

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

FORM 10-Q

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

For the quarterly period ended September 30, 2010

Or

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

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

Commission file number 1-05663

**CLECO POWER LLC**

(Exact name of registrant as specified in its charter)

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.

<u>Registrant</u>	<u>Description of Class</u>	<u>Shares Outstanding at October 26, 2010</u>
Cleco Corporation	Common Stock, \$1.00 Par Value	60,754,415

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.

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

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## GLOSSARY OF TERMS

References in this filing, including all items in Parts I and II, to “Cleco” mean Cleco Corporation and its subsidiaries, including Cleco Power, and references to “Cleco Power” mean Cleco Power LLC and its subsidiaries, unless the context clearly indicates otherwise. Additional abbreviations or acronyms used in this filing, including all items in Parts I and II are defined below:

ABBREVIATION OR ACRONYM	DEFINITION
401(k) Plan	Cleco Power 401(k) Savings and Investment Plan
Acadia	Acadia Power Partners, LLC and its combined-cycle, natural gas-fired power plant near Eunice, Louisiana, which is 100% owned by Cajun and consists of Acadia Unit 2. Prior to February 23, 2010, Acadia was 50% owned by APH and 50% owned by Cajun and consisted of Acadia Unit 1 and Acadia Unit 2.
Acadia Unit 1	Cleco Power's 580-MW unit, combined cycle, natural gas-fired power plant located at the Acadia Power Station near Eunice, Louisiana
Acadia Unit 2	Acadia's 580-MW unit, combined cycle, natural gas-fired power plant located at the Acadia Power Station near Eunice, Louisiana
Acadiana Load Pocket	An area in south central Louisiana that has experienced transmission constraints caused by local load and lack of generation. Transmission within the Acadiana Load Pocket is owned by several entities, including Cleco Power.
AFUDC	Allowance for Funds Used During Construction
Amended EPC Contract	Amended and Restated EPC Contract between Cleco Power and Shaw, executed on May 12, 2006, for engineering, procurement, and construction of Madison Unit 3, as amended by Amendment No. 1 thereto effective March 9, 2007, Amendment No. 2 thereto dated as of July 2, 2008, Amendment No. 3 thereto dated as of July 22, 2009, and Amendment No. 4 thereto dated October 19, 2009.
Amended Lignite Mining Agreement	Amended and restated lignite mining agreement effective December 29, 2009
AMI	Advanced Metering Infrastructure
APH	Acadia Power Holdings LLC, a wholly owned subsidiary of Midstream
Attala	Attala Transmission LLC, a wholly owned subsidiary of Cleco Corporation
Cajun	Cajun Gas Energy L.L.C., 50% owned by APH and 50% owned by third parties. Prior to February 23, 2010, Cajun was 100% owned by third parties.
CES	Calpine Energy Services, L.P.
CLE Intrastate	CLE Intrastate Pipeline Company LLC, a wholly owned subsidiary of Midstream
Cleco Innovations LLC	A wholly owned subsidiary of Cleco Corporation
Cleco Katrina/Rita	Cleco Katrina/Rita Hurricane Recovery Funding LLC, a wholly owned subsidiary of Cleco Power
Coughlin	Coughlin Power Station, a combined-cycle, natural gas-fired power plant located in Evangeline Parish, Louisiana. On June 11, 2010, Evangeline Power Station was renamed Coughlin Power Station.
DHLC	Dolet Hills Lignite Company, LLC, a wholly owned subsidiary of SWEPCO
Diversified Lands	Diversified Lands LLC, a wholly owned subsidiary of Cleco Innovations LLC
DOE	United States Department of Energy
Entergy	Entergy Corporation
Entergy Gulf States	Entergy Gulf States Louisiana, L.L.C., formerly Entergy Gulf States, Inc.
Entergy Louisiana	Entergy Louisiana, LLC
Entergy Mississippi	Entergy Mississippi, Inc.
Entergy Services	Entergy Services, Inc., as agent for Entergy Louisiana and Entergy Gulf States
EPA	United States Environmental Protection Agency
EPC	Engineering, Procurement, and Construction
ERO	Electric Reliability Organization
ESPP	Cleco Corporation Employee Stock Purchase Plan
Evangeline	Cleco Evangeline LLC, a wholly owned subsidiary of Midstream, and its combined cycle, natural gas-fired power plant located in Evangeline Parish, Louisiana. On June 11, 2010, the power plant was renamed Coughlin Power Station.
Evangeline 2010 Tolling Agreement	Capacity Sale and Tolling Agreement between Evangeline and JPMVEC, which was entered into in February 2010.
Evangeline Restructuring Agreement	Purchase, Sale and Restructuring Agreement entered into on February 22, 2010, by Evangeline and JPMVEC.
Evangeline Tolling Agreement	Capacity Sale and Tolling Agreement between Evangeline and BE Louisiana LLC (as successor to Williams Power Company, Inc.) which was set to expire in 2020 and was terminated in February 2010. In September 2008, BE Louisiana LLC was merged into JPMVEC.
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
FRP	Formula Rate Plan
GAAP	Generally Accepted Accounting Principles in the United States
GO Zone	Gulf Opportunity Zone Act of 2005 (Public Law 109-135)
ICT	Independent Coordinator of Transmission
Interconnection Agreement	One of two Interconnection Agreement and Real Estate Agreements, one between Attala and Entergy Mississippi, and the other between Perryville and Entergy Louisiana
IRP	Integrated Resource Planning
IRS	Internal Revenue Service
JPMVEC	J.P. Morgan Ventures Energy Corporation. In September 2008, BE Louisiana LLC was merged into JPMVEC.
kWh	Kilowatt-hour(s) as applicable
LDEQ	Louisiana Department of Environmental Quality
LIBOR	London Inter-Bank Offer Rate
Lignite Mining Agreement	Dolet Hills Mine Lignite Mining Agreement, dated as of May 31, 2001.
LPSC	Louisiana Public Service Commission
LTICP	Cleco Corporation Long-Term Incentive Compensation Plan

ABBREVIATION OR ACRONYM	DEFINITION
Madison Unit 3	A 600-MW solid-fuel generating unit at Cleco Power's plant site in Boyce, Louisiana that commenced commercial operation on February 12, 2010. Prior to June 11, 2010, Madison Unit 3 was known as Rodemacher Unit 3.
Midstream	Cleco Midstream Resources LLC, a wholly owned subsidiary of Cleco Corporation
MMBtu	Million British thermal units
Moody's	Moody's Investors Service
MW	Megawatt(s) as applicable
NERC	North American Electric Reliability Corporation
OCI	Other Comprehensive Income
Oxbow	Oxbow Lignite Company, LLC, 50% owned by Cleco Power and 50% owned by SWEPCO
PCAOB	Public Company Accounting Oversight Board
PCB	Polychlorinated biphenyl
Perryville	Perryville Energy Partners, L.L.C., a wholly owned subsidiary of Cleco Corporation.
PPACA	Patient Protection and Affordable Care Act (HR 3590)
Power Purchase Agreement	Power Purchase Agreement, dated as of January 28, 2004, between Perryville and Entergy Services
PRP	Potentially responsible party
Registrant(s)	Cleco Corporation and Cleco Power
RFP	Request for Proposal
Sale Agreement	Purchase and Sale Agreement, dated as of January 28, 2004, between Perryville and Entergy Louisiana
SEC	Securities and Exchange Commission
SERP	Cleco Corporation Supplemental Executive Retirement Plan
Shaw	Shaw Contractors, Inc., a subsidiary of The Shaw Group Inc.
SPP	Southwest Power Pool
Support Group	Cleco Support Group LLC, a wholly owned subsidiary of Cleco Corporation
SWEPCO	Southwestern Electric Power Company, a wholly owned subsidiary of American Electric Power Company, Inc.
Teche	Teche Electric Cooperative, Inc.
VaR	Value-at-risk
VIE	Variable Interest Entity

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Combined Quarterly Report on Form 10-Q includes “forward-looking statements” about future events, circumstances, and results. All statements other than statements of historical fact included in this Combined Quarterly Report are forward-looking statements, including, without limitation, statements regarding Madison Unit 3; JPMVEC’s performance under the Evangeline 2010 Tolling Agreement; future capital expenditures; projections, including with respect to base revenue; business strategies; goals, beliefs, plans and objectives; market developments; development and operation of facilities; the Registrants’ election under a recently enacted pension funding relief law; expansion of service to a current customer and service to new customers; future environmental regulations and remediation liabilities; electric customer credits; and the anticipated outcome of various regulatory and legal proceedings. Although the Registrants believe that the expectations reflected in such forward-looking statements are reasonable, such forward-looking statements are based on numerous assumptions (some of which may prove to be incorrect) and are subject to risks and uncertainties that could cause the actual results to differ materially from the Registrants’ expectations. In addition to any assumptions and other factors referred to specifically in connection with these forward-looking statements, the following list identifies some of the factors that could cause the Registrants’ actual results to differ materially from those contemplated in any of the Registrants’ forward-looking statements:

- Factors affecting utility operations, such as unusual weather conditions or other natural phenomena; catastrophic weather-related damage (such as hurricanes and other storms); unscheduled generation outages; unanticipated maintenance or repairs; unanticipated changes to fuel costs; cost of and reliance on natural gas as a component of Cleco’s generation fuel mix and their impact on competition and franchises, fuel supply costs or availability constraints due to higher demand, shortages, transportation problems or other developments; decreased customer load; environmental incidents; environmental compliance costs; or power transmission system constraints;
- Cleco Corporation’s holding company structure and its dependence on the earnings, dividends, or distributions from its subsidiaries to meet its debt obligations and pay dividends on its common stock;
- Cleco Power’s ability to operate and maintain, within its projected costs, any self-build projects identified in future IRP and RFP processes and its participation in any government grants;
- Dependence of Cleco Power for energy from sources other than its facilities and the uncertainty of future sources of such additional energy;
- Nonperformance by and creditworthiness of counterparties under tolling, power purchase, and energy service agreements, or the restructuring of those agreements, including possible termination;
- Regulatory factors such as changes in rate-setting policies, recovery of investments made under traditional regulation, recovery of storm restoration costs, the frequency and timing of rate increases or decreases, the results of periodic NERC audits and fuel audits, the formation of ICTs, and the compliance with the ERO reliability standards for bulk power systems by Cleco Power, Acadia, and Evangeline;
- Financial or regulatory accounting principles or policies imposed by FASB, the SEC, the PCAOB, FERC, the LPSC or similar entities with regulatory or accounting oversight;
- Economic conditions, including the ability of customers to continue paying for utility bills, related growth and/or downsizing of businesses in Cleco’s service area, monetary fluctuations, changes in commodity prices, and inflation rates;
- The current global and U.S. economic environment;
- Credit ratings of Cleco Corporation and Cleco Power;
- Ability to remain in compliance with debt covenants;
- Changing market conditions and a variety of other factors associated with physical energy, financial transactions, and energy service activities, including, but not limited to, price, basis, credit, liquidity, volatility, capacity, transmission, interest rates, and warranty risks;
- The availability and use of alternative sources of energy and technologies;
- Impact of the imposition of energy efficiency requirements or of increased conservation efforts of customers;
- Reliability of all Cleco Power and Midstream generating facilities, particularly Madison Unit 3 during its first year of commercial operations;
- Acts of terrorism or other man-made disasters;
- Availability or cost of capital resulting from changes in Cleco’s business or financial condition, interest rates or market perceptions of the electric utility industry and energy-related industries;
- Uncertain tax positions;
- Employee work force factors, including work stoppages and changes in key executives;
- Legal, environmental, and regulatory delays and other obstacles associated with mergers, acquisitions, reorganizations, investments in joint ventures, or other capital projects, including the joint project to upgrade the Acadiana Load Pocket transmission system, Entergy Louisiana’s acquisition of Acadia Unit 2, the Teche Blackstart unit project, and the AMI project;
- Costs and other effects of legal and administrative proceedings, settlements, investigations, claims, and other matters;

- Changes in federal, state, or local laws, and changes in tax laws or rates, or regulating policies;
- The impact of current or future environmental laws and regulations, including those related to greenhouse gases and energy efficiency, which could limit, or terminate, the operation of certain generating units, increase costs, reduce customer demand for electricity or otherwise materially adversely impact the Registrants' financial condition or results of operations;
- Ability of Cleco Power to recover, from its retail customers, the costs of compliance with environmental laws and regulations; and
- Ability of the Dolet Hills lignite reserve to provide sufficient fuel to the Dolet Hills Power Station until at least 2026.

For additional discussion of these factors and other factors that could cause actual results to differ materially from those contemplated in the Registrants' forward-looking statements, please read "Risk Factors" in the Registrants' Combined Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010, and the Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009. All subsequent written and oral forward-looking statements attributable to the Registrants or persons acting on their behalf are expressly qualified in their entirety by the factors identified above.

The Registrants undertake no obligation to update any forward-looking statements, whether as a result of changes in actual results, changes in assumptions, or other factors affecting such statements.

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## PART I — FINANCIAL INFORMATION

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### ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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#### **Cleco Corporation**

These unaudited condensed consolidated financial statements should be read in conjunction with Cleco Corporation's Consolidated Financial Statements and Notes included in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009. For more information on the basis of presentation, see "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 1 — Summary of Significant Accounting Policies — Basis of Presentation."

# CLECO CORPORATION

## Condensed Consolidated Statements of Income (Unaudited)

(THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Operating revenue</b>		
Electric operations	\$ 325,629	\$ 228,952
Tolling operations	11,153	-
Other operations	13,305	9,859
Affiliate revenue	119	2,689
Gross operating revenue	350,206	241,500
Electric customer credits	(6,314)	-
Operating revenue, net	343,892	241,500
<b>Operating expenses</b>		
Fuel used for electric generation	100,587	74,585
Power purchased for utility customers	51,678	61,943
Other operations	30,288	26,667
Maintenance	23,362	10,452
Depreciation	28,847	19,620
Taxes other than income taxes	9,123	7,479
Loss on sales of assets	20	77
Total operating expenses	243,905	200,823
<b>Operating income</b>	99,987	40,677
Interest income	128	369
Allowance for other funds used during construction	887	17,813
Equity income from investees	2,494	15,587
Other income	2,755	2,079
Other expense	(1,416)	(849)
<b>Interest charges</b>		
Interest charges, including amortization of debt expenses, premium, and discount, net of capitalized interest	25,404	17,361
Allowance for borrowed funds used during construction	(336)	(6,523)
Total interest charges	25,068	10,838
<b>Income before income taxes</b>	79,767	64,838
Federal and state income tax expense	30,155	4,983
<b>Net income</b>	49,612	59,855
Preferred dividends requirements, net of tax	12	12
<b>Net income applicable to common stock</b>	\$ 49,600	\$ 59,843
<b>Average shares of common stock outstanding</b>		
Basic	60,471,183	60,234,243
Diluted	60,825,298	60,556,768
<b>Basic earnings per share</b>		
Net income applicable to common stock	\$ 0.82	\$ 0.99
<b>Diluted earnings per share</b>		
Net income applicable to common stock	\$ 0.82	\$ 0.99
<b>Cash dividends declared per share of common stock</b>	\$ 0.25	\$ 0.225

The accompanying notes are an integral part of the condensed consolidated financial statements.



## CLECO CORPORATION

### Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Net income	\$ 49,612	\$ 59,855
Other comprehensive loss, net of tax:		
Amortization of post-retirement benefit net income (loss) (net of tax expense (benefit) of \$6 in 2010 and \$(91) in 2009)	9	(123)
Cash flow hedges:		
Net derivatives loss on interest rate swap arising during the period (net of tax benefit of \$145 in 2010 and \$356 in 2009)	(231)	(569)
Reclassification of interest expense on interest rate swap (net of tax expense of \$75 in 2010 and \$36 in 2009)	119	58
Reclassification of interest expense on treasury rate lock (net of tax benefit of \$16 in 2010)	(25)	-
Total other comprehensive loss, net of tax	(128)	(634)
<b>Comprehensive income, net of tax</b>	<b>\$ 49,484</b>	<b>\$ 59,221</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

# CLECO CORPORATION

## Condensed Consolidated Statements of Income (Unaudited)

(THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Operating revenue</b>		
Electric operations	\$ 839,528	\$ 627,469
Tolling operations	23,016	-
Other operations	34,425	25,680
Affiliate revenue	1,426	8,513
Gross operating revenue	898,395	661,662
Electric customer credits	(6,314)	-
Operating revenue, net	892,081	661,662
<b>Operating expenses</b>		
Fuel used for electric generation	276,727	213,213
Power purchased for utility customers	124,404	164,209
Other operations	86,786	77,557
Maintenance	58,832	35,777
Depreciation	82,899	58,233
Taxes other than income taxes	26,490	22,812
(Gain) loss on sales of assets	(37)	77
Total operating expenses	656,101	571,878
<b>Operating income</b>	235,980	89,784
Interest income	369	1,051
Allowance for other funds used during construction	11,052	52,341
Equity income from investees	39,212	710
Gain on toll settlement	148,402	-
Other income	3,563	4,753
Other expense	(4,379)	(2,181)
<b>Interest charges</b>		
Interest charges, including amortization of debt expenses, premium, and discount, net of capitalized interest	76,074	58,827
Allowance for borrowed funds used during construction	(4,054)	(19,157)
Total interest charges	72,020	39,670
<b>Income before income taxes</b>	362,179	106,788
Federal and state income tax expense	127,411	13,258
<b>Net income</b>	234,768	93,530
Preferred dividends requirements, net of tax	35	35
<b>Net income applicable to common stock</b>	\$ 234,733	\$ 93,495
<b>Average shares of common stock outstanding</b>		
Basic	60,405,388	60,167,644
Diluted	60,632,138	60,390,454
<b>Basic earnings per share</b>		
Net income applicable to common stock	\$ 3.89	\$ 1.55
<b>Diluted earnings per share</b>		
Net income applicable to common stock	\$ 3.87	\$ 1.55
<b>Cash dividends declared per share of common stock</b>	\$ 0.725	\$ 0.675

The accompanying notes are an integral part of the condensed consolidated financial statements.

## CLECO CORPORATION

### Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Net income	\$ 234,768	\$ 93,530
Other comprehensive loss, net of tax:		
Amortization of post-retirement benefit net loss (net of tax benefit of \$6 in 2010 and \$119 in 2009)	(9)	(120)
Cash flow hedges:		
Net derivatives loss on interest rate swap arising during the period (net of tax benefit of \$276 in 2010 and \$356 in 2009)	(441)	(569)
Reclassification of interest expense on interest rate swap (net of tax expense of \$228 in 2010 and \$36 in 2009)	364	58
Reclassification of interest expense on treasury rate lock (net of tax benefit of \$48 in 2010)	(77)	-
Total other comprehensive loss, net of tax	(163)	(631)
<b>Comprehensive income, net of tax</b>	<b>\$ 234,605</b>	<b>\$ 92,899</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

# CLECO CORPORATION

## Condensed Consolidated Balance Sheets (Unaudited)

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 67,836	\$ 145,193
Restricted cash	15,466	29,941
Customer accounts receivable (less allowance for doubtful accounts of \$734 in 2010 and \$1,173 in 2009)	53,682	29,550
Accounts receivable – affiliate	2,046	12,129
Other accounts receivable (less allowance for doubtful accounts of \$1,832 in 2010 and \$0 in 2009)	51,468	28,878
Taxes receivable	-	15,449
Unbilled revenue	45,333	21,975
Fuel inventory, at average cost	88,679	80,038
Material and supplies inventory, at average cost	46,836	41,410
Risk management assets, net	621	2,854
Accumulated deferred federal and state income taxes, net	4,529	6,799
Accumulated deferred fuel	21,554	35,059
Cash surrender value of company-/trust-owned life insurance policies	32,657	30,269
Prepayments	3,867	3,571
Regulatory assets – other	13,143	9,914
Other current assets	3,410	896
Total current assets	451,127	493,925
Property, plant and equipment		
Property, plant and equipment	3,779,244	2,144,491
Accumulated depreciation	(1,142,731)	(999,204)
Net property, plant and equipment	2,636,513	1,145,287
Construction work in progress	120,262	1,101,743
Total property, plant and equipment, net	2,756,775	2,247,030
Equity investment in investees	87,095	251,617
Prepayments	4,753	5,096
Restricted cash, less current portion	25,874	26,510
Regulatory assets and liabilities – deferred taxes, net	205,205	191,844
Regulatory assets – other	255,200	273,880
Net investment in direct financing lease	13,865	-
Intangible asset	148,187	157,098
Other deferred charges	15,459	47,847
<b>Total assets</b>	<b>\$ 3,963,540</b>	<b>\$ 3,694,847</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

(Continued on next page)

# CLECO CORPORATION

## Condensed Consolidated Balance Sheets (Unaudited) (Continued)

(THOUSANDS)		AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
<b>Liabilities and shareholders' equity</b>			
<b>Liabilities</b>			
Current liabilities			
Short-term debt	\$ 150,000	\$ -	
Long-term debt due within one year	36,440	11,478	
Accounts payable	105,507	111,358	
Retainage	1,558	813	
Accounts payable – affiliate	6	2,370	
Customer deposits	38,019	34,195	
Provision for rate refund	6,316	2	
Taxes accrued	35,849	-	
Interest accrued	19,967	11,880	
Risk management liability, net	11,560	13,767	
Regulatory liabilities – other	53,781	33,592	
Deferred compensation	7,546	7,091	
Other current liabilities	13,536	15,258	
Total current liabilities	480,085	241,804	
Deferred credits			
Accumulated deferred federal and state income taxes, net	521,979	460,894	
Accumulated deferred investment tax credits	8,990	9,954	
Postretirement benefit obligations	146,927	146,270	
Regulatory liabilities – other	44,044	149,638	
Restricted storm reserve	25,779	25,434	
Uncertain tax positions	107,244	115,643	
Other deferred credits	129,052	108,839	
Total deferred credits	984,015	1,016,672	
Long-term debt, net	1,187,806	1,320,299	
Total liabilities	2,651,906	2,578,775	
Commitments and Contingencies (Note 10)			
<b>Shareholders' equity</b>			
Preferred stock			
Not subject to mandatory redemption, \$100 par value, authorized 1,491,000 shares, issued 10,288 shares at September 30, 2010 and December 31, 2009	1,029	1,029	
Common shareholders' equity			
Common stock, \$1 par value, authorized 100,000,000 shares, issued 60,510,271 and 60,277,462 shares and outstanding 60,495,797 and 60,259,368 shares at September 30, 2010 and December 31, 2009, respectively	60,510	60,277	
Premium on common stock	403,929	399,148	
Retained earnings	857,858	667,220	
Treasury stock, at cost, 14,474 and 18,094 shares at September 30, 2010 and December 31, 2009, respectively	(238)	(311)	
Accumulated other comprehensive loss	(11,454)	(11,291)	
Total common shareholders' equity	1,310,605	1,115,043	
Total shareholders' equity	1,311,634	1,116,072	
<b>Total liabilities and shareholders' equity</b>	<b>\$ 3,963,540</b>	<b>\$ 3,694,847</b>	

The accompanying notes are an integral part of the condensed consolidated financial statements.

# CLECO CORPORATION

## Condensed Consolidated Statements of Cash Flows (Unaudited)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Operating activities</b>		
Net income	\$ 234,768	\$ 93,530
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	126,094	96,051
Gain on forgiveness of debt	(129,870)	-
Provision for doubtful accounts	578	1,444
Return on equity investment in investee	-	750
Income from equity investments	(39,212)	(710)
Unearned compensation expense	3,947	4,388
Allowance for other funds used during construction	(11,052)	(52,341)
Amortization of investment tax credits	(964)	(999)
Net deferred income taxes	40,013	(6,061)
Deferred fuel costs	13,994	20,035
(Gain) loss on economic hedges	(188)	144
Cash surrender value of company-/trust-owned life insurance	(1,481)	(4,406)
Changes in assets and liabilities:		
Accounts receivable	(49,329)	1,351
Accounts and notes receivable, affiliate	894	(7,511)
Unbilled revenue	(23,359)	(3,537)
Fuel, materials and supplies inventory	(11,979)	(21,559)
Prepayments	1,047	1,761
Accounts payable	(17,248)	(40,667)
Accounts and notes payable, affiliate	(2,364)	(9,882)
Customer deposits	9,490	10,155
Long-term receivable	27,976	-
Post retirement benefit obligations	657	(13,339)
Regulatory assets and liabilities, net	(77,331)	34,201
Other deferred accounts	10,213	(33,299)
Retainage payable	745	(12,706)
Taxes accrued	51,597	188
Interest accrued	9,606	(396)
Risk management assets and liabilities, net	6,340	(2,337)
Other operating	(3,441)	(817)
Net cash provided by operating activities	170,141	53,431
<b>Investing activities</b>		
Additions to property, plant and equipment	(230,485)	(190,296)
Allowance for other funds used during construction	11,052	52,341
Proceeds from sale of property, plant and equipment	475	570
Cash from reconsolidation of VIEs	812	850
Equity investment in investees	(37,537)	(29,666)
Premiums paid on company-/trust-owned life insurance	(2,169)	(400)
Transfer of cash from restricted accounts	45,243	46,942
Other investing	17	-
Net cash used in investing activities	(212,592)	(119,659)

(Continued on next page)

# CLECO CORPORATION

## Condensed Consolidated Statements of Cash Flows (Unaudited)(Continued)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Financing activities</b>		
Change in short-term debt, net	150,000	-
Retirement of long-term obligations	(141,696)	(114,805)
Repayment of capital leases	(1,263)	(1,028)
Issuance of long-term debt	-	173,000
Deferred financing costs	(653)	(517)
Dividends paid on preferred stock	(35)	(35)
Dividends paid on common stock	(43,848)	(40,654)
Other financing	2,589	2,067
Net cash (used in) provided by financing activities	(34,906)	18,028
<b>Net decrease in cash and cash equivalents</b>	<b>(77,357)</b>	<b>(48,200)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>145,193</b>	<b>97,483</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 67,836</b>	<b>\$ 49,283</b>
<b>Supplementary cash flow information</b>		
Interest paid (net of amount capitalized)	\$ 55,623	\$ 51,327
Income taxes paid	\$ 17,047	\$ 8,131
<b>Supplementary non-cash investing and financing activities</b>		
Accrued additions to property, plant and equipment	\$ 17,506	\$ 1,179
Issuance of treasury stock – LTICP	\$ 74	\$ 93
Issuance of common stock – LTICP/ESPP	\$ 222	\$ 217
Incurrence of capital lease obligation – barges	\$ -	\$ 22,050
Non-cash additions to property, plant and equipment	\$ 152,067	\$ -
Non-cash return of investment	\$ 152,067	\$ -

The accompanying notes are an integral part of the condensed consolidated financial statements.

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## PART I — FINANCIAL INFORMATION

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### ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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#### **Cleco Power**

These unaudited condensed consolidated financial statements should be read in conjunction with Cleco Power's Consolidated Financial Statements and Notes included in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009. For more information on the basis of presentation, see "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 1 — Summary of Significant Accounting Policies — Basis of Presentation."



## CLECO POWER

### Condensed Consolidated Statements of Income (Unaudited)

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Operating revenue</b>		
Electric operations	\$ 325,629	\$ 228,952
Other operations	12,819	9,834
Affiliate revenue	343	349
Gross operating revenue	338,791	239,135
Electric customer credits	(6,314)	-
Operating revenue, net	332,477	239,135
<b>Operating expenses</b>		
Fuel used for electric generation	100,587	74,585
Power purchased for utility customers	51,678	61,943
Other operations	28,650	25,165
Maintenance	20,272	9,602
Depreciation	27,133	19,310
Taxes other than income taxes	9,161	7,809
Loss on sales of assets	7	70
Total operating expenses	237,488	198,484
<b>Operating income</b>	94,989	40,651
Interest income	117	341
Allowance for other funds used during construction	887	17,813
Other income	293	538
Other expense	(1,339)	(830)
<b>Interest charges</b>		
Interest charges, including amortization of debt expenses, premium, and discount	16,380	20,168
Allowance for borrowed funds used during construction	(336)	(6,523)
Total interest charges	16,044	13,645
<b>Income before income taxes</b>	78,903	44,868
Federal and state income taxes	26,568	1,316
<b>Net income</b>	\$ 52,335	\$ 43,552

The accompanying notes are an integral part of the condensed consolidated financial statements.

## CLECO POWER

### Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Net income	\$ 52,335	\$ 43,552
Other comprehensive loss, net of tax:		
Amortization of post-retirement benefit net loss (net of tax benefit of \$55 in 2010 and \$102 in 2009)	(89)	(142)
Cash flow hedges:		
Net derivatives loss on interest rate swap arising during the period (net of tax benefit of \$145 in 2010 and \$356 in 2009)	(231)	(569)
Reclassification of interest expense on interest rate swap (net of tax expense of \$75 in 2010 and \$36 in 2009)	119	58
Reclassification of interest expense on treasury rate lock (net of tax benefit of \$16 in 2010)	(25)	-
Total other comprehensive loss, net of tax	(226)	(653)
<b>Comprehensive income, net of tax</b>	<b>\$ 52,109</b>	<b>\$ 42,899</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

# CLECO POWER

## Condensed Consolidated Statements of Income (Unaudited)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Operating revenue</b>		
Electric operations	\$ 839,528	\$ 627,469
Other operations	32,959	25,609
Affiliate revenue	1,029	1,046
Gross operating revenue	873,516	654,124
Electric customer credits	(6,314)	-
Operating revenue, net	867,202	654,124
<b>Operating expenses</b>		
Fuel used for electric generation	276,727	213,213
Power purchased for utility customers	124,404	164,209
Other operations	81,111	72,814
Maintenance	51,697	32,705
Depreciation	77,941	57,339
Taxes other than income taxes	25,110	23,172
Loss on sales of assets	47	70
Total operating expenses	637,037	563,522
<b>Operating income</b>	230,165	90,602
Interest income	351	999
Allowance for other funds used during construction	11,052	52,341
Other income	1,038	2,138
Other expense	(3,619)	(2,985)
<b>Interest charges</b>		
Interest charges, including amortization of debt expenses, premium, and discount	61,158	59,443
Allowance for borrowed funds used during construction	(4,054)	(19,157)
Total interest charges	57,104	40,286
<b>Income before income taxes</b>	181,883	102,809
Federal and state income taxes	58,299	14,033
<b>Net income</b>	\$ 123,584	\$ 88,776

The accompanying notes are an integral part of the condensed consolidated financial statements.

## CLECO POWER

### Condensed Consolidated Statements of Comprehensive Income (Unaudited)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Net income	\$ 123,584	\$ 88,776
Other comprehensive loss, net of tax:		
Amortization of post-retirement benefit net loss (net of tax benefit of \$172 in 2010 and \$242 in 2009)	(274)	(325)
Cash flow hedges:		
Net derivatives loss on interest rate swap arising during the period (net of tax benefit of \$276 in 2010 and \$356 in 2009)	(441)	(569)
Reclassification of interest expense on interest rate swap (net of tax expense of \$228 in 2010 and \$36 in 2009)	364	58
Reclassification of interest expense on treasury rate lock (net of tax benefit of \$48 in 2010)	(77)	-
Total other comprehensive loss, net of tax	(428)	(836)
<b>Comprehensive income, net of tax</b>	<b>\$ 123,156</b>	<b>\$ 87,940</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

## CLECO POWER

### Condensed Consolidated Balance Sheets (Unaudited)

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
<b>Assets</b>		
Utility plant and equipment		
Property, plant and equipment	\$ 3,520,668	\$ 2,127,536
Accumulated depreciation	(1,067,743)	(987,055)
Net property, plant and equipment	2,452,925	1,140,481
Construction work in progress	116,608	1,100,295
Total utility plant, net	2,569,533	2,240,776
Current assets		
Cash and cash equivalents	27,384	138,113
Restricted cash	15,466	29,941
Customer accounts receivable (less allowance for doubtful accounts of \$734 in 2010 and \$1,173 in 2009)	53,682	29,550
Accounts receivable – affiliate	5,065	2,836
Other accounts receivable (less allowance for doubtful accounts of \$1,771 in 2010 and \$0 in 2009)	48,061	27,460
Unbilled revenue	45,333	21,975
Fuel inventory, at average cost	88,679	80,038
Material and supplies inventory, at average cost	44,476	41,410
Accumulated deferred federal and state income taxes, net	2,466	3,634
Risk management assets, net	621	2,854
Prepayments	2,785	3,107
Regulatory assets – other	13,143	9,914
Accumulated deferred fuel	21,554	35,059
Cash surrender value of company-owned life insurance policies	5,357	5,845
Other current assets	2,208	350
Total current assets	376,280	432,086
Prepayments	4,753	5,096
Restricted cash, less current portion	25,777	26,413
Regulatory assets and liabilities – deferred taxes, net	205,205	191,844
Regulatory assets – other	255,200	273,880
Intangible asset	148,187	157,098
Equity investment in investee	13,073	12,873
Other deferred charges	15,024	23,896
<b>Total assets</b>	<b>\$ 3,613,032</b>	<b>\$ 3,363,962</b>
<b>Liabilities and member's equity</b>		
Member's equity	\$ 1,233,737	\$ 1,009,849
Long-term debt, net	1,187,806	1,225,299
Total capitalization	2,421,543	2,235,148
Current liabilities		
Long-term debt due within one year	36,440	11,478
Accounts payable	95,027	103,359
Retainage	1,558	813
Accounts payable – affiliate	7,861	25,940
Customer deposits	38,019	34,195
Provision for rate refund	6,316	2
Taxes accrued	24,295	3,438
Interest accrued	20,273	11,854
Risk management liability, net	11,560	13,767
Regulatory liabilities – other	53,781	33,592
Other current liabilities	11,015	10,904
Total current liabilities	306,145	249,342
Commitments and Contingencies (Note 10)		
Deferred credits		
Accumulated deferred federal and state income taxes, net	571,351	451,671
Accumulated deferred investment tax credits	8,990	9,954
Postretirement benefit obligations	113,736	114,700
Regulatory liabilities – other	44,044	149,638
Restricted storm reserve	25,779	25,434
Uncertain tax positions	68,448	75,487
Other deferred credits	52,996	52,588
Total deferred credits	885,344	879,472
<b>Total liabilities and member's equity</b>	<b>\$ 3,613,032</b>	<b>\$ 3,363,962</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

# CLECO POWER

## Condensed Consolidated Statements of Cash Flows (Unaudited)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
<b>Operating activities</b>		
Net income	\$ 123,584	\$ 88,776
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	88,607	66,496
Provision for doubtful accounts	517	1,444
Unearned compensation expense	1,303	1,348
Allowance for other funds used during construction	(11,052)	(52,341)
Amortization of investment tax credits	(964)	(999)
Net deferred income taxes	20,628	4,552
Deferred fuel costs	13,994	20,035
(Gain) loss on economic hedges	(188)	144
Cash surrender value of company-owned life insurance	(236)	(641)
Changes in assets and liabilities:		
Accounts receivable	(50,579)	2,273
Accounts and notes receivable, affiliate	(1,977)	(272)
Unbilled revenue	(23,359)	(3,537)
Fuel, materials and supplies inventory	(11,707)	(21,559)
Prepayments	974	2,272
Accounts payable	(16,621)	(36,375)
Accounts and notes payable, affiliate	(18,524)	(1,643)
Customer deposits	9,490	10,155
Post retirement benefit obligations	(964)	(14,982)
Regulatory assets and liabilities, net	(77,331)	34,201
Other deferred accounts	(4,021)	(31,404)
Retainage payable	745	(12,706)
Taxes accrued	20,858	42,003
Interest accrued	9,297	(22)
Risk management assets and liabilities, net	6,340	(2,337)
Other operating	(1,865)	130
Net cash provided by operating activities	76,949	95,011
<b>Investing activities</b>		
Additions to property, plant and equipment	(75,660)	(190,047)
Allowance for other funds used during construction	11,052	52,341
Proceeds from sale of property, plant and equipment	455	570
Equity investment in investee	(200)	-
Premiums paid on company-owned life insurance	(538)	-
Transfer of cash from restricted accounts	15,111	46,943
Net cash used in investing activities	(49,780)	(90,193)
<b>Financing activities</b>		
Retirement of long-term obligations	(11,533)	(114,805)
Repayment of capital leases	(1,263)	(1,028)
Issuance of long-term debt	-	85,000
Deferred financing costs	(102)	(517)
Distribution to parent	(125,000)	(30,000)
Net cash used in financing activities	(137,898)	(61,350)
<b>Net decrease in cash and cash equivalents</b>	<b>(110,729)</b>	<b>(56,532)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>138,113</b>	<b>91,542</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 27,384</b>	<b>\$ 35,010</b>
<b>Supplementary cash flow information</b>		
Interest paid (net of amount capitalized)	\$ 48,155	\$ 50,086
Income taxes (refunded) paid	\$ (5,425)	\$ 8,104
<b>Supplementary non-cash investing and financing activities</b>		
Accrued additions to property, plant and equipment	\$ 17,506	\$ 1,179
Incurrence of capital lease obligation – barges	\$ -	\$ 22,050
Non-cash additions to property, plant and equipment	\$ 304,134	\$ -
Non-cash assumption of deferred tax liability	\$ 78,402	\$ -

The accompanying notes are an integral part of the condensed consolidated financial statements.

## Index to Applicable Notes to the Unaudited Condensed Consolidated Financial Statements of Registrants

Note 1	Summary of Significant Accounting Policies	Cleco Corporation and Cleco Power
Note 2	Recent Authoritative Guidance	Cleco Corporation and Cleco Power
Note 3	Regulatory Assets and Liabilities	Cleco Corporation and Cleco Power
Note 4	Fair Value Accounting	Cleco Corporation and Cleco Power
Note 5	Debt	Cleco Corporation and Cleco Power
Note 6	Pension Plan and Employee Benefits	Cleco Corporation and Cleco Power
Note 7	Income Taxes	Cleco Corporation and Cleco Power
Note 8	Disclosures about Segments	Cleco Corporation
Note 9	Variable Interest Entities	Cleco Corporation and Cleco Power
Note 10	Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees	Cleco Corporation and Cleco Power
Note 11	LPSC Fuel Audit	Cleco Corporation and Cleco Power
Note 12	Affiliate Transactions	Cleco Corporation and Cleco Power
Note 13	Evangeline Transactions	Cleco Corporation
Note 14	Acadia Unit 1 Transaction	Cleco Corporation and Cleco Power
Note 15	Electric Customer Credits	Cleco Corporation and Cleco Power

## Notes to the Unaudited Condensed Consolidated Financial Statements

### Note 1 — Summary of Significant Accounting Policies

#### **Principles of Consolidation**

The accompanying condensed consolidated financial statements of Cleco include the accounts of Cleco and its majority-owned subsidiaries after elimination of intercompany accounts and transactions.

On January 1, 2010, Cleco implemented the amended authoritative guidance with respect to the consolidation of Perryville, Attala, and Evangeline. These entities' assets, liabilities, revenues, expenses, and cash flows are presented on the corresponding line items of Cleco's consolidated financial statements prospectively. Prior to January 2010, the equity method of accounting was used for Perryville, Attala, and Evangeline. Therefore, these entities were presented on the consolidated financial statements as one line item corresponding to Cleco's equity investment in them. For additional information on the consolidation of these entities, see Note 2 — "Recent Authoritative Guidance" and Note 9 — "Variable Interest Entities."

Cleco Corporation and Cleco Power report the investment in Oxbow on the equity method of accounting. Cleco Corporation reports the investment in Cajun on the equity method of accounting. As a result, the assets and liabilities of these entities are represented by one line item corresponding to Cleco Corporation's and Cleco Power's equity investment in these entities. The pre-tax results of operations of these entities are reported as equity income or loss from investees on Cleco Corporation's and Cleco Power's Condensed Consolidated Statements of Income. For additional information on the operations of these entities, see Note 9 — "Variable Interest Entities."

#### **Basis of Presentation**

The condensed consolidated financial statements of Cleco Corporation and Cleco Power have been prepared pursuant to the rules and regulations of the SEC. Accordingly, certain information and note disclosures normally included in financial

statements prepared in accordance with GAAP have been condensed or omitted; however, Cleco believes that the disclosures are adequate to make the information presented not misleading.

The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The unaudited financial information included in the condensed consolidated financial statements of Cleco Corporation and Cleco Power reflects all adjustments of a normal recurring nature which are, in the opinion of the management of Cleco Corporation and Cleco Power, necessary for a fair statement of the financial position and the results of operations for the interim periods. Information for interim periods is affected by seasonal variations in sales, rate changes, timing of fuel expense recovery and other factors, and is not indicative necessarily of the results that may be expected for the full fiscal year. For more information on recent authoritative guidance and its effect on financial results, see Note 2 — "Recent Authoritative Guidance."

#### **Property, Plant and Equipment**

Property, plant and equipment consist primarily of regulated utility generation and energy transmission assets. Regulated assets, utilized primarily for retail operations and electric transmission and distribution, are stated at the cost of construction, which includes certain materials, labor, payroll taxes and benefits, administrative and general costs, and the estimated cost of funds used during construction. Jointly owned assets are reflected in property, plant and equipment at Cleco Power's share of the cost to construct or purchase the assets.

During the first nine months of 2010, Cleco's investment in regulated utility plant increased primarily due to the addition of Madison Unit 3 and the acquisition of Acadia Unit 1. Madison

Unit 3 has a useful life of 50 years and Acadia Unit 1 has a useful life of 30 years.

During the first nine months of 2010, Cleco's other property, plant and equipment increased primarily due to the addition of Coughlin related to the reconsolidation of Evangeline with Cleco. Coughlin has a useful life of 45 years.

Property, plant and equipment consist of:

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Regulated utility plants	\$ 3,519,943	\$ 2,126,646
Other	259,301	17,845
Total property, plant and equipment	3,779,244	2,144,491
Accumulated depreciation	(1,142,731)	(999,204)
Net property, plant and equipment	\$ 2,636,513	\$ 1,145,287

In 2010, Cleco Power's acquisition of Acadia Unit 1 resulted in a plant acquisition adjustment. The plant acquisition adjustment represents the fair market value of the assets acquired in excess of their carrying value. In January 2010, the LPSC approved the full recovery of the \$304.0 million for the acquisition of Acadia Unit 1, which includes the acquisition adjustment in the amount of \$95.6 million. The plant acquisition adjustment at December 31, 2009, relates primarily to the 1997 acquisition of Teche. For additional information on the Acadia Unit 1 transaction, see Note 14 — "Acadia Unit 1 Transaction." The table below discloses the amounts of plant acquisition adjustments reported in Cleco Power's property, plant and equipment and the associated accumulated amortization reported in accumulated depreciation at September 30, 2010, and December 31, 2009.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
<b>Acadia Unit 1</b>		
Plant acquisition adjustment	\$ 95,578	\$ -
Less: accumulated amortization	1,857	-
Net plant acquisition adjustment	\$ 93,721	\$ -
<b>Teche</b>		
Plant acquisition adjustment	\$ 5,359	\$ 5,359
Less: accumulated amortization	3,406	3,215
Net plant acquisition adjustment	\$ 1,953	\$ 2,144

### Restricted Cash

Various agreements to which Cleco is subject contain covenants that restrict its use of cash. As certain provisions under these agreements are met, cash is transferred out of related escrow accounts and becomes available for general corporate purposes. At September 30, 2010, and December 31, 2009, \$41.3 million and \$56.4 million of cash, respectively, were restricted. At September 30, 2010, restricted cash consisted of \$0.1 million under the Diversified Lands mitigation escrow agreement, \$11.6 million reserved at Cleco Power for GO Zone project costs, \$25.7 million reserved at Cleco Power for future storm restoration costs, and \$3.9 million at Cleco Katrina/Rita restricted for payment of operating expenses, interest, and principal on storm recovery bonds.

### Fair Value Measurements and Disclosures

Various accounting pronouncements require certain assets and liabilities to be measured at their fair values. Some assets and liabilities are required to be measured at their fair value each reporting period, while others are required to be measured only one time, generally the date of acquisition or debt issuance. Cleco and Cleco Power are required to disclose the fair value of certain assets and liabilities by one of three levels when required for recognition purposes under GAAP. Other financial assets and liabilities, such as long-term debt, are reported at their carrying values at their date of issuance on the condensed consolidated balance sheets with their fair values disclosed without regard to the three levels. For more information about fair value levels, see Note 4 — "Fair Value Accounting."

### Risk Management

Market risk inherent in Cleco Power's market risk-sensitive instruments and positions includes potential changes arising from changes in interest rates and the commodity market prices of power and natural gas on different energy exchanges. Cleco's Energy Market Risk Management Policy authorizes the use of various derivative instruments, including exchange traded futures and option contracts, forward purchase and sales contracts, and swap transactions to reduce exposure to fluctuations in the price of power and natural gas. Cleco applies the authoritative guidance as it relates to derivatives and hedging to determine whether the market risk-sensitive instruments and positions are required to be marked-to-market. Generally, Cleco Power's market risk-sensitive instruments and positions qualify for the normal-purchase, normal-sale exception to mark-to-market accounting because Cleco Power takes physical delivery and the instruments and positions are used to satisfy customer requirements. Cleco Power has entered into certain financial transactions it considers economic hedges to mitigate the risk associated with the fixed-price power to be provided to a wholesale customer through December 2010. The economic hedges cover 100% of the estimated daily peak hour power sales to the wholesale customer. These transactions are marked-to-market with the resulting gain or loss recorded on the income statement as a component of operating revenue. For the three and nine months ended September 30, 2010 and 2009, the following gains/losses related to these economic hedge transactions were recorded in other operations revenue.

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Realized loss	\$ (313)	\$ (524)	\$ (836)	\$ (1,405)
Mark-to-market gain (loss)	156	487	188	(144)
Total loss	\$ (157)	\$ (37)	\$ (648)	\$ (1,549)

Cleco Power has entered into other positions to mitigate the volatility in customer fuel costs. These positions are marked-to-market with the resulting gain or loss recorded on the balance sheet as a component of risk management assets or liabilities. Such gain or loss is deferred as a component of



deferred fuel assets or liabilities. When these positions close, actual gains or losses will be included in the fuel adjustment clause and reflected on customers' bills as a component of the fuel cost adjustment. Based on market prices at September 30, 2010, and December 31, 2009, the net mark-to-market impact relating to these positions were losses of \$20.2 million and \$24.9 million, respectively. The decreased loss in the mark-to-market of these positions is primarily due to the expiration and closing of certain year-end financial gas contracts that were purchased at higher prices compared to open contracts at September 30, 2010. Deferred losses relating to closed natural gas positions totaled \$1.7 million and \$2.6 million at September 30, 2010, and December 31, 2009, respectively.

Cleco Power maintains margin accounts with commodity brokers used to partially fund the acquisition of natural gas futures, options, and swap contracts. These contracts/positions are used to mitigate the risks associated with the fixed-price power sales and volatility in customer fuel costs noted above. At September 30, 2010, and December 31, 2009, Cleco Power had deposited net collateral of \$6.3 million and \$10.0 million, respectively, to cover margin requirements relating to open natural gas futures, options, and swap positions. The current and long-term portions of collateral are reported as a component of risk management assets or liabilities and other deferred charges or credits, respectively.

Cleco and Cleco Power maintain a master netting agreement policy and monitor credit risk exposure through review of counterparty credit quality, counterparty credit exposure, and counterparty concentration levels. Cleco manages these risks by establishing credit and concentration limits on transactions with counterparties and by requiring contractual guarantees, cash deposits, or letters of credit from counterparties or their affiliates, as deemed necessary. Cleco Power has agreements in place with various counterparties that authorize the netting of financial buys and sells and contract payments to mitigate credit risk for transactions entered into for risk management purposes.

In August 2009, Cleco Power entered into a \$50.0 million bank loan with variable interest, paid monthly, and calculated at 3.00% plus the one-month LIBOR. The loan matures on August 19, 2012. In order to mitigate the risk of future floating interest rates, Cleco Power entered into an interest rate swap in the third quarter of 2009. Based on the notional amount of the bank loan, the swap requires a monthly net settlement between Cleco Power's fixed payment of 1.84% and the swap counterparty's floating payment of the one-month LIBOR. The

swap matures on May 31, 2012. Under the authoritative guidance for derivatives and hedging, the swap meets the criteria of a cash flow hedge. Changes in the swap's fair value related to the effective portion of cash flow hedges are recognized in other comprehensive income, whereas changes in the fair value related to the ineffective portion are recognized in earnings. As time passes and settlements are made, the swap's other comprehensive income fair values are reclassified into earnings as a component of interest expense. For the three and nine months ended September 30, 2010, there were \$0.2 million and \$0.6 million, respectively, of reclassification adjustments from other comprehensive income to interest expense, compared to \$0.1 million for the three and nine months ended September 30, 2009. There was no impact to earnings due to ineffectiveness for the three or nine months ended September 30, 2010. For more information on accounting for derivatives, see Note 4 — "Fair Value Accounting."

### Reclassifications

Certain reclassifications have been made to the 2009 financial statements to conform them to the presentation used in the 2010 financial statements. These reclassifications had no effect on Cleco Corporation's net income applicable to common stock or total common shareholders' equity or Cleco Power's net income or total member's equity.

Cleco Corporation's and Cleco Power's Condensed Consolidated Balance Sheets at December 31, 2009, have been retrospectively adjusted due to the reclassification of AFUDC equity gross-up from Regulatory assets and liabilities – deferred taxes, net to Regulatory assets – other. The retrospective adjustments to the December 31, 2009, balance sheets are described in the following tables.

(THOUSANDS)	AS REPORTED	AS ADJUSTED
<b>Cleco Corporation</b>		
Noncurrent assets – regulatory assets and liabilities - deferred taxes, net	\$ 264,343	\$ 191,844
Noncurrent assets – regulatory assets - other	\$ 201,381	\$ 273,880

(THOUSANDS)	AS REPORTED	AS ADJUSTED
<b>Cleco Power</b>		
Noncurrent assets – regulatory assets and liabilities - deferred taxes, net	\$ 264,343	\$ 191,844
Noncurrent assets – regulatory assets - other	\$ 201,381	\$ 273,880

### Earnings per Average Common Share

The following table shows the calculation of basic and diluted earnings per share.

(THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,					
	2010			2009		
	INCOME	SHARES	PER SHARE AMOUNT	INCOME	SHARES	PER SHARE AMOUNT
Income from continuing operations	\$ 49,612			\$ 59,855		
Deduct: non-participating stock dividends (4.5% preferred stock)	12			12		
<b>Basic net income applicable to common stock</b>	<b>\$ 49,600</b>	<b>60,471,183</b>	<b>\$ 0.82</b>	<b>\$ 59,843</b>	<b>60,234,243</b>	<b>\$ 0.99</b>
<b>Effect of dilutive securities</b>						
Add: stock option grants		26,680			28,578	
Add: restricted stock (LTICP)		327,435			293,947	
<b>Diluted net income applicable to common stock</b>	<b>\$ 49,600</b>	<b>60,825,298</b>	<b>\$ 0.82</b>	<b>\$ 59,843</b>	<b>60,556,768</b>	<b>\$ 0.99</b>

(THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,					
	2010			2009		
	INCOME	SHARES	PER SHARE AMOUNT	INCOME	SHARES	PER SHARE AMOUNT
Income from continuing operations	\$ 234,768			\$ 93,530		
Deduct: non-participating stock dividends (4.5% preferred stock)	35			35		
<b>Basic net income applicable to common stock</b>	<b>\$ 234,733</b>	<b>60,405,388</b>	<b>\$ 3.89</b>	<b>\$ 93,495</b>	<b>60,167,644</b>	<b>\$ 1.55</b>
<b>Effect of dilutive securities</b>						
Add: stock option grants		29,771			26,269	
Add: restricted stock (LTICP)		196,979			196,541	
<b>Diluted net income applicable to common stock</b>	<b>\$ 234,733</b>	<b>60,632,138</b>	<b>\$ 3.87</b>	<b>\$ 93,495</b>	<b>60,390,454</b>	<b>\$ 1.55</b>

Stock option grants are excluded from the computation of diluted earnings per share if the exercise price is higher than the average market price. There were no stock option grants excluded from the computation of diluted earnings per share for the three and nine months ended September 30, 2010, due to the average market price being higher than the exercise prices of the stock options. Stock option grants excluded from the computation for the three and nine months ended September 30, 2009 are presented in the tables below.

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2009			
	STRIKE PRICE	AVERAGE MARKET PRICE	SHARES
Stock option grants excluded	\$24.00 - \$24.25	\$ 23.90	36,433

  

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009			
	STRIKE PRICE	AVERAGE MARKET PRICE	SHARES
Stock option grants excluded	\$22.69 - \$24.25	\$ 22.50	69,433

### Stock-Based Compensation

At September 30, 2010, Cleco had one share-based compensation plan, the LTICP. Options or restricted shares of stock, known as non-vested stock as defined by the authoritative guidance on stock-based compensation, common stock equivalent units, and stock appreciation rights may be granted to certain officers, key employees, or directors of Cleco Corporation and its subsidiaries pursuant to the LTICP.

On January 1, 2010, the 2010 LTICP became effective. A maximum of 2,250,000 shares of Cleco Corporation common stock can be granted under the 2010 LTICP.

On January 29, 2010, Cleco granted 88,028 shares of non-vested stock and 66,538 common stock equivalent units to certain officers, key employees, and directors of Cleco Corporation and its subsidiaries pursuant to the LTICP.

Cleco and Cleco Power reported pre-tax compensation expense for their share-based compensation plans as shown in the following table:

(THOUSANDS)	CLECO CORPORATION				CLECO POWER			
	FOR THE THREE MONTHS ENDED SEPTEMBER 30,				FOR THE NINE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	2010	2009	2010	2009	2010	2009
<b>Equity classification</b>								
Non-vested stock	\$ 573	\$ 563	\$ 150	\$ 150	\$ 1,703	\$ 1,618	\$ 418	\$ 432
Stock options	13	13	-	-	38	38	-	-
<b>Total</b>	<b>\$ 586</b>	<b>\$ 576</b>	<b>\$ 150</b>	<b>\$ 150</b>	<b>\$ 1,741</b>	<b>\$ 1,656</b>	<b>\$ 418</b>	<b>\$ 432</b>
<b>Liability classification</b>								
Common stock equivalent units	\$ 1,237	\$ 1,244	\$ 537	\$ 428	\$ 1,867	\$ 2,418	\$ 885	\$ 916
<b>Total pre-tax compensation expense</b>	<b>\$ 1,823</b>	<b>\$ 1,820</b>	<b>\$ 687</b>	<b>\$ 578</b>	<b>\$ 3,608</b>	<b>\$ 4,074</b>	<b>\$ 1,303</b>	<b>\$ 1,348</b>
<b>Tax benefit (excluding income tax gross-up)</b>	<b>\$ 702</b>	<b>\$ 700</b>	<b>\$ 264</b>	<b>\$ 222</b>	<b>\$ 1,388</b>	<b>\$ 1,568</b>	<b>\$ 501</b>	<b>\$ 519</b>

### Note 2 — Recent Authoritative Guidance

The Registrants adopted, or will adopt, the recent authoritative guidance listed below on their respective effective dates.

In June 2009, FASB amended the authoritative guidance on consolidation which requires an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a VIE. In order to be the primary beneficiary of a VIE, an enterprise must have (a) the power to direct the activities of a VIE that most significantly impact the entity's economic performance, and (b) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Along with these criteria, an enterprise is now required to assess whether it has an implicit financial responsibility to ensure that a VIE operates as designed when determining (a) above. Also, the enterprise is required to per-

form ongoing reassessments of whether an enterprise is the primary beneficiary of a VIE. The quantitative approach previously required for determining the primary beneficiary has been eliminated. Additional disclosures are now required in order to provide users of financial statements with more transparent information about an enterprise's involvement in a VIE. This amendment is effective for the first fiscal year beginning after November 15, 2009. The implementation of this amendment on January 1, 2010 required Cleco Corporation to re-consolidate three wholly owned subsidiaries that had been accounted for using the equity method. Prior to January 1, 2010, Perryville, Attala, and Evangeline were presented in the consolidated financial statements as follows:

- Results of operations before taxes as one line item on the consolidated statements of income entitled Equity income from investees,

- Assets and liabilities on the consolidated balance sheets as one line item entitled Equity investment in investees, and
- Cash flows in the consolidated statement of cash flows as gain or loss from equity investments, equity investments in investees, and return on or of equity investments.

Effective January 1, 2010, the assets, liabilities, revenues, expenses and cash flows of these entities are presented on the corresponding line items of the condensed consolidated financial statements. Cleco has chosen to implement the consolidation prospectively and not retrospectively, therefore the consolidation will not be carried back to comparative prior periods in financial statements issued after implementation. For additional information on the consolidation of these entities, see Note 9 — “Variable Interest Entities.”

In September 2009, FASB amended the authoritative guidance regarding revenue recognition of arrangements with multiple deliverables. If an arrangement contains multiple deliverables, the selling entity must first determine the best estimate of the selling price of each deliverable. Then the selling entity must allocate the selling price of the entire arrangement based upon the relative best estimate of the selling price of each deliverable. This amendment also contains additional disclosures such as the nature of the arrangement, significant deliverables and general timing. This amendment is effective for arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption did not have any effect on the financial condition or results of operations of the Registrants.

In January 2010, FASB amended the authoritative guidance regarding disclosures of fair value measurements. Entities are now required to segregate assets and liabilities according to classes, which often will require greater disaggregation than the reporting entities line items on the balance sheet historically shown. Classes are based on the nature of risks associated with the asset and liability. Entities are also required to disclose the amount of significant transfers between Level 1 and Level 2, along with the reason for the transfer, and expanded disclosure related to transfers in or out of Level 3. Entities are also required to expand disclosure about the inputs and methods used to calculate fair value for Levels 2 and 3. Most of the provisions are effective for interim and annual fiscal periods beginning after December 15, 2009. Some of the Level 3 disclosures are effective for interim and annual fiscal periods beginning after December 15, 2010. The amendment is included in the disclosures in this Combined Quarterly Report on Form 10-Q. The adoption did not have any effect on the financial condition or results of operations of the Registrants.

In February 2010, FASB made technical corrections to various topics. Generally, the corrections were nonsubstantive and addressed minor inconsistencies and clarifications. The corrections are effective on issuance of the amendment, except for clarification related to embedded derivatives and a change in reorganizations. The adoption of the changes did

not have an impact on the financial condition or results of operations of the Registrants.

In February 2010, FASB eliminated the requirement for entities that file financial statements with the SEC to disclose the date through which they evaluated subsequent events. This amendment was effective upon issuance. The adoption did not have any effect on the financial condition or results of operations of the Registrants.

In March 2010, FASB amended the scope exception for embedded credit derivative features related to the transfer of credit risk in the form of subordination of one financial instrument to another. The amendment is effective the first fiscal quarter beginning after June 15, 2010. The adoption of the amendment did not have a material impact on the financial condition or results of operations of the Registrants.

In April 2010, FASB amended the authoritative guidance related to extractive activities to reflect the changes to fossil fuel exploration and production technology over the past several decades. The effective date of this amendment was January 1, 2010. The adoption of this amendment did not have an impact on the financial conditions or results of operations of the Registrants.

In April 2010, FASB issued guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. The amendments in this guidance affect vendors that provide research or development deliverables in an arrangement in which one or more payments are contingent upon achieving uncertain future events or circumstances. The amendments in this guidance are effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. The adoption of the amendment did not have a material impact on the financial condition or results of operations of the Registrants.

In May 2010, FASB added SEC staff guidance on income taxes for implementing some of the tax provisions from the landmark federal health care reform laws. The added text addresses the small number of public companies that have a fiscal quarter end between the March 23, 2010, signing into law of the PPACA, and the March 30, 2010, signing into law of the Health Care and Education Reconciliation Act of 2010. The implementation of this guidance did not have an impact on the financial condition or results of operations of the Registrants.

In May 2010, FASB amended the authoritative guidance pertaining to compensation in order to clarify the issuance of stock options in currencies other than the ones in which employees are normally paid. This amendment is effective for reporting periods that begin December 15, 2010, or later. The adoption of this amendment is not expected to have a material impact on the financial condition or results of operations of the Registrants.

In July 2010, FASB amended the authoritative guidance on receivables, which requires companies to improve their disclosures about the credit quality of their financing receivables and the credit reserves held against them. For public

companies, the amendment is effective for interim and annual reporting periods ending on or after December 15, 2010, with specific items, such as allowance rollforward and modification disclosures, effective for periods beginning after December 15, 2010. The adoption of this amendment is not expected to have any effect on the financial condition or results of operations of the Registrants.

In August 2010, the FASB amended the authoritative guidance on business combinations and consolidations in order to eliminate obsolete terminology and revise reporting and disclosure requirements to achieve consistency between the SEC's compliance requirements and the authoritative guidance related to business combinations and consolidations. The adoption of this amendment did not have any effect on the financial condition or results of operations of the Registrants.

### Note 3 — Regulatory Assets and Liabilities

Cleco Power follows the authoritative guidance on regulated operations, which allows utilities to capitalize or defer certain costs based on regulatory approval and management's ongoing assessment that it is probable these items will be recovered through the ratemaking process.

The following chart summarizes Cleco Power's regulatory assets and liabilities at September 30, 2010, and December 31, 2009:

(THOUSANDS)	AT SEPTEMBER 30,	AT DECEMBER 31,
	2010	2009
Regulatory assets and liabilities – deferred taxes, net	\$ 205,205	\$ 191,844
Deferred mining costs	\$ 22,304	\$ 24,215
Deferred interest costs	7,124	7,401
Deferred asset removal costs	754	712
Deferred postretirement plan costs	104,422	106,735
Deferred tree trimming costs	11,765	13,485
Deferred training costs	7,681	7,045
Deferred storm surcredits, net	9,846	7,747
Deferred construction carrying costs	19,463	40,174
Lignite mining agreement contingency	3,781	3,781
AFUDC equity gross-up	74,931	72,499
Deferred rate case costs	1,771	-
Deferred Acadia Unit 1 acquisition costs	3,091	-
Deferred IRP/RFP costs	1,094	-
Deferred AMI pilot costs	316	-
Total regulatory assets – other	\$ 268,343	\$ 283,794
Deferred construction carrying costs	(97,825)	(183,230)
Deferred fuel and purchased power	21,554	35,059
Total regulatory assets and liabilities, net	\$ 397,277	\$ 327,467

### Deferred Rate Case Costs

In October 2009, the LPSC approved Cleco Power's request to establish a regulatory asset for costs incurred as a result of Cleco Power's rate case filed with the LPSC. Recovery of these expenditures was requested in Cleco Power's base rate application filed in July 2008, and these expenditures were covered by the retail rate plan which was approved by the LPSC in October 2009. The new rates became effective upon the commercial operation of Madison Unit 3 and Cleco Power began amortizing the regulatory asset over a four-year period.

### Deferred Acadia Unit 1 Acquisition Costs

In October 2009, the LPSC approved Cleco Power's request to establish a regulatory asset for costs incurred as a result of the acquisition by Cleco Power of Acadia Unit 1 and half of Acadia Power Station's related common facilities. Recovery of these expenditures was requested in Cleco Power's base rate application filed in July 2008, and these expenditures were covered by the retail rate plan which was approved by the LPSC in October 2009. The new rates became effective upon the commencement of commercial operation of Madison Unit 3 and Cleco Power began amortizing the regulatory asset over a 30-year period. For additional information regarding the Acadia Unit 1 transaction, see Note 14 — "Acadia Unit 1 Transaction."

### Deferred IRP/RFP Costs

In October 2009, the LPSC approved Cleco Power's request to establish a regulatory asset for IRP and RFP costs incurred. Recovery of these expenditures was requested in Cleco Power's base rate application filed in July 2008, and these expenditures were covered by the retail rate plan which was approved by the LPSC in October 2009. The new rates became effective upon the commencement of commercial operation of Madison Unit 3 and Cleco Power began amortizing the regulatory asset over a three-year period.

### Deferred AMI Pilot Costs

In September 2009, the LPSC approved Cleco Power's request to establish a regulatory asset for AMI pilot costs incurred. Recovery of these expenditures was requested in Cleco Power's base rate application filed in July 2008, and these expenditures were covered by the retail rate plan which was approved by the LPSC in October 2009. The new rates became effective upon the commercial operation of Madison Unit 3. In June 2010, Cleco Power began amortizing these costs over a three-year period.

### Deferred Construction Carrying Costs

In February 2006, the LPSC approved Cleco Power's plans to build Madison Unit 3. Terms of the approval included authorization for Cleco Power to collect from customers an amount equal to 75% of the LPSC-jurisdictional portion of the carrying costs of capital during the construction phase of the unit. In any calendar year during the construction period, the amount collected from customers was not to exceed 6.5% of Cleco Power's projected retail revenues. Cleco Power began collection of the carrying costs and established a regulatory liability in May 2006. In October 2009, the LPSC voted unanimously to approve Cleco Power's retail rate plan. The retail rate plan established that Cleco Power return \$183.2 million to customers over a five-year period and record a regulatory asset for all amounts above the actual amount collected from customers. On February 12, 2010, Madison Unit 3 commenced commercial operation and the new rates became effective. At that time, Cleco Power began returning the construction carrying costs to customers and amortizing the regulatory asset over a five-year period. In March 2010, the LPSC issued an order

adjusting the period of return from five years to four years and established that Cleco Power return approximately \$167.0 million over the four-year period. At September 30, 2010, the regulatory liability and the related regulatory asset were \$97.8 million and \$19.5 million, respectively. At September 30, 2010, \$53.8 million was due to be returned to customers within one year.

#### Note 4 — Fair Value Accounting

The amounts reflected in Cleco Corporation and Cleco Power's Condensed Consolidated Balance Sheets at Septem-

ber 30, 2010, and December 31, 2009, for cash and cash equivalents, accounts receivable, accounts payable, and short-term debt approximate fair value because of their short-term nature. Estimates of the fair value of Cleco and Cleco Power's long-term debt and Cleco's nonconvertible preferred stock are based upon the quoted market price for the same or similar issues or by a discounted present value analysis of future cash flows using current rates obtained by Cleco and Cleco Power for debt and by Cleco for preferred stock with similar maturities.

#### Cleco

(THOUSANDS)	AT SEPTEMBER 30, 2010		AT DECEMBER 31, 2009	
	CARRYING VALUE	ESTIMATED FAIR VALUE	CARRYING VALUE	ESTIMATED FAIR VALUE
Financial instruments not marked-to-market				
Cash and cash equivalents	\$ 67,836	\$ 67,836	\$ 145,193	\$ 145,193
Restricted cash	\$ 41,340	\$ 41,340	\$ 56,451	\$ 56,451
Long-term debt, excluding debt issuance costs	\$ 1,213,007	\$ 1,358,582	\$ 1,319,540	\$ 1,353,479
Preferred stock not subject to mandatory redemption	\$ 1,029	\$ 792	\$ 1,029	\$ 874

#### Cleco Power

(THOUSANDS)	AT SEPTEMBER 30, 2010		AT DECEMBER 31, 2009	
	CARRYING VALUE	ESTIMATED FAIR VALUE	CARRYING VALUE	ESTIMATED FAIR VALUE
Financial instruments not marked-to-market				
Cash and cash equivalents	\$ 27,384	\$ 27,384	\$ 138,113	\$ 138,113
Restricted cash	\$ 41,243	\$ 41,243	\$ 56,354	\$ 56,354
Long-term debt, excluding debt issuance costs	\$ 1,213,007	\$ 1,358,582	\$ 1,224,540	\$ 1,258,479

At September 30, 2010, Cleco and Cleco Power were exposed to concentrations of credit risk through their short-term investments classified as cash equivalents and restricted cash. Cleco had \$104.1 million (\$62.8 million of cash and \$41.3 million of restricted cash) in short-term investments in institutional money market funds. If the money market funds failed to perform under the terms of the investment, Cleco would be exposed to a loss of the invested amounts. Cleco Power had \$64.2 million (\$23.0 million of cash and \$41.2 million of restricted cash) in short-term investments in institutional money market funds. If the money market funds failed to perform under the terms of the investments, Cleco Power would be exposed to a loss of the invested amounts. Collateral on these types of investments is not required by either Cleco or Cleco Power. In order to mitigate potential credit risk, Cleco and Cleco Power have established guidelines for short-term investments. Money market funds must have at least \$1.0 billion in assets under management; must have been in existence for not less than two years; must have portfolios not comprised of more than 50% of securities issued by foreign entities; and must be rated in the top two ratings categories by at least one nationally recognized rating agency. Commercial paper must be issued by a company with headquarters in the United States and rated not less than A1 by Standard & Poor's or P1 by Moody's. For split-rated issuers, the second rating must not be lower than either A2 or P2; the issuer's long-term debt must be rated not lower than A by Standard & Poor's or A2 by Moody's; and the issuer cannot be on negative credit watch. Investments in commercial paper rated A2 by Stan-

dard & Poor's or P2 by Moody's may be made if approved by the appropriate level of management.

Cleco Power was exposed to concentrations of credit risk through its energy marketing assets. At September 30, 2010, Cleco Power had energy marketing assets with a contractual value of \$40.6 million. These energy marketing assets represent open natural gas purchase positions, primarily financial hedge transactions. Cleco Power entered into these positions to mitigate the volatility of the cost of fuel purchased for utility generation and the risk associated with the fixed-price power that is being provided to a wholesale customer through December 2010. If the counterparties to these assets fail to perform under the terms of the investment, Cleco Power would have exposure of \$40.6 million. For information about credit risk management and how these risks are mitigated on energy marketing assets, see Note 1 — "Summary of Significant Accounting Policies — Risk Management."

#### Interest Rate Swap

In August 2009, Cleco Power entered into a \$50.0 million bank loan with variable interest, paid monthly, and calculated at 3.00% plus the one-month LIBOR. The loan matures on August 19, 2012. In order to mitigate the risk of future floating interest rates, Cleco Power entered into an interest rate swap in the third quarter of 2009. Based on the notional amount of the bank loan, the swap requires a monthly net settlement between Cleco Power's fixed payment of 1.84% and the swap counterparty's floating payment of the one-month LIBOR. The swap matures on May 31, 2012. Both the bank loan and the

swap were effective the same day and require monthly payments on the same day near the end of the month. From the inception of the loan to September 30, 2010, Cleco Power recognized net interest expense equal to an annual rate of 4.84% on the bank loan. Since both the bank loan and the swap require payments on the same day near the end of the month, the cash payments are materially close to the interest expense recognized.

The swap is considered a derivative and is carried on the balance sheet at its fair value. Its fair value is calculated by the present value of the fixed payments as compared to expected future LIBOR rates. Since future LIBOR rates are not available for each month until termination, quoted LIBOR rates from an active exchange for observable time periods were used to create a forward "LIBOR curve" for all months until termination. Because of the inputs and common techniques used to calculate fair value, the swap valuation is considered Level 2.

The swap meets the criteria of a cash flow hedge under the authoritative guidance as it relates to derivatives and hedging. Changes in the swap's fair value related to the ineffective portion are recognized in other comprehensive in-

come, whereas changes in the fair value related to the ineffective portion are recognized in earnings. As time passes and settlements are made, the swap's other comprehensive income fair values are reclassified into earnings as a component of interest expense. For the three and nine months ended September 30, 2010, there were \$0.2 million and \$0.6 million, respectively, of reclassification adjustments from other comprehensive income to interest expense, compared to \$0.1 million for the three and nine months ended September 30, 2009. There was no impact to earnings due to ineffectiveness for the three or nine months ended September 30, 2010.

### Fair Value Measurements and Disclosures

The authoritative guidance on fair value measurements requires entities to classify assets and liabilities measured at their fair value according to three different levels depending on the inputs used in determining fair value.

The tables below disclose for Cleco and Cleco Power the fair value of financial assets and liabilities measured on a recurring basis and within the scope of the authoritative guidance for fair value measurements and disclosures.

### Cleco

CLECO CONSOLIDATED FAIR VALUE MEASUREMENTS AT REPORTING DATE USING:									
(THOUSANDS)	AT SEPTEMBER 30, 2010	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	AT DECEMBER 31, 2009	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Asset Description									
Energy market derivatives	\$ 587	\$ -	\$ 587	\$ -	\$ 141	\$ -	\$ 141	\$ -	
Institutional money market funds	104,140	-	104,140	-	198,155	-	198,155	-	
Total	\$ 104,727	\$ -	\$ 104,727	\$ -	\$ 198,296	\$ -	\$ 198,296	\$ -	

CLECO CONSOLIDATED FAIR VALUE MEASUREMENTS AT REPORTING DATE USING:									
(THOUSANDS)	AT SEPTEMBER 30, 2010	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	AT DECEMBER 31, 2009	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Liability Description									
Energy market derivatives	\$ 20,970	\$ 5,358	\$ 15,612	\$ -	\$ 25,441	\$ 8,106	\$ 17,335	\$ -	
Interest rate swap	1,015	-	1,015	-	890	-	890	-	
Total	\$ 21,985	\$ 5,358	\$ 16,627	\$ -	\$ 26,331	\$ 8,106	\$ 18,225	\$ -	

### Cleco Power

CLECO POWER FAIR VALUE MEASUREMENTS AT REPORTING DATE USING:									
(THOUSANDS)	AT SEPTEMBER 30, 2010	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	AT DECEMBER 31, 2009	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Asset Description									
Energy market derivatives	\$ 587	\$ -	\$ 587	\$ -	\$ 141	\$ -	\$ 141	\$ -	
Institutional money market funds	64,244	-	64,244	-	191,155	-	191,155	-	
Total	\$ 64,831	\$ -	\$ 64,831	\$ -	\$ 191,296	\$ -	\$ 191,296	\$ -	

CLECO POWER FAIR VALUE MEASUREMENTS AT REPORTING DATE USING:																
	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)		SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)		SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)		QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)		SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)		SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)					
(THOUSANDS)	AT SEPTEMBER 30, 2010						AT DECEMBER 31, 2009									
Liability Description																
Energy market derivatives	\$	20,970	\$	5,358	\$	15,612	\$	-	\$	25,441	\$	8,106	\$	17,335	\$	-
Interest rate swap		1,015		-		1,015		-		890		-		890		-
Total	\$	21,985	\$	5,358	\$	16,627	\$	-	\$	26,331	\$	8,106	\$	18,225	\$	-

The derivative assets and liabilities are classified as either current or non-current depending on when the positions close. All energy market derivative current assets and current liabilities are reported as a net current risk management asset or liability. All energy market derivative non-current assets and non-current liabilities are reported net in other deferred charges or other deferred credits. Net presentation is appropriate due to the right of offset included in the master netting agreements. On the balance sheet, the net current and net non-current derivative positions are netted with the applicable margin deposits. At September 30, 2010, a net current risk management asset of \$0.6 million represented current deferred option premiums. At September 30, 2010, a net current risk management liability of \$11.6 million represented the current derivative positions of \$16.8 million reduced by current margin deposits of \$5.2 million. The non-current liability derivative positions of \$3.5 million reduced by non-current margin deposits of \$1.1 million were recorded in other deferred credits. The institutional money market funds were reported on the Cleco Consolidated balance sheet in cash and cash equivalents, current restricted cash, and non-current restricted cash in the amounts of \$62.8 million, \$15.5 million, and \$25.8 million, respectively. At Cleco Power, cash and cash equivalents, current restricted cash, and non-current restricted cash were \$23.0 million, \$15.5 million, and \$25.7 million, respectively, as of September 30, 2010.

Cleco utilizes different valuation techniques for fair value calculations. In order to measure the fair value for Level 1 assets and liabilities, Cleco obtains the closing price from published indices in active markets for the various instruments and multiplies this price by the appropriate number of instruments held. Level 2 fair values for assets and liabilities are determined by obtaining the closing price from published indices in active markets for instruments that are similar to Cleco's assets and liabilities. The fair value obtained is then discounted to the current period using a U.S. Treasury published interest rate as a proxy for a risk-free rate of return. For some options, Cleco uses the Black-Scholes model using observable and available inputs to calculate the fair value, consistent with the income approach. These techniques have been applied consistently from fiscal period to fiscal period. Level 3 fair values allow for situations in which there is little, if any, market activity for the asset or liability at the measurement date. Cleco had no Level 3 assets or liabilities at September 30, 2010, or December 31, 2009.

The assets and liabilities reported at fair value are grouped into classes based on the underlying nature and risks associated with the individual asset or liability. Level 1 of energy market derivative assets and liabilities consists of a single

class that includes natural gas futures with quoted prices on a liquid, national exchange. As the future price of natural gas is affected by market expectations, such as the supply of natural gas relative to demand, the fair value of Cleco's natural gas futures fluctuates.

Level 2 of energy market derivative assets and liabilities consists of two classes. The first class contains natural gas swaps which fluctuate in value as the underlying natural gas futures fair value changes, and as market interest rates change. Cleco records the natural gas swaps at the net present value. The second class consists of natural gas options. The fair value of natural gas options fluctuates with the volatility in the fair value of natural gas, the number of days until the options expire, the underlying natural gas futures price fluctuations, and market interest rates. Cleco records natural gas options at the net present value. Both of these energy market derivative classes also contain counterparty execution risk because the transactions are entered into with a direct counterparty and are not traded through an exchange.

The Level 2 institutional money market funds asset consists of a single class. In order to capture interest income and minimize risk, cash is invested in money market funds that invest primarily in short-term securities issued by the U.S. Treasury in order to maintain liquidity and achieve the goal of a net asset value of a dollar. The risks associated with this class are counterparty risk of the fund manager and risk of price volatility associated with the underlying securities of the fund.

The Level 2 interest rate swap liability consists of a single class that only contains one instrument. The risks consist of monthly changes in the LIBOR, changes in the risk free rate of return and counterparty risk. This instrument is with a direct counterparty and is not traded through an exchange.

Cleco has a policy that transfers between Levels 1, 2, and 3 are recognized at the end of a reporting period. During the nine months ended September 30, 2010 and the year ended December 31, 2009, Cleco did not experience any transfers between levels.

### Derivatives and Hedging

The authoritative guidance on derivatives and hedging requires entities to provide transparency disclosures about a company's derivative activities and how the related hedged items affect a company's financial position, financial performance, and cash flows. Cleco is required to provide qualitative disclosures about derivative fair value, gains and losses, and credit-risk-related contingent features in derivative agreements.

The following table presents the fair values of derivative instruments and their respective line items as recorded on Cleco Corporation and Cleco Power's Condensed Consolidated Balance Sheets as of September 30, 2010 and December 31, 2009:

		DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS	
		LIABILITY DERIVATIVES	
(THOUSANDS)	FAIR VALUE	BALANCE SHEET LINE ITEM	AT SEPTEMBER 30, 2010 AT DECEMBER 31, 2009
Commodity contracts			
Economic hedges:			
Current	Risk management liability, net	\$	(217) \$ (405)
Fuel cost hedges:			
Current	Risk management liability, net	(16,618)	(22,502)
Long-term	Other deferred credits	(3,548)	(2,394)
Total		\$	(20,383) \$ (25,301)

The following table presents the effect of derivatives not designated as hedging instruments on Cleco Corporation and Cleco Power's Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2010 and 2009:

		FOR THE THREE MONTHS ENDED		FOR THE NINE MONTHS ENDED	
		SEPTEMBER 30, 2010	SEPTEMBER 30, 2009	SEPTEMBER 30, 2010	SEPTEMBER 30, 2009
(THOUSANDS)	LOSS IN INCOME OF DERIVATIVES LINE ITEM	AMOUNT OF LOSS RECOGNIZED IN INCOME ON DERIVATIVES	AMOUNT OF LOSS RECOGNIZED IN INCOME ON DERIVATIVES	AMOUNT OF LOSS RECOGNIZED IN INCOME ON DERIVATIVES	AMOUNT OF LOSS RECOGNIZED IN INCOME ON DERIVATIVES
Commodity contracts					
Economic hedges	Other operations revenue	\$ (157) <sup>(1)</sup>	\$ (37) <sup>(1)</sup>	\$ (648) <sup>(2)</sup>	\$ (1,549) <sup>(2)</sup>
Fuel cost hedges <sup>(3)</sup>	Fuel used for electric generation	(10,182)	(28,271)	(32,397)	(74,632)
Total		\$ (10,339)	\$ (28,308)	\$ (33,045)	\$ (76,181)

<sup>(1)</sup>For the three months ended September 30, 2010 and 2009, Cleco recognized \$0.2 million and \$0.5 million of mark-to-market gains, respectively, related to economic hedges.

<sup>(2)</sup>For the nine months ended September 30, 2010, Cleco recognized \$0.2 million of mark-to-market gains compared to \$0.1 million of mark-to-market losses for the same period in 2009, related to economic hedges.

<sup>(3)</sup>In accordance with the authoritative guidance for regulated operations, an additional \$20.2 million of unrealized losses and \$1.7 million of deferred losses associated with fuel cost hedges are reported in Accumulated Deferred Fuel on the balance sheet as of September 30, 2010, compared to \$29.6 million of unrealized losses and \$6.4 million of deferred losses associated with fuel cost hedges as of September 30, 2009. As gains and losses are realized in future periods, they will be recorded as Fuel Used for Electric Generation on the Income Statement.

At September 30, 2010, Cleco had 10.5 million MMBtus hedged for natural gas fuel costs, which is approximately 20% of the estimated natural gas requirements for a two-year period. Cleco had less than 0.1 million MMBtus hedged through 2010, resulting from economic hedges, which is approximately 100% of the estimated daily peak-hour sales to a wholesale customer.

The following table presents the fair values of derivatives designated as hedging instruments and their respective line item as recorded on Cleco Corporation and Cleco Power's Condensed Consolidated Balance Sheets as of September 30, 2010 and December 31, 2009:

		DERIVATIVES DESIGNATED AS HEDGING INSTRUMENTS	
		LIABILITY DERIVATIVES	
(THOUSANDS)	FAIR VALUE	BALANCE SHEET LINE ITEM	AT SEPTEMBER 30, 2010 AT DECEMBER 31, 2009
Interest rate swap			
Cash flow hedges:			
Current	Other current liabilities	\$	(663) \$ 638
Long-term	Other deferred credits	(352)	252
Total		\$	(1,015) \$ 890

The following table presents the effect of derivatives designated as hedging instruments on Cleco Corporation and Cleco Power's Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2010 and 2009:

		FOR THE THREE MONTHS ENDED		FOR THREE MONTHS ENDED	
		SEPTEMBER 30, 2010	SEPTEMBER 30, 2009	SEPTEMBER 30, 2010	SEPTEMBER 30, 2009
(THOUSANDS)	AMOUNT OF LOSS RECOGNIZED IN OCI	AMOUNT OF (LOSS) GAIN RECLASSIFIED FROM ACCUMULATED OCI INTO INCOME (EFFECTIVE PORTION)	AMOUNT OF LOSS RECOGNIZED IN OCI	AMOUNT OF (LOSS) GAIN RECLASSIFIED FROM ACCUMULATED OCI INTO INCOME (EFFECTIVE PORTION)	AMOUNT OF LOSS RECOGNIZED IN OCI
Interest rate swap	\$ (376)	\$ (194)*	\$ (925)	\$ 94*	
Treasury rate lock	\$ -	\$ 41 *	\$ -	\$ -	

\* The (loss) gain reclassified from accumulated OCI into income (effective portion) is reflected in interest charges.



	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010		FOR NINE MONTHS ENDED SEPTEMBER 30, 2009	
	AMOUNT OF LOSS RECOGNIZED IN OCI	AMOUNT OF LOSS RECLASSIFIED FROM ACCUMULATED OCI INTO INCOME (EFFECTIVE PORTION)	AMOUNT OF LOSS RECOGNIZED IN OCI	AMOUNT OF GAIN RECLASSIFIED FROM ACCUMULATED OCI INTO INCOME (EFFECTIVE PORTION)
(THOUSANDS)				
Interest rate swap	\$ (717)	\$ (592)*	\$ (925)	\$ 94*
Treasury rate lock	\$ -	\$ (125)*	\$ -	\$ -

\* The (loss) gain reclassified from accumulated OCI into income (effective portion) is reflected in interest charges.

At September 30, 2010, Cleco Power expected \$0.2 million of the effective portion of the treasury rate lock cash flow hedge to be reclassified from accumulated other comprehensive income to a reduction in interest charges over the next twelve months. The short-term liability associated with the mark-to-market of the interest rate swap is \$0.6 million and is expected to be reclassified as an increase to interest charges over the next twelve months. This amount may change based on the market value of the interest rate swap over the next year.

## Note 5 — Debt

### Short-term Debt

At September 30, 2010, Cleco had \$150.0 million of short-term debt outstanding, compared to none at December 31, 2009. The short-term debt outstanding was a one-year bank term loan Cleco Corporation entered into in February 2010. The bank term loan has an interest rate of one-month LIBOR plus 2.75% and matures in February 2011. At September 30, 2010, the interest rate on the term loan was 3.01%.

Cleco Power had no short-term debt outstanding at September 30, 2010, or December 31, 2009.

### Long-term Debt

At September 30, 2010, Cleco's long-term debt outstanding was \$1.2 billion, of which \$36.4 million was due within one year, compared to \$1.3 billion outstanding at December 31, 2009, which included \$11.5 million due within one year. The long-term debt due within one year at September 30, 2010, represents \$12.2 million of principal payments for the Cleco Katrina/Rita storm recovery bonds scheduled to be paid in the next twelve months and \$24.2 million of 6.125% Insured Quarterly Notes that were redeemed prior to maturity at par on October 20, 2010. In September 2010, Cleco Power issued the notice of redemption and as part of the redemption of all of the outstanding notes, Cleco Power paid \$0.2 million of accrued interest on the redeemed notes. For Cleco, long-term debt decreased \$107.5 million primarily due to a \$95.0 million decrease in Cleco's credit facility draws and \$11.5 million scheduled Cleco Katrina/Rita storm recovery bond principal payments made in March and September 2010.

At September 30, 2010, Cleco Power's long-term debt outstanding was \$1.2 billion, of which \$36.4 million was due within one year, compared to \$1.2 billion outstanding at December 31, 2009, which included \$11.5 million due within one year. The long-term debt due within one year at September 30, 2010, represents \$12.2 million of principal payments for the Cleco Katrina/Rita storm recovery bonds scheduled to be

paid in the next twelve months and \$24.2 million of 6.125% Insured Quarterly Notes that were redeemed prior to maturity at par on October 20, 2010. In September 2010, Cleco Power issued the notice of redemption and as part of the redemption of all of the outstanding notes, Cleco Power paid \$0.2 million of accrued interest on the redeemed notes. For Cleco Power, long-term debt decreased \$12.5 million primarily due to \$11.5 million scheduled Cleco Katrina/Rita storm recovery bond principal payments made in March and September 2010.

## Note 6 — Pension Plan and Employee Benefits

### Pension Plan and Other Benefits Plan

Most employees hired before August 1, 2007 are covered by a non-contributory, defined benefit pension plan. Benefits under the plan reflect an employee's years of service, age at retirement, and highest total average compensation for any consecutive five calendar years during the last 10 years of employment with Cleco Corporation. Cleco Corporation's policy is to base its contributions to the employee pension plan upon actuarial computations utilizing the projected unit credit method, subject to the IRS's full funding limitation. During the first nine months of 2010, Cleco made \$5.0 million of discretionary contributions to the pension plan for the 2009 plan year. Additional discretionary contributions may be made during 2010; however, the decision to make any additional contributions and the amount, if any, has not been determined. Cleco Power expects to be required to make approximately \$63.5 million, including \$11.3 million for the 2011 plan year, in additional contributions to the pension plan over the next five years. The required contributions are driven by liability funding target percentages set by law which could cause the required contributions to be uneven among the years. The ultimate amount and timing of the contributions may be affected by changes in the discount rate, changes in the funding regulations, and actual returns on fund assets. Cleco Power is considered the plan sponsor, and Support Group is considered the plan administrator.

Cleco Corporation's retirees and their dependents are eligible to receive medical, dental, vision, and life insurance benefits (other benefits). Cleco Corporation recognizes the expected cost of these other benefits during the periods in which the benefits are earned.

The components of net periodic pension and other benefit costs for the three and nine months ended September 30, 2010, and 2009, are as follows:

	PENSION BENEFITS		OTHER BENEFITS	
	FOR THE THREE MONTHS ENDED SEPTEMBER 30,			
(THOUSANDS)	2010	2009	2010	2009
Components of periodic benefit costs				
Service cost	\$ 1,863	\$ 1,798	\$ 383	\$ 355
Interest cost	4,286	4,150	499	614
Expected return on plan assets	(5,057)	(4,450)	-	-
Transition obligation	-	-	5	5
Prior period service cost	(18)	(18)	(505)	(516)
Net loss	789	450	250	209
Net periodic benefit cost	\$ 1,863	\$ 1,930	\$ 632	\$ 667

	PENSION BENEFITS		OTHER BENEFITS	
	FOR THE NINE MONTHS ENDED SEPTEMBER 30,			
(THOUSANDS)	2010	2009	2010	2009
Components of periodic benefit costs				
Service cost	\$ 5,588	\$ 5,257	\$ 1,149	\$ 1,060
Interest cost	12,859	12,340	1,498	1,605
Expected return on plan assets	(15,171)	(14,597)	-	-
Transition obligation	-	-	15	15
Prior period service cost	(54)	(54)	(1,516)	(1,548)
Net loss	2,367	1,448	751	672
Net periodic benefit cost	\$ 5,589	\$ 4,394	\$ 1,897	\$ 1,804

Since Cleco Power is the pension plan sponsor and the related trust holds the assets, the net unfunded status of the pension plan is reflected at Cleco Power. The liability of Cleco Corporation's other subsidiaries is transferred, with a like amount of assets, to Cleco Power monthly. The expense of the pension plan related to Cleco Corporation's other subsidiaries for both three-month periods ended September 30, 2010 and 2009, was \$0.5 million. The expense of the pension plan related to Cleco Corporation's other subsidiaries for both nine-month periods ended September 30, 2010 and 2009, was \$1.4 million.

Cleco Corporation is the plan sponsor for the other benefit plans. There are no assets set aside in a trust, and the liabilities are reported on the individual subsidiaries' financial statements. The expense related to other benefits reflected in Cleco Power's Condensed Consolidated Statements of Income for the three- and nine-month periods ended September 30, 2010, was \$0.5 million and \$1.6 million, respectively, compared to \$0.6 million and \$1.5 million for the same periods in 2009. In January 2010, Cleco received a \$0.2 million Medicare Part D reimbursement.

In March 2010, the President signed the PPACA, a comprehensive health care law. While the provisions of the PPACA are not effective immediately, the provisions could increase the Registrants' retiree medical unfunded liability and related expenses before the effective date. Management has made a preliminary estimate of the impact to the unfunded liability and has determined that any impact will not be material to the overall financial statements; therefore, disclosure of an interim measurement is not required. Management will continue to monitor this law and its possible impact on the Registrants.

In June 2010, the President signed into law a defined benefit pension funding relief bill. If the Registrants elect to take advantage of the funding relief, required pension contributions would be deferred for at least two years. After the deferral period, required pension contributions would sharply increase. A company electing to take the funding relief would be required to make contributions to the pension plan during the deferral period if it pays excess employee compensation, declares extraordinary dividends or redeems company stock above certain thresholds. Currently, management does not intend to elect to take the funding relief.

## SERP

Certain Cleco executive officers are covered by the SERP. The SERP is a non-qualified, non-contributory, defined benefit pension plan. Benefits under the plan reflect an employee's years of service, age at retirement, and the sum of the highest base salary paid out of the last five calendar years and the average of the three highest bonuses paid during the 60 months prior to retirement, reduced by benefits received from any other defined benefit pension plan, SERP Plan or Cleco contributions under the enhanced 401(k) Plan to the extent such contributions exceed the limits of the 401(k) Plan. Cleco Corporation does not fund the SERP liability, but instead pays for current benefits out of the general funds available. Cleco Power has formed a Rabbi Trust designated as the beneficiary for life insurance policies issued on the SERP participants. Proceeds from the life insurance policies are expected to be used to pay the SERP participants' life insurance benefits, as well as future SERP payments. However, since the SERP is a non-qualified plan, the assets of the trust could be used to satisfy general creditors of Cleco Power in the event of insolvency. All SERP benefits are paid out of the general cash available of the respective companies from which the officer retired. No contributions to the SERP were made during the nine months ended September 30, 2010, and 2009. Cleco Power is considered the plan sponsor, and Support Group is considered the plan administrator.

The components of the net SERP cost are as follows:

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Components of periodic benefit costs				
Service cost	\$ 453	\$ 456	\$ 1,148	\$ 1,206
Interest cost	541	111	1,591	1,511
Prior period service cost	13	13	40	40
Net loss	253	76	695	583
Net periodic benefit cost	\$ 1,260	\$ 656	\$ 3,474	\$ 3,340

The SERP liabilities are reported on the individual subsidiaries' financial statements. The expense related to the SERP reflected on Cleco Power's Condensed Consolidated Statements of Income was \$0.4 million and \$0.9 million for the three and nine months ended September 30, 2010, respectively,

compared to \$0.1 million and \$0.8 million for the same periods in 2009.

#### 401(k) Plan

Most employees are eligible to participate in the 401(k) Plan. Since January 2008, Cleco Corporation has made matching contributions and funded dividend reinvestments with cash.

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
401(k) Plan expense	\$ 925	\$ 903	\$ 2,784	\$ 2,853

Cleco Power is the plan sponsor for the 401(k) Plan. The expense of the 401(k) Plan related to Cleco Corporation's other subsidiaries for the three and nine months ended September 30, 2010, was \$0.2 million and \$0.6 million, respectively, compared to \$0.2 million and \$0.8 million for the same periods in 2009.

#### Note 7 — Income Taxes

The following table summarizes the effective income tax rates for Cleco Corporation and Cleco Power for the three- and nine-month periods ended September 30, 2010, and 2009.

	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Cleco Corporation	37.8%	7.7%	35.2%	12.4%
Cleco Power	33.7%	2.9%	32.1%	13.6%

#### Effective Tax Rates

For the three months ended September 30, 2010, the effective income tax rates for Cleco Corporation and Cleco Power are different than the federal statutory rate due to permanent tax deductions and state tax expense.

For the nine months ended September 30, 2010, the effective income tax rate for Cleco Power is different than the federal statutory rate due to permanent tax deductions and the flow-through of tax benefits associated with AFUDC equity.

For the three and nine months ended September 30, 2009, the effective income tax rates for Cleco Corporation and Cleco Power were different than the federal statutory rate primarily due to the flow-through of tax benefits associated with AFUDC equity.

In the second quarter of 2010, Cleco Power recorded a \$1.1 million valuation allowance on the deferred tax asset for a capital loss carryforward that will expire in 2011.

The total amount of interest associated with uncertain tax positions at September 30, 2010 and December 31, 2009, recognized on Cleco Corporation's Condensed Consolidated Balance Sheets was \$47.0 million and \$40.5 million, respectively. The total amount of interest associated with uncertain tax positions at September 30, 2010 and December 31, 2009 recognized on Cleco Power's Condensed Consolidated Balance Sheets was \$19.5 million and \$22.2 million, respectively.

