

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, 2004, 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 25, 2005. 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 28 day of March 2005.

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  
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One Shell Plaza  
910 Louisiana  
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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.