

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-3A-2/A

AMENDMENT NO. 1

**Statement by Holding Company Claiming Exemption Under Rule U-3A-2 from
the Provisions of the Public Utility Holding Company Act of 1935**

To Be Filed Annually Prior to March 1

CLECO CORPORATION

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

Exhibit A A consolidating statement of income and surplus of Cleco Corporation and its subsidiaries for the year ended December 31, 2003, together with a consolidating balance sheet as of the close of such calendar year.

Explanatory Note

This Form U-3A-2/A amends the Form U-3A-2 that was filed with the Securities and Exchange Commission on February 27, 2004. This amendment includes Exhibit A that was omitted from the previously filed Form U-3A-2.

The above-named claimant has caused this amendment to be duly executed on its behalf by its authorized officer on this 10th day of March 2004.

Cleco Corporation

By: /s/ R. Russell Davis
R. Russell Davis
Vice President & Controller
Principal Accounting Officer

Corporate Seal

Attest:

By: /s/ Judy P. Miller
Judy P. Miller
Corporate Secretary

Name, title, and address of officer to whom notices and correspondence concerning this amendment should be addressed:

R. Russell Davis
Vice President & Controller
(Principal Accounting Officer)
Cleco Corporation
2030 Donahue Ferry Road
Pineville, LA 71360
Phone: (318) 484-7400
Fax: (318) 484-7540

With Copy to:
Timothy S. Taylor
Baker Botts L.L.P.
One Shell Plaza
910 Louisiana
Houston, TX 77002-4995
Phone: (713) 229-1184
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EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year, together with a consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year.

See attached statements labeled EXHIBIT A-1 – A-4.

EXHIBIT B

An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

Previously filed.