#### Uncertain Tax Positions

The total amount of interest related to uncertain tax positions for the nine months ended September 30, 2010 and 2009, recognized on Cleco Corporation's Condensed Consolidated Statements of Income was \$4.4 million of interest expense and \$2.0 million reversal of interest expense, respectively. The total amount of interest related to uncertain tax positions for the three months ended September 30, 2010 and 2009, recognized on Cleco Corporation's Condensed Consolidated Statements of Income was \$2.0 million of interest expense and \$2.9 million reversal of interest expense, respectively.

The total amount of reversal of interest expense related to uncertain tax positions for the nine months ended September 30, 2010 and 2009, recognized on Cleco Power's Condensed Consolidated Statements of Income was \$4.7 million and \$1.5 million, respectively. The total amount of interest related to uncertain tax positions for the three months ended September 30, 2010 and 2009, recognized on Cleco Power's Condensed Consolidated Statements of Income was \$5.6 million reversal of interest expense and \$0.1 million of interest expense, respectively.

Cleco's liability for unrecognized tax benefits at September 30, 2010 compared to December 31, 2009, decreased \$15.1 million due to settlements with taxing authorities and \$5.0 million due to tax positions for the current period. Cleco's liability for unrecognized tax benefits increased \$10.4 million due to tax positions for prior periods.

Cleco Power's liability for unrecognized tax benefits at September 30, 2010 compared to December 31, 2009, decreased \$15.1 million due to settlements with taxing authorities and \$2.5 million due to tax positions for the current period. Cleco Power's liability for unrecognized tax benefits increased \$9.4 million due to tax positions for prior periods.

Cleco is currently under federal and state tax audits for years 2001 through 2009. It is reasonably possible that the balance of unrecognized tax benefits could decrease by a maximum of \$85.4 million in the next twelve months as a result of reaching a settlement with the taxing authorities. A potential change would not have a material impact on the Registrants' respective annual effective tax rate.

#### Other

Under the Internal Revenue Code, the transfer of the assets from Acadia to Cleco Power was considered a non-taxable redemption of a partnership interest and a non-taxable contribution of assets. There was no current tax liability incurred as a result of this transaction. A deferred tax expense and corresponding liability were recognized on the book gain arising from the transaction. The deferred tax liability representing the difference between the book carrying value of the Acadia assets and the carryover tax basis in the assets was recognized by Cleco Power. For additional information on the Acadia Unit 1 transaction, see Note 14 — "Acadia Unit 1 Transaction."

## Note 8 — Disclosures about Segments

Cleco's reportable segments are based on its method of internal reporting, which disaggregates business units by first-tier subsidiary. Cleco's reportable segments are Cleco Power and Midstream. The reconciling items in the following tables consist of the holding company, a shared services subsidiary, two transmission interconnection facilities, and an investment subsidiary.

Each reportable segment engages in business activities from which it earns revenue and incurs expenses. Segment managers report periodically to Cleco's Chief Executive Officer (the chief operating decision-maker) with discrete financial information and, at least quarterly, present discrete financial information to Cleco Corporation's Board of Directors. Each reportable segment prepared budgets for 2010 that were presented to and approved by Cleco Corporation's Board of Directors.

The financial results of Cleco's segments are presented on an accrual basis. Management evaluates the performance of

its segments and allocates resources to them based on segment profit and the requirements to implement new strategic initiatives and projects to meet current business objectives. Material intercompany transactions occur on a regular basis. These intercompany transactions relate primarily to joint and common administrative support services provided by Support Group.

In accordance with authoritative guidance, Cleco was required to reconsolidate Evangeline with its condensed consolidated financial statements and discontinue reporting its investment in Evangeline on the equity method of accounting. As a result, effective January 1, 2010, the assets and liabilities of Evangeline are no longer represented by one line item corresponding to Midstream's equity investment in Evangeline but instead are being reported in the corresponding line items in the consolidated financial statements of Midstream. Effective January 1, 2010, Evangeline's revenues and expenses are being reported on several line items, as compared to previously being netted and reported on one line item as equity income from investees on Midstream.

**SEGMENT INFORMATION FOR THE THREE MONTHS ENDED SEPTEMBER 30,**

2010 (THOUSANDS)	CLECO POWER	MIDSTREAM	RECONCILING ITEMS	ELIMINATIONS	CONSOLIDATED
Revenue					
Electric operations	\$ 325,629	\$ -	\$ -	\$ -	\$ 325,629
Tolling operations	-	11,153	-	-	11,153
Other operations	12,819	1	488	(3)	13,305
Electric customer credits	(6,314)	-	-	-	(6,314)
Affiliate revenue	-	5	113	1	119
Intercompany revenue	343	-	11,177	(11,520)	-
Operating revenue, net	\$ 332,477	\$ 11,159	\$ 11,778	\$ (11,522)	\$ 343,892
Depreciation	\$ 27,133	\$ 1,446	\$ 268	\$ -	\$ 28,847
Interest charges	\$ 16,044	\$ 1,109	\$ 7,949	\$ (34)	\$ 25,068
Interest income	\$ 117	\$ -	\$ 44	\$ (33)	\$ 128
Equity income from investees	\$ -	\$ 2,494	\$ -	\$ -	\$ 2,494
Federal and state income tax expense (benefit)	\$ 26,568	\$ 2,758	\$ 830	\$ (1)	\$ 30,155
Segment profit (loss) <sup>(1)</sup>	\$ 52,335	\$ 5,156	\$ (7,879)	\$ -	\$ 49,612
Additions to long-lived assets	\$ 35,308	\$ 454	\$ 441	\$ -	\$ 36,203
Equity investment in investees	\$ 13,073	\$ 74,011	\$ 11	\$ -	\$ 87,095
Total segment assets	\$3,613,032	\$ 288,956	\$ 363,605	\$ (302,053)	\$ 3,963,540

<sup>(1)</sup> Reconciliation of segment profit to consolidated profit:

Segment profit	\$ 49,612
Unallocated items:	
Preferred dividends	
requirements, net of tax	12
Net income applicable to common stock	\$ 49,600

2009 (THOUSANDS)	CLECO POWER	MIDSTREAM	RECONCILING ITEMS	ELIMINATIONS	CONSOLIDATED
Revenue					
Electric operations	\$ 228,952	\$ -	\$ -	\$ -	\$ 228,952
Other operations	9,834	-	27	(2)	9,859
Affiliate revenue	6	2,087	596	-	2,689
Intercompany revenue	343	-	11,372	(11,715)	-
Operating revenue	\$ 239,135	\$ 2,087	\$ 11,995	\$ (11,717)	\$ 241,500
Depreciation	\$ 19,310	\$ 44	\$ 266	\$ -	\$ 19,620
Interest charges	\$ 13,645	\$ 1,396	\$ (2,895)	\$ (1,308)	\$ 10,838
Interest income	\$ 341	\$ -	\$ 1,336	\$ (1,308)	\$ 369
Equity income from investees	\$ -	\$ 15,108	\$ 479	\$ -	\$ 15,587
Federal and state income tax expense (benefit)	\$ 1,316	\$ 4,923	\$ (1,256)	\$ -	\$ 4,983
Segment profit <sup>(1)</sup>	\$ 43,552	\$ 8,412	\$ 7,891	\$ -	\$ 59,855
Additions to long-lived assets	\$ 61,837	\$ 3	\$ (182)	\$ -	\$ 61,658
Equity investment in investees <sup>(2)</sup>	\$ 12,873	\$ 223,652	\$ 15,093	\$ (1)	\$ 251,617
Total segment assets <sup>(2)</sup>	\$ 3,363,962	\$ 270,713	\$ 383,058	\$ (322,886)	\$ 3,694,847

<sup>(1)</sup> Reconciliation of segment profit to consolidated profit:

Segment profit	\$ 59,855
Unallocated items:	
Preferred dividends	
requirements, net of tax	12
Net income applicable to common stock	\$ 59,843

<sup>(2)</sup> Balances as of December 31, 2009

**SEGMENT INFORMATION FOR THE NINE MONTHS ENDED SEPTEMBER 30,**

2010 (THOUSANDS)	CLECO POWER	MIDSTREAM	RECONCILING ITEMS	ELIMINATIONS	CONSOLIDATED
Revenue					
Electric operations	\$ 839,528	\$ -	\$ -	\$ -	\$ 839,528
Tolling operations	-	23,016	-	-	23,016
Other operations	32,959	2	1,470	(6)	34,425
Electric customer credits	(6,314)	-	-	-	(6,314)
Affiliate revenue	-	924	502	-	1,426
Intercompany revenue	1,029	-	34,281	(35,310)	-
Operating revenue, net	\$ 867,202	\$ 23,942	\$ 36,253	\$ (35,316)	\$ 892,081
Depreciation	\$ 77,941	\$ 4,334	\$ 624	\$ -	\$ 82,899
Interest charges	\$ 57,104	\$ 5,972	\$ 9,575	\$ (631)	\$ 72,020
Interest income	\$ 351	\$ -	\$ 649	\$ (631)	\$ 369
Equity income from investees	\$ -	\$ 39,211	\$ 1	\$ -	\$ 39,212
Gain on toll settlement	\$ -	\$ 148,402	\$ -	\$ -	\$ 148,402
Federal and state income tax expense (benefit)	\$ 58,299	\$ 72,905	\$ (3,793)	\$ -	\$ 127,411
Segment profit (loss) <sup>(1)</sup>	\$ 123,584	\$ 117,176	\$ (5,992)	\$ -	\$ 234,768
Additions to long-lived assets	\$ 397,301	\$ 1,576	\$ 1,181	\$ -	\$ 400,058
Equity investment in investees	\$ 13,073	\$ 74,011	\$ 11	\$ -	\$ 87,095
Total segment assets	\$ 3,613,032	\$ 288,956	\$ 363,605	\$ (302,053)	\$ 3,963,540
<sup>(1)</sup> Reconciliation of segment profit to consolidated profit:			Segment profit	\$ 234,768	
			Unallocated items:		
			Preferred dividends requirements, net of tax	35	
			Net income applicable to common stock	\$ 234,733	

2009 (THOUSANDS)	CLECO POWER	MIDSTREAM	RECONCILING ITEMS	ELIMINATIONS	CONSOLIDATED
Revenue					
Electric operations	\$ 627,469	\$ -	\$ -	\$ -	\$ 627,469
Other operations	25,609	1	78	(8)	25,680
Affiliate revenue	17	6,627	1,869	-	8,513
Intercompany revenue	1,029	-	31,987	(33,016)	-
Operating revenue	\$ 654,124	\$ 6,628	\$ 33,934	\$ (33,024)	\$ 661,662
Depreciation	\$ 57,339	\$ 132	\$ 762	\$ -	\$ 58,233
Interest charges	\$ 40,286	\$ 6,034	\$ (2,692)	\$ (3,958)	\$ 39,670
Interest income	\$ 999	\$ -	\$ 4,010	\$ (3,958)	\$ 1,051
Equity (loss) income from investees	\$ -	\$ (782)	\$ 1,492	\$ -	\$ 710
Federal and state income tax expense (benefit)	\$ 14,033	\$ (3,469)	\$ 2,694	\$ -	\$ 13,258
Segment profit (loss) <sup>(1)</sup>	\$ 88,776	\$ (4,997)	\$ 9,751	\$ -	\$ 93,530
Additions to long-lived assets	\$ 183,248	\$ 54	\$ 194	\$ -	\$ 183,496
Equity investment in investees <sup>(2)</sup>	\$ 12,873	\$ 223,652	\$ 15,093	\$ (1)	\$ 251,617
Total segment assets <sup>(2)</sup>	\$ 3,363,962	\$ 270,713	\$ 383,058	\$ (322,886)	\$ 3,694,847
<sup>(1)</sup> Reconciliation of segment profit to consolidated profit:			Segment profit	\$ 93,530	
			Unallocated items:		
			Preferred dividends requirements, net of tax	35	
			Net income applicable to common stock	\$ 93,495	

**Note 9 — Variable Interest Entities**

Cleco reports its investments in VIEs in accordance with the authoritative accounting guidance. Cleco Corporation and Cleco Power report the investment in Oxbow on the equity method of accounting. Cleco Corporation reports the investment in Cajun on the equity method of accounting. Under the equity method, the assets and liabilities of these entities are reported as equity investment in investees on Cleco Corporation's and Cleco Power's Condensed Consolidated Balance Sheets. The revenue and expenses (excluding income taxes) of these entities are netted and reported as equity income or loss from investees on Cleco Corporation's and Cleco Power's Condensed Consolidated Statements of Income.

Prior to January 1, 2010, Cleco also reported its investment in Evangeline and certain other subsidiaries on the equity method of accounting. In compliance with recent authoritative accounting guidance, Cleco prospectively reconsolidated these subsidiaries on January 1, 2010. Beginning January 1, 2010, Evangeline's and certain other subsidiaries' assets, liabilities, revenues, expenses, and cash flows are prospectively presented on the corresponding line items of Cleco's financial statements.

**Consolidated VIEs****Evangeline**

Based on an analysis using authoritative accounting guidance regarding consolidations in effect prior to January 1, 2010, Cleco determined it was not the primary beneficiary of Evangeline and used the equity method to account for its investment in the prior periods. Upon implementation of amended authoritative guidance regarding consolidations effective January 1, 2010, Cleco determined it was the primary beneficiary and began to prospectively consolidate Evangeline. Cleco's determination was primarily based on Cleco's ability to control Evangeline's significant activities. Cleco recognized no gain or loss upon the consolidation of Evangeline.

Neither Evangeline's creditors nor JPMVEC, a beneficial interest holder under the Evangeline 2010 Tolling Agreement, have recourse to Cleco's general credit and there are no terms of agreement that could require Cleco to provide financial support to Evangeline.

The following tables contain summarized financial information for Evangeline.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Current assets	\$ 5,442	\$ 17,221
Accounts receivable - affiliate	-	3,518
Property, plant and equipment, net	180,665	183,208
Other assets	-	47,915
Total assets	\$ 186,107	\$ 251,862
Current liabilities	\$ 2,648	\$ 16,383
Accounts payable - affiliate	57,208	11,396
Long-term debt, net	-	153,564
Other liabilities	58,814	80,957
Member's equity (deficit)	67,437	(10,438)
Total liabilities and member's equity	\$ 186,107	\$ 251,862

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Operating revenue	\$ 11,154	\$ 25,753	\$ 23,018	\$ 48,989
Operating expenses	4,748	4,589	11,412	20,313
Depreciation	1,404	1,396	4,203	4,136
Gain on toll settlement	-	-	148,402	-
Interest charges	996	3,981	5,115	12,424
Other (expense) income	(3)	21	(6)	(1,310)
Income before taxes	\$ 4,003	\$ 15,808	\$ 150,684	\$ 10,806

Cleco Corporation had posted a \$15.0 million letter of credit on behalf of the Evangeline Tolling Agreement counterparty. The letter of credit could be drawn in the event Evangeline defaulted on the tolling agreement. In conjunction with the termination of the Evangeline Tolling Agreement in February 2010, this letter of credit is no longer outstanding.

The changes in current assets, other assets, current liabilities, accounts payable – affiliate, long-term debt, other liabilities, and member's equity for the nine months ended September 30, 2010, were primarily due to the effect of the termination of the Evangeline Tolling Agreement and extinguishment of debt. For more information regarding the

Evangeline transaction, see Note 13 — “Evangeline Transactions.”

Evangeline had no restricted cash at September 30, 2010. Evangeline's restricted cash at December 31, 2009, was \$30.1 million. This cash was restricted under Evangeline's Senior Secured bond indenture. As part of the termination of the Evangeline Tolling Agreement, the bonds were retired and the restriction on the cash was released.

Evangeline recorded income tax expense of \$1.9 million and \$58.3 million for the three and nine months ended September 30, 2010, respectively, compared to \$6.3 million and \$4.4 million for the three and nine months ended September 30, 2009, respectively. The \$53.9 million increase in tax expense in the first nine months of 2010 compared to the first nine months of 2009 is primarily due to the gain on the toll settlement.

**Other Subsidiaries 100% owned by Cleco Corporation**

The information for Perryville and Attala is aggregated because their method of operation, size, and risk are materially similar. Both entities own transmission assets, provide transmission services to one customer under a long-term contract at a FERC-approved cost of service rate, and are capitalized with 100% equity.

Based on an analysis using authoritative guidance regarding consolidations in effect prior to January 1, 2010, Cleco determined it was not the primary beneficiary of these entities and used the equity method to account for its investment in the prior periods. Upon implementation of amended authoritative guidance regarding consolidations effective January 1, 2010, Cleco determined it was the primary beneficiary and began to prospectively consolidate these two entities. Cleco's determination was primarily based on Cleco's ability to control Perryville and Attala's significant activities. Cleco recognized no gain or loss upon the consolidation of Perryville and Attala.

Perryville and Attala's creditors do not have recourse to Cleco's general credit, and there are no terms of agreement that could require Cleco to provide financial support to Perryville and Attala.

The following tables contain summarized financial information for Perryville and Attala.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Current assets	\$ 902	\$ 1,196
Accounts receivable - affiliate	897	1,003
Other assets	13,865	13,999
Total assets	\$ 15,664	\$ 16,198
Current liabilities	\$ 105	\$ 6
Accounts payable - affiliate	-	205
Other liabilities	1,815	1,510
Member's equity	13,744	14,477
Total liabilities and member's equity	\$ 15,664	\$ 16,198

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009	2010	2009
Operating revenue	\$ 483	\$ 488	\$ 1,458	\$ 1,471
Operating expense	50	57	253	451
Interest income	23	39	69	463
Income before taxes	\$ 456	\$ 470	\$ 1,274	\$ 1,483

The transmission assets utilized by Perryville and Attala are accounted for as direct financing leases and are included in other assets in the summarized financial information above.

Perryville and Attala recorded income tax expense of \$0.3 million and \$0.6 million for the three and nine months ended September 30, 2010, respectively, compared to \$0.2 million and \$0.6 million for the three and nine months ended September 30, 2009, respectively.

### Equity Method VIEs

Equity investment in investees at September 30, 2010, represents primarily Midstream's \$74.0 million investment in Cajun, owned 50% by APH and 50% by third parties. Equity investment in investees also represents a \$13.1 million investment in Oxbow, owned 50% by Cleco Power and 50% by SWEPCO. Equity investments which are less than 100% owned by Cleco Innovations LLC represent less than \$0.1 million of the total balance.

The following tables present the equity income (loss) from each investment accounted for using the equity method. For additional information regarding the balances for Cleco's equity investments in Evangeline and certain other subsidiaries, see "Consolidated VIEs" above.

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Cajun/Acadia	\$ 2,494	\$ (700)
Evangeline	-	15,808
Subsidiaries 100% owned by Cleco Corporation	-	470
Subsidiaries less than 100% owned by Cleco Innovations	-	9
Total equity income	\$ 2,494	\$ 15,587

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Cajun/Acadia	\$ 39,211	\$ (11,588)
Evangeline	-	10,806
Subsidiaries 100% owned by Cleco Corporation	-	1,483
Subsidiaries less than 100% owned by Cleco Innovations	1	9
Total equity income	\$ 39,212	\$ 710

### Cajun/Acadia

In February 2009, Cleco Power announced that it had chosen the acquisition of Acadia Unit 1 as the lowest bid in its 2007 long-term RFP for capacity beginning in 2010. Cleco Power and the parties executed the definitive agreements in 2009, and received LPSC and FERC approvals for the transaction in January 2010 and February 2010, respectively. Beginning in January 2010, Acadia operated the plant and served Cleco

Power under a tolling agreement covering 50% of the Acadia Power Station. The tolling agreement was approved by the LPSC in October 2009 and by FERC in December 2009. In February 2010, the transaction closed and the tolling agreement was terminated. In conjunction with this transaction, Acadia became 100% owned by Cajun, which is now 50% owned by APH and 50% owned by third parties. In connection with the Cleco Power transaction, Acadia agreed to indemnify Cleco Power and its affiliates against 100% of Acadia's contingent obligations related to the transaction. For more information regarding the Acadia Unit 1 transaction, see Note 14 — "Acadia Unit 1 Transaction."

At September 30, 2010, Cajun was owned 50% by APH and 50% by third parties. APH was not the primary beneficiary and Cajun was accounted for as an equity method investment. Cajun's only asset is its 100% ownership interest in Acadia, causing Acadia to be a 50% indirect investment of APH at September 30, 2010, compared to a 50% direct investment of APH at December 31, 2009.

Cleco has determined that APH is not the primary beneficiary because it shares the power to control Cajun's significant activities with third parties. Cleco's assessment of its maximum exposure to loss related to Cajun at September 30, 2010, consisted of its equity investment of \$74.0 million. The table below presents the components of Midstream's equity investment in Cajun at September 30, 2010, compared to Midstream's equity investment in Acadia at December 31, 2009.

INCEPTION TO DATE (THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Contributed assets (cash and land)	\$ 284,456	\$ 275,956
Net income	182,411	143,200
Impairment of investment	(45,847)	(45,847)
Capitalized interest and other	19,722	19,722
Less: non-cash distribution	230,267	78,200
Less: cash distributions	136,464	136,464
Total equity investment in investee	\$ 74,011	\$ 178,367

Acadia received \$8.5 million of cash contributions from APH in order to facilitate the pending sale of Acadia Unit 2 to Entergy. Non-cash distributions include the \$78.2 million distribution of the CES claim from Acadia to APH in 2007 and a \$152.1 million distribution related to the assets acquired by Cleco Power in February 2010. Cash distributions of \$136.5 million were used to pay interest and repay principal on a loan from Cleco Corporation relating to this investment.

The following table compares the carrying amount of Cajun/Acadia's assets and liabilities with Cleco's maximum exposure to loss related to its investment in Cajun/Acadia.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Cajun/Acadia's net assets/liabilities	\$ 200,273	\$ 408,985
Midstream's 50% equity	\$ 100,136	\$ 204,492
Impairment of investment	(45,847)	(45,847)
Capitalized interest	19,722	19,722
Cleco's maximum exposure to loss	\$ 74,011	\$ 178,367



The following tables contain summarized financial information for Cajun at September 30, 2010, compared to Acadia at December 31, 2009.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Current assets	\$ 10,208	\$ 10,800
Property, plant and equipment, net	203,945	403,622
Total assets	\$ 214,153	\$ 414,422
Current liabilities	\$ 4,280	\$ 5,437
Other liabilities	9,600	-
Partners' capital	200,273	408,985
Total liabilities and partners' capital	\$ 214,153	\$ 414,422

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2010	2009
Operating revenue	\$ 31,883	\$ 27,241
Operating expenses	30,566	28,645
Other income	3,671	4
Income (loss) before taxes	\$ 4,988	\$ (1,400)

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010	2009
Operating revenue	\$ 46,508	\$ 49,190
Operating expenses	54,011	66,316
Gain (loss) on sales of assets	82,023	(6,069)
Other income	3,902	19
Income (loss) before taxes	\$ 78,422	\$ (23,176)

Other liabilities at September 30, 2010, represent indemnification liabilities related to the Cleco Power transaction. The increase in Other Income is primarily due to the contractual expiration of an underlying indemnification. For more information on Acadia's indemnification liability, see Note 10 — "Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Disclosures about Guarantees."

Income taxes recorded on APH's financial statements related to Midstream's 50% ownership interest in Cajun/Acadia were expenses of \$1.0 million and \$14.8 million for the three and nine months ended September 30, 2010, respectively, compared to benefits of \$1.4 million and \$7.3 million for the three and nine months ended September 30, 2009, respectively. The increase in income taxes is due to the gain on the sale of assets to Cleco Power.

In October 2009, Acadia and Entergy Louisiana announced that definitive agreements had been executed whereby Entergy Louisiana would acquire Acadia Unit 2. The carrying value of this unit and the related material and supplies inventory are considered assets held for sale on Acadia's financial statements. No gain or loss has been recorded, as the fair value less the costs to sell is greater than the carrying value, and the transaction has not yet been completed. The transaction is anticipated to be completed in early 2011 pending regulatory approval. When the Entergy Louisiana transaction is completed, Acadia will no longer own any materials and supply inventory, property, plant and equipment, or land. Acadia has therefore met the definition of discontinued operations. After the Entergy transaction is completed, ongoing operations will be minimal, related only to the previously established receivables and payables and servicing of indemnities.

An interim power purchase agreement between Acadia and Entergy Louisiana associated with this transaction began in June 2010. Cleco Power will continue to operate both units at the Acadia Power Station after the Entergy Louisiana transaction is completed.

In connection with the Entergy transaction, APH has agreed to indemnify, upon the closing of the transaction, the third party owners of Cajun and their affiliates against their share of Acadia's contingent obligations related to the transaction. For additional information on the Entergy indemnification, see Note 10 — "Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Disclosures about Guarantees."

### Oxbow

Oxbow is owned 50% by Cleco Power and 50% by SWEPCO. Cleco Power is not the primary beneficiary and Oxbow is accounted for as an equity method investment. Cleco Power is not the primary beneficiary because it shares the power to control Oxbow's significant activities with SWEPCO. Cleco's current assessment of its maximum exposure to loss related to Oxbow at September 30, 2010, consisted of its equity investment of \$13.1 million. The table below presents the components of Cleco Power's equity investment in Oxbow.

INCEPTION TO DATE (THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Purchase price	\$ 12,873	\$ 12,873
Cash contributions	200	-
Total equity investment in investee	\$ 13,073	\$ 12,873

The following table compares the carrying amount of Oxbow's assets and liabilities with Cleco's maximum exposure to loss related to its investment in Oxbow.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Oxbow's net assets/liabilities	\$ 26,146	\$ 25,746
Cleco Power's 50% equity	\$ 13,073	\$ 12,873
Cleco's maximum exposure to loss	\$ 13,073	\$ 12,873

The following tables contain summarized financial information for Oxbow.

(THOUSANDS)	AT SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Current assets	\$ 1,515	\$ 958
Property, plant and equipment, net	23,641	24,770
Other assets	1,040	18
Total assets	\$ 26,196	\$ 25,746
Current liabilities	\$ 50	\$ -
Partners' capital	26,146	25,746
Total liabilities and partners' capital	\$ 26,196	\$ 25,746

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2010	2009
Operating revenue	\$ 245	\$ -
Operating expenses	245	-
Income before taxes	\$ -	\$ -

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	2010	2009
Operating revenue	\$ 564	\$ -
Operating expenses	564	-
Income before taxes	\$ -	\$ -

Oxbow's property, plant and equipment, net consists of land and lignite reserves. The lignite reserves are intended to be used to provide fuel to the Dolet Hills Power Station. DHLC mines the lignite reserves at Oxbow through the Amended Lignite Mining Agreement.

Oxbow has no third party agreements, guarantees, or other third party commitments that contain obligations affecting Cleco Power's investment in Oxbow.

#### **Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees**

##### ***Litigation***

###### **City of Alexandria**

On June 22, 2005, the City of Alexandria, Louisiana (the City), a current wholesale municipal customer of Cleco Power, filed a lawsuit in Ninth Judicial District Court against Cleco Corporation, Cleco Power, and certain other subsidiaries. The lawsuit alleged unspecified damages as a result of certain sales made to the City, revenue derived by Cleco using the City's power generating facilities under contracts with the City, and other alleged improper conduct, including, without limitation, allegations that Cleco fraudulently mishandled the management of the City's power requirements under the contracts. The lawsuit was removed to the U.S. District Court for the Western District of Louisiana in July 2005. On February 23, 2010, the Alexandria City Council approved a settlement of the case, which included a \$3.0 million litigation expense reimbursement to the City and a new five-year, energy-only power supply agreement with Cleco Power. The supply agreement may be extended, at Cleco Power's option, for two additional one-year terms. If the City performs its obligations under the new power supply agreement, then Cleco Power will pay a one-time \$6.5 million performance bonus at the end of the five-year term to the City. At September 30, 2010, Cleco Power had accrued \$1.7 million related to the performance bonus. The court dismissed the case with prejudice on February 24, 2010.

###### **Devil's Swamp**

In October 2007, Cleco received a Special Notice for Remedial Investigation and Feasibility Study from the EPA. The special notice requested that Cleco Corporation and Cleco Power, along with many other listed potentially responsible parties, enter into negotiations with the EPA for the performance of a Remedial Investigation and Feasibility Study at an area known as the Devil's Swamp Lake just northwest of Baton Rouge, Louisiana. The EPA has identified Cleco as one of many companies sending PCB wastes for disposal to the site. The Devil's Swamp Lake site has been proposed to be added to the National Priorities List (NPL) based on the release of

PCBs to fisheries and wetlands located on the site. The EPA has yet to make a final determination on whether to add Devil's Swamp Lake to the NPL. The PRPs began discussing a potential proposal to the EPA in February 2008. Negotiations among the PRPs and the EPA are ongoing in regard to the remedial investigation and feasibility study at the Devil's Swamp site, with little progress having been made since February 2008. Since this investigation is in the preliminary stages, management is unable to determine whether the costs associated with possible remediation of the facility site will have a material adverse effect on the Registrants' financial condition, results of operations, or cash flows.

###### **Discrimination Complaint**

On December 11, 2009, a complaint was filed in the U.S. District Court for the Western District of Louisiana (the "Court") on behalf of eight current employees and four former employees alleging that Cleco discriminated against each of them on the basis of race. Each is seeking various remedies provided under applicable statutes prohibiting racial discrimination in the workplace, and together, the plaintiffs seek monetary compensation exceeding \$35.0 million. Each of these twelve cases has been scheduled for trial commencing in January 2011. On July 29, 2010, the plaintiffs moved to add an additional current employee alleging that Cleco had discriminated on the basis of race. The plaintiff seeks compensation of no less than \$2.5 million and becomes the 13<sup>th</sup> plaintiff. Management believes this lawsuit will not have a material adverse effect on the Registrants' financial condition, results of operations, or cash flows.

###### **City of Opelousas**

On March 9, 2010, a complaint was filed in the 27<sup>th</sup> Judicial District Court of St. Landry Parish, State of Louisiana, on behalf of three Cleco Power customers in Opelousas, Louisiana. The complaint alleges that Cleco Power overcharged the plaintiffs by applying to customers in Opelousas the same retail rates as Cleco Power applies to all of its retail customers. The plaintiffs allege that Cleco Power should have established, solely for customers in Opelousas, retail rates that are separate and distinct from the retail rates that apply to other customers of Cleco Power and that Cleco Power should not collect from customers in Opelousas the storm surcharge approved by the LPSC following Hurricanes Katrina and Rita. Cleco Power currently operates in Opelousas pursuant to a franchise granted to Cleco Power by the City of Opelousas in 1986 and an Operating and Franchise Agreement dated May 14, 1991, pursuant to which Cleco Power operates its own electric facilities and leases and operates electric facilities owned by the City of Opelousas. In April 2010, Cleco Power filed a petition with the LPSC appealing to its expertise in declaring that the ratepayers of Opelousas have been properly charged the rates that are applicable to Cleco Power's retail customers and that no overcharges have been collected. In addition, Cleco Power removed the purported class action lawsuit filed on behalf of Opelousas electric customers from state to the U.S. District Court for the Western District of

Louisiana in April 2010, so that it could be properly addressed under the terms of the Class Action Fairness Act. On May 11, 2010, a second class action lawsuit was filed in the 27<sup>th</sup> Judicial District Court of St. Landry Parish, State of Louisiana, repeating the allegations of the first complaint, which was submitted on behalf of a number of Opelousas residents. Cleco Power has responded in the same manner as with the first class action lawsuit. On September 29, 2010, the federal court remanded both cases back to the state court in which they were originally filed for further proceedings. Management believes that these lawsuits will not have a material adverse effect on the Registrants' financial condition, results of operations, or cash flows.

### Other

Cleco is involved in regulatory, environmental, and legal proceedings before various courts, regulatory commissions, and governmental agencies regarding matters arising in the ordinary course of business. Some of these proceedings, such as fuel review and environmental issues, could involve substantial amounts. Management regularly analyzes current information and, as necessary, provides accruals for probable liabilities on the eventual disposition of these matters. Management believes the disposition of these matters will not have a material adverse effect on the Registrants' financial condition, results of operations, or cash flows.

### Off-Balance Sheet Commitments

Cleco Corporation and Cleco Power have entered into various off-balance sheet commitments, in the form of guarantees and standby letters of credit, in order to facilitate their activities and the activities of Cleco Corporation's subsidiaries and equity investees (affiliates). Cleco Corporation and Cleco Power also have agreed to contractual terms that require them to pay third parties if certain triggering events occur. These contractual terms generally are defined as guarantees in the authoritative guidance.

Cleco Corporation entered into these off-balance sheet commitments in order to entice desired counterparties to contract with its affiliates by providing some measure of credit assurance to the counterparty in the event Cleco's affiliates do not fulfill certain contractual obligations. If Cleco Corporation had not provided the off-balance sheet commitments, the desired counterparties may not have contracted with Cleco's affiliates, or may have contracted with them at terms less favorable to its affiliates.

The off-balance sheet commitments are not recognized on Cleco Corporation's Condensed Consolidated Balance Sheets because it has been determined that Cleco's affiliates are able to perform these obligations under their contracts and that it is not probable that payments by Cleco will be required. These commitments do not reduce borrowings available to Cleco Corporation under its credit facility pursuant to the terms of the credit facility. However, in the future, these commitments could reduce the available borrowings. Cleco's off-balance sheet commitments as of September 30, 2010, are summarized in the following table, and a discussion of the off-balance

sheet commitments follows the table. The discussion should be read in conjunction with the table to understand the impact of the off-balance sheet commitments on Cleco's financial condition.

(THOUSANDS)	AT SEPTEMBER 30, 2010		
	FACE AMOUNT	REDUCTIONS	NET AMOUNT
<b>Cleco Corporation</b>			
Guarantee issued to Entergy companies for performance obligations of Perryville	\$ 177,400	\$ 135,000	\$ 42,400
Guarantee issued to Entergy Mississippi on behalf of Attala	500	-	500
Guarantee to Cleco Power on behalf of Acadia*	4,800	-	4,800
<b>Cleco Power</b>			
Obligations under standby letter of credit issued to the Louisiana Department of Labor	3,725	-	3,725
<b>Total</b>	<b>\$ 186,425</b>	<b>\$ 135,000</b>	<b>\$ 51,425</b>

\* Represents APH's 50% share

Cleco Corporation provided a limited guarantee and an indemnification to Entergy Louisiana and Entergy Gulf States for Perryville's performance, indemnity, representation, and warranty obligations under the Sale Agreement, the Power Purchase Agreement, and other ancillary agreements related to the sale of the Perryville facility. As of September 30, 2010, the aggregate guarantee of \$177.4 million was limited to \$42.4 million due to the performance of some of the underlying obligations that were guaranteed. Management believes it is unlikely that Cleco Corporation will have any other liabilities which would give rise to indemnity claims. The discounted probability-weighted liability under the guarantees and indemnifications recognized on the balance sheet as of September 30, 2010, was \$0.2 million.

In January 2006, Cleco Corporation provided a \$0.5 million guarantee to Entergy Mississippi for Attala's obligations under the Interconnection Agreement. This guarantee will be effective through the life of the agreement.

Acadia provided limited guarantees and indemnifications to Cleco Power under the Master Reorganization and Redemption Agreement related to the acquisition of Acadia Unit 1 and half of Acadia Power Station's related common facilities in February 2010. In connection with this transaction, Acadia became 100% owned by Cajun, which is now 50% owned by APH and 50% owned by third parties. In relation to the Cleco Power transaction, Acadia agreed to indemnify Cleco Power and its affiliates against 100% of Acadia's contingent obligations. As of September 30, 2010, APH's share of this guarantee, through its 50% ownership in Cajun, has been reduced to \$4.8 million, primarily due to the contractual expiration of an underlying indemnification and management's assumptions about the decreasing probability of a payment due to the passage of time.

The State of Louisiana allows employers of certain financial net worth to self-insure their workers' compensation benefits. Cleco Power has a certificate of self-insurance from the Louisiana Office of Workers' Compensation and is required to

post a \$3.7 million letter of credit, an amount equal to 110% of the average losses over the previous three years, as surety.

### **Disclosures about Guarantees**

In February 2010, Cleco Power acquired Acadia Unit 1 and half of Acadia Power Station's related common facilities. Acadia provided limited guarantees and indemnifications to Cleco Power under the Master Reorganization and Redemption Agreement. Acadia recorded an indemnification liability and a corresponding reduction of the gain of \$13.5 million which represents the fair value of these indemnifications. In a related agreement, APH agreed to accept 50% of Acadia's indemnification liability that would be held by the third parties who indirectly own 50% of Acadia in return for \$6.8 million received from the third parties. The \$6.8 million was recorded as an indemnification liability by APH. Events that would require payments to Cleco Power pursuant to the indemnity include, but are not limited to:

- Environmental costs that were caused by events occurring before the transaction;
- Claims against Cleco Power for liabilities retained by Acadia;
- Certain defects of the unit that were discovered prior to September 30, 2010; and
- Breach of fundamental representations of Acadia, such as legal existence, clear ownership of the unit and valid authorization to dispose of the unit.

Acadia and APH will be released from the underlying liabilities either through expiration of the contractual life or through a reduction in the probability of a claim arising. The

indemnification obligation is expected to have a term of approximately three years, which reflects both contractual expiration of the underlying indemnifications and management's assumptions about the decreasing probability of a payment due to the passage of time. After the three-year period, a residual value of less than \$0.1 million will remain. At September 30, 2010, APH had an indemnification liability of \$4.8 million, which represents the risk of payment.

As part of the Lignite Mining Agreement amended in 2009, Cleco Power and SWEPCO, joint owners of Dolet Hills, have agreed to pay the lignite miner's loan and lease principal obligations when due, if the lignite miner does not have sufficient funds or credit to pay. Any amounts paid on behalf of the miner would be credited by the lignite miner against the next invoice for lignite delivered. At September 30, 2010, Cleco Power had a liability of \$3.8 million related to the amended agreement. The maximum projected payment by Cleco Power under this guarantee is estimated to be \$72.5 million; however, the Amended Lignite Mining Agreement does not contain a cap. The projection is based on the forecasted loan and lease obligations to be incurred by DHLCL, primarily for purchases of equipment. Cleco Power has the right to dispute the incurrence of loan and lease obligations through the review of the mining plan before the incurrence of such loan and lease obligations. The lignite mining contract is in place until 2026 and does not affect the amount the Registrants can borrow under their credit facilities.

The following table summarizes the expected termination dates of the off-balance sheet commitments, and on-balance sheet guarantees discussed above:

	AT SEPTEMBER 30, 2010				
	AMOUNT OF COMMITMENT EXPIRATION PER PERIOD				
	NET AMOUNT COMMITTED	LESS THAN ONE YEAR	1-3 YEARS	3-5 YEARS	MORE THAN 5 YEARS
(THOUSANDS)					
Off-balance sheet commitments	\$ 51,425	\$ 4,704	\$ 3,821	\$ -	\$ 42,900
On-balance sheet guarantees	8,581	978	3,822	-	3,781
Total	\$ 60,006	\$ 5,682	\$ 7,643	\$ -	\$ 46,681

In its bylaws, Cleco Corporation has agreed to indemnify directors, officers, agents and employees who are made a party to a pending or completed suit, arbitration, investigation, or other proceeding whether civil, criminal, investigative or administrative, if the basis of inclusion arises as the result of acts conducted in the discharge of their official capacity. Cleco Corporation has purchased various insurance policies to reduce the risks associated with the indemnification. In its Operating Agreement, Cleco Power provides for the same indemnification as described above with respect to its managers, officers, agents, and employees.

Generally, neither Cleco Corporation nor Cleco Power has recourse that would enable them to recover amounts paid under their guarantee or indemnification obligations. The one exception is the insurance contracts associated with the indemnification of directors, managers, officers, agents, and employees. There are no assets held as collateral for third parties that either Cleco Corporation or Cleco Power could ob-

tain and liquidate to recover amounts paid pursuant to the guarantees.

### **Other Contingencies**

#### **General Electric Equipment Services Corporation**

Cleco Power has entered into an operating lease agreement with General Electric Equipment Services Corporation for leasing railcars in order to transport coal to Rodemacher Unit 2. The lease contains a provision for early termination, along with an associated termination fee. The termination provision can only be exercised in December 2010. If exercised by Cleco Power, the termination fee would be approximately \$1.3 million. At this time, Cleco Power has no plans to early terminate this lease, which expires in March 2017.

**Fuel Transportation Agreement**

Cleco Power has entered into an agreement that meets the accounting definition of a capital lease for barges in order to transport petroleum coke and limestone to Madison Unit 3. The 42 dedicated barges were delivered in January and February 2009.

The lease rate contains a fixed fee of \$225 per day per barge and a variable component of \$75 adjusted by the Producer Price Index (PPI) annually for executory costs. If the barges are idle, the lessor is required to attempt to sublease the barges to third parties, with the revenue reducing Cleco Power's lease payment. During the three and nine months ended September 30, 2010, Cleco Power paid approximately \$1.2 million and \$3.5 million in lease payments, respectively, and did not receive any revenue from subleases.

The initial term of this agreement is five years and unless renewed, the agreement will terminate on December 31, 2013. Cleco Power has an option to renew this agreement for a second five-year term in full or in part and, at its option, purchase any or all of the dedicated barges. If Cleco Power does not renew this agreement for the renewal term, then the lessor has the option to require Cleco Power to purchase any or all of the barges. If Cleco Power purchases the barges on December 31, 2013, the purchase price of all 42 barges will be \$21.7 million. This agreement contains a provision for early termination upon the occurrence of any one of four cancellation events.

The following is an analysis of the leased property under capital leases by major classes:

CLASSES OF PROPERTY (THOUSANDS)	AT SEPTEMBER 30,	AT DECEMBER 31,
	2010	2009
Barges	\$ 22,050	\$ 22,050
Other	555	555
Total capital leases	22,605	22,605
Less: accumulated amortization	4,347	1,958
Net capital leases	\$ 18,258	\$ 20,647

The amount listed as Other in the chart above includes a capital lease agreement for miscellaneous equipment by Cleco Power. This lease terminates on December 31, 2010.

The following is a schedule by years of future minimum lease payments under capital leases together with the present value of the net minimum lease payments as of September 30, 2010.

(THOUSANDS)	
Three months ending December 31, 2010	\$ 1,209
Years ending December 31,	
2011	4,668
2012	4,681
2013	4,668
2014	4,668
2015	4,668
Thereafter	14,122
Total minimum lease payments	\$ 38,684
Less: executory costs	10,093
Net minimum lease payments	\$ 28,591
Less: amount representing interest	8,961
Present value of net minimum lease payments	\$ 19,630
Current liabilities	\$ 1,654
Non-current liabilities	\$ 17,976

During the three and nine months ended September 30, 2010, Cleco Power incurred immaterial amounts of contingent rent under the barge agreement related to the increase in the PPI.

**Madison Unit 3**

In August 2005, Cleco Power entered into an EPC contract with Shaw to construct Madison Unit 3. Cleco Power began construction of Madison Unit 3 in May 2006. In May 2006, Cleco Power and Shaw entered into an Amended EPC Contract, which has subsequently been amended by the parties. The project achieved commercial operations on February 12, 2010, whereby Cleco Power accepted care, custody, and control of the unit. Shaw has not reached project completion under the contract, as the reliability test and specified boiler performance criteria have not been met. Shaw must correct various identified items, meet a 30-day reliability performance test, and provide warranty services under a one-year warranty. In May 2010, Cleco Power issued Shaw a notice of default relating to Shaw's inability to meet certain material obligations under the Amended EPC Contract. Cleco Power and Shaw have submitted various claims to arbitration. Shaw's claims of \$32.0 million include 2008 hurricane force majeure related costs, fuel moisture, water quality and river embankment slope failure, and the associated recovery of schedule related liquidated damages withheld by Cleco Power. As a result of Shaw filing the demand for arbitration, certain claims included in Shaw's demand exceeded a \$1.0 million threshold, triggering an unwind of certain fuel related matters included in Amendment No. 4, and Cleco is seeking the recovery of \$19.0 million from Shaw relating to such matters. The parties have entered into settlement discussions on all of these matters. In the event the parties are unable to settle the claims submitted to arbitration, they will be resolved by decision of the arbitrator in accordance with the terms of the Amended EPC Contract. The arbitration process is expected to be completed during the second quarter of 2011. The Registrants do not believe the resolution of the claims discussed above will have a material adverse effect on the Registrants' financial condition, results of operations, or cash flows.

**Acadia Transactions**

In February 2009, Cleco Power announced that it had chosen the acquisition of Acadia Unit 1 as the lowest bid in its 2007 long-term RFP for capacity beginning in 2010. Cleco Power now owns and operates Acadia Unit 1 and operates Acadia Unit 2 on behalf of Acadia or a future owner. Beginning in January 2010, Acadia operated the plant and served Cleco Power under a tolling agreement covering 50% of the Acadia Power Station. In February 2010, the transaction closed and the tolling agreement was terminated. For more information regarding the Cleco Power transaction, see Note 14 — "Acadia Unit 1 Transaction."

In October 2009, Acadia and Entergy Louisiana announced that definitive agreements had been executed whereby Entergy Louisiana would acquire Acadia Unit 2. The transaction is anticipated to be completed in early 2011.

pending regulatory approval. An interim power purchase agreement between Acadia and Entergy Louisiana associated with this transaction began in June 2010. The asset sale requires regulatory approval. Cleco Power will continue to operate both units at the Acadia Power Station after the Entergy Louisiana transaction is completed. In connection with this transaction and in exchange for reasonable consideration, APH has agreed to indemnify, upon the closing of this transaction, the third party owners of Cajun and their affiliates against 100% of Acadia's liabilities and other obligations related to the Entergy Louisiana transaction.

**Other**

Cleco has accrued for liabilities to third parties and employee benefits.

**Risks and Uncertainties****Cleco Corporation**

Cleco Corporation could be subject to possible adverse consequences if Cleco's counterparties fail to perform their obligations or if Cleco Corporation or its affiliates are not in compliance with loan agreements or bond indentures.

**Evangeline Tolling Agreement**

JPMorgan Chase & Co. guarantees JPMVEC's obligations under the Evangeline 2010 Tolling Agreement. For additional information regarding the Evangeline 2010 Tolling Agreement, see Note 13 — "Evangeline Transactions."

**Other**

Access to capital markets is a significant source of funding for both short- and long-term capital requirements not satisfied by operating cash flows. Market conditions during the past few years have limited the availability and have increased the costs of capital for many companies. The inability to raise capital on favorable terms could negatively affect Cleco Corporation's and Cleco Power's ability to maintain and expand their businesses. After assessing the current operating performance, liquidity, and credit ratings of Cleco, management believes that Cleco will have access to the capital markets at prevailing market rates for companies with comparable credit ratings. At September 30, 2010, Moody's and Standard & Poor's outlooks for Cleco Corporation were stable. If Cleco Corporation's credit ratings were to be downgraded by Moody's and Standard & Poor's, Cleco Corporation would be required to pay additional fees and higher interest rates under its bank credit and other debt agreements.

Changes in the regulatory environment or market forces could cause Cleco to determine its assets have suffered an other-than-temporary decline in value, whereby an impairment would be required to be taken and Cleco's financial condition could be materially adversely affected.

**Cleco Power**

Cleco Power supplies the majority of its customers' electric power requirements from its own generation facilities. In addition

to power obtained from power purchase agreements, Cleco Power purchases power from other utilities and marketers to supplement its generation at times of relatively high demand or when the purchase price of power is less than its own cost of generation. Due to its location on the transmission grid, Cleco Power relies on two main suppliers of electric transmission when accessing external power markets. At times, constraints limit the amount of purchased power these transmission providers can deliver into Cleco Power's service territory.

Access to capital markets is a significant source of funding for both short- and long-term capital requirements not satisfied by operating cash flows. Market conditions during the past few years have limited the availability and have increased the costs of capital for many companies. The inability to raise capital on favorable terms could negatively affect Cleco Power's ability to maintain and expand its businesses. After assessing the current operating performance, liquidity, and credit ratings of Cleco Power, management believes that Cleco Power will have access to the capital markets at prevailing market rates for companies with comparable credit ratings. In November 2009, Moody's downgraded Cleco Power's credit rating by one level. This downgrade placed Cleco Power's credit rating at Moody's at a similar level to Cleco Power's credit rating at Standard & Poor's. Cleco Power pays fees and interest under its bank credit agreements based on the highest rating held. If Cleco Power's credit ratings were to be downgraded by Moody's and Standard & Poor's, Cleco Power would be required to pay additional fees and higher interest rates under its bank credit agreements. Cleco Power's collateral for derivatives is based on the lowest rating held. If Cleco Power's credit ratings were to be downgraded by Moody's or Standard & Poor's, Cleco Power would be required to pay additional collateral for derivatives.

In August 2005, Cleco Power entered into an EPC contract with Shaw to construct Madison Unit 3. In May 2006, Cleco Power and Shaw entered into an Amended EPC Contract. Under the terms of the Amended EPC Contract until final acceptance of Madison Unit 3, in the event Cleco Power does not maintain a senior unsecured credit rating of either: (i) Baa3 or better from Moody's or (ii) BBB- or better from Standard & Poor's, Cleco Power will be required to provide a letter of credit to Shaw in the amount of \$20.0 million. In the event of further downgrade to both of its credit ratings to: (i) Ba2 or below from Moody's, and (ii) BB or below from Standard & Poor's, Cleco Power will be required to provide an additional \$15.0 million letter of credit to Shaw.

**Note 11 — LPSC Fuel Audit**

The LPSC Fuel Adjustment Clause General Order issued November 6, 1997, in Docket No. U-21497 provides that an audit of fuel adjustment clause filings will be performed not less than every other year. Cleco Power's last fuel audit was for the years 2001 and 2002. Cleco Power currently has fuel adjustment clause filings for 2003 through 2008 subject to audit. In July 2006, the LPSC informed Cleco Power that it was

planning to conduct a periodic fuel audit that included fuel adjustment clause filings for January 2003 through December 2004. In March 2009, the LPSC indicated its intent to proceed with the audit of fuel adjustment clause filings for the years 2003 through 2008. The total amount of fuel expense included in the audit is approximately \$3.2 billion. Cleco Power has responded to four sets of data requests from the LPSC. These responses are currently under review by the LPSC. Management is unable to determine the amount of a refund, if any is required, as a result of these audits, and any such refund could result in a material adverse effect on the Registrants' results of operations, financial condition, and cash flows.

#### Note 12 — Affiliate Transactions

Cleco has affiliate balances that were not eliminated as of September 30, 2010. The balances were not eliminated due to the use of the equity method of accounting for Acadia. For information on the Acadia equity investments, see Note 9 — "Variable Interest Entities." At September 30, 2010, the payable to Acadia was less than \$0.1 million, and the receivable from Acadia was \$2.0 million.

Cleco Power has affiliate balances that are payable to or due from its affiliates. At September 30, 2010, the payable to Support Group was \$6.2 million, the payable to Cleco Corporation was \$1.7 million, and the payable to other affiliates was less than \$0.1 million. Also, at September 30, 2010, the receivable from Support Group was \$2.9 million, the receivable from Acadia was \$2.0 million, the receivable from Cleco Corporation was \$0.1 million, the receivable from Diversified Lands was \$0.1 million, and the receivable from other affiliates was less than \$0.1 million.

#### Note 13 — Evangeline Transactions

On February 22, 2010, Evangeline and JPMVEC entered into the Evangeline Restructuring Agreement whereby the parties agreed to terminate the existing Evangeline Tolling Agreement and entered into the Evangeline 2010 Tolling Agreement, effective March 1, 2010. The other significant terms of the Evangeline Restructuring Agreement are:

- The tolling agreement is a market-based tolling agreement, for Coughlin generating Units 6 and 7, ending December 31, 2011, with an option for JPMVEC to extend the term through December 31, 2012. The agreement also gives Evangeline the right to terminate its Unit 6 obligations prior to the expiration of the term;
- \$126.6 million of Evangeline's 8.82% Senior Secured bonds due 2019, owned by JPMVEC, were transferred to Evangeline and subsequently retired; and \$5.3 million of accrued interest associated with the bonds transferred to Evangeline was eliminated;
- JPMVEC paid Evangeline \$56.7 million;
- JPMVEC returned Cleco Corporation's \$15.0 million letter of credit issued under the Evangeline Tolling Agreement and the letter of credit was terminated; and
- Evangeline recorded a gain of \$148.4 million.

The termination of the Evangeline Tolling Agreement was considered a termination of an operating lease and a triggering event requiring an asset impairment analysis. Management completed an asset impairment analysis on Evangeline's assets and related CLE Intrastate assets resulting in no impairment.

Under the terms of the Evangeline Restructuring Agreement, Evangeline issued an irrevocable redemption notice to call the remaining \$35.2 million of 8.82% Senior Secured bonds outstanding pursuant to their terms on February 25, 2010, and paid the debtholders \$1.5 million of accrued interest and a \$10.2 million make-whole payment. As a result of the debt retirement, Evangeline expensed \$2.1 million in unamortized debt issuance costs associated with the Evangeline bonds. The Evangeline bonds were non-recourse to Cleco Corporation and redemption of the bonds was permitted under Cleco Corporation's revolving credit facility. Upon the redemption of the bonds, \$30.1 million of restricted cash was released to Evangeline.

The impacts of these transactions are reflected in the Midstream segment, which includes Evangeline. In accordance with the authoritative guidance, effective January 1, 2010, the financial results for Evangeline are no longer presented as equity income (loss), but presented in the corresponding line items in the consolidated financials of Midstream.

#### Note 14 — Acadia Unit 1 Transaction

On February 23, 2010, Cleco Power completed the acquisition of Acadia Unit 1 and half of Acadia Power Station's related common facilities. The significant terms of the transaction are:

- Cleco Power acquired Acadia Unit 1 and half of the common facilities for \$304.0 million;
- Cleco Power recognized \$78.4 million of deferred taxes on the transaction. For more information on the deferred taxes, see Note 7 — "Income Taxes — Other;"
- Acadia recognized a gain of \$82.0 million;
- APH received \$6.8 million from third parties in return for APH's indemnification against the third parties 50% share of Acadia's liabilities and other obligations related to the Cleco Power transaction;
- Cleco Power and the parties executed the definitive agreements in 2009, and received LPSC and FERC approvals for the transaction in January 2010 and February 2010, respectively; and
- Cleco Power owns and operates Acadia Unit 1 and operates Acadia Unit 2 on behalf of Acadia or a future owner.

#### Note 15 — Electric Customer Credits

In June 2009, Cleco Power filed its monitoring report for the 12-month period ended September 30, 2008. In June 2010, the Staff completed the review, and no customer refunds were due for this period. In January 2010, Cleco Power also filed its monitoring report for the 12-month period ended September 30, 2009. The Staff issued its preliminary report in June 2010, which indicated that no customer refunds were due for this period.

Beginning in 2010, the amount of Cleco Power's yearly retail earnings is subject to the terms of a FRP established by Cleco Power and the LPSC upon the commencement date of commercial operations at Madison Unit 3 in February 2010. The 2010 FRP establishes a target return on equity and requires all or a portion of regulated earnings for each yearly review period above the targeted regulatory rate of return on equity to be credited to Cleco Power's customers.

The 2010 FRP allows Cleco Power the opportunity to earn a target return on equity of 10.7%, including returning to retail customers 60% of retail earnings between 11.3% and 12.3% and all retail earnings over 12.3%. The amount of credits due customers, if any, is determined by Cleco Power and the LPSC annually. The 2010 FRP establishes that Cleco Power file monitoring reports for the twelve months ended June 30, 2010, and September 30, 2010, on or before October 31, 2010, and January 31, 2011, respectively. Cleco Power does not anticipate a refund for the twelve months ended June 30, 2010. For the twelve months ended September 30, 2010,

Cleco Power's retail earnings exceeded the refund threshold of 11.3%, but were less than 12.3%. Therefore, Cleco Power estimated at September 30, 2010, a return to customers of \$6.3 million, or 60% of all earnings above the 11.3% threshold. The ultimate amount of any customer refund is subject to LPSC Staff review and the closure of such review. Beginning in 2011, Cleco Power will file annual monitoring reports no later than October 31 for the 12-month period ending June 30. The current FRP requires the credits to be included on customers' bills the following summer.

Cleco Power's Consolidated Balance Sheets at September 30, 2010, and December 31, 2009, reflect the following accruals for estimated electric customer credits.

	AT SEPTEMBER 30,	AT DECEMBER 31,
THOUSANDS	2010	2009
Provision for rate refund	\$ 6,316	\$ 2
Total customer credits	\$ 6,316	\$ 2

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in combination with the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and Cleco Corporation and Cleco Power's Condensed Consolidated Financial Statements contained in this Combined Quarterly Report on Form 10-Q. The information included therein is essential to understanding the following discussion and analysis. Below is information concerning the consolidated results of operations of Cleco for the three and nine months ended September 30, 2010, and September 30, 2009.

### RESULTS OF OPERATIONS

#### Overview

Cleco is a regional energy services holding company that conducts substantially all of its business operations through its two primary subsidiaries:

- Cleco Power, an integrated electric utility services company regulated by the LPSC, FERC, and other regulators, which serves approximately 277,000 customers across Louisiana and also engages in energy management activities; and
- Midstream, a merchant energy company regulated by FERC, which owns and operates Evangeline and also owns a 50 percent indirect interest in Acadia.

#### Health Care Legislation

In March 2010, the President signed the PPACA, a comprehