineville, Louisiana  
(Address of principal executive offices)

71360-5226  
(Zip Code)

Registrant's telephone number, including area code: (318) 484-7400

Indicate by check mark whether the Registrants: (1) have 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 Registrants were required to file such reports) and (2) have been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Registrants have submitted electronically and posted on their corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrants were required to submit and post such files). Yes  No

Indicate by check mark whether Cleco Corporation is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether Cleco Power LLC is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the Registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act) Yes  No

Number of shares outstanding of each of Cleco Corporation's classes of Common Stock, as of the latest practicable date.

| Registrant        | Description of Class           | Shares Outstanding at April 29, 2011 |
|-------------------|--------------------------------|--------------------------------------|
| Cleco Corporation | Common Stock, \$1.00 Par Value | 60,979,231                           |

Cleco Power LLC, a wholly owned subsidiary of Cleco Corporation, meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format.



CLECO CORPORATION  
CLECO POWER

2011 1ST QUARTER FORM 10-Q/A

#### EXPLANATORY NOTE

This combined Form 10-Q/A is separately filed by Cleco Corporation and Cleco Power. Information in this filing relating to Cleco Power is filed by Cleco Corporation and separately by Cleco Power on its own behalf. Cleco Power makes no representation as to information relating to Cleco Corporation (except as it may relate to Cleco Power) or any other affiliate or subsidiary of Cleco Corporation. This combined Form 10-Q/A amends (i) Cleco Corporation's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 filed with the Securities and Exchange Commission (the "SEC") on May 4, 2011 (the "Original Cleco Corporation Form 10-Q") and (ii) Cleco Power's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 filed with the SEC on May 4, 2011 (the "Original Cleco Power Form 10-Q," and together with the Original Cleco Corporation Form 10-Q, the "Original Combined Form 10-Q"), and is being filed solely to include the XBRL exhibits that were inadvertently not filed with the Original Combined Form 10-Q.

This combined Form 10-Q/A does not reflect events occurring after the filing of the Original Combined Form 10-Q, and does not modify or update the disclosures in any way other than as required to reflect the amendments as described above and set forth herein.

This combined Form 10-Q/A should be read in its entirety as it pertains to each respective Registrant. The Notes to the Unaudited Condensed Consolidated Financial Statements are combined.

CLECO CORPORATION  
CLECO POWER

2011 1ST QUARTER FORM 10-Q/A

ITEM 6. EXHIBITS

CLECO  
CORPORATION

|           |  |
|-----------|--|
| 3.1*      | Bylaws of Cleco Corporation, Revised effective April 29, 2011  |
| 12(a)*    | Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Stock Dividends for the three- and twelve-month periods ended March 31, 2011, for Cleco Corporation |
| 31.1*     | CEO Certification in accordance with section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2*     | CFO Certification in accordance with section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1*     | CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.2*     | CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002  |
| 101.INS** | XBRL Instance Document   |
| 101.SCH** | XBRL Taxonomy Extension Schema   |
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase  |
| 101.LAB** | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase  |

CLECO POWER

|           |  |
|-----------|--|
| 12(b)*    | Computation of Ratios of Earnings to Fixed Charges for the three- and twelve-month periods ended March 31, 2011, for Cleco Power |
| 31.3*     | CEO Certification in accordance with section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.4*     | CFO Certification in accordance with section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.3*     | CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.4*     | CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002  |
| 101.INS** | XBRL Instance Document   |
| 101.SCH** | XBRL Taxonomy Extension Schema   |

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101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase

101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase

101.LAB\*\* XBRL Taxonomy Extension Label Linkbase

101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase

The Exhibits designated by an asterisk were filed on May 4, 2011 with the Original Combined Form 10-Q to which this combined Form 10-Q/A relates. The Exhibits designated by two asterisks are filed herewith. Such XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

CLECO CORPORATION  
CLECO POWER

2011 1ST QUARTER FORM 10-Q/A

SIGNATURES

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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.

CLECO CORPORATION  
(Registrant)

By: /s/ R. Russell  
Davis  
R. Russell Davis  
Vice President - Investor Relations & Chief  
Accounting Officer

Date: May 5, 2011

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.

CLECO POWER LLC  
(Registrant)

By: /s/ R. Russell  
Davis

R. Russell Davis  
Vice President - Investor Relations & Chief  
Accounting Officer

Date: May 5, 2011

4

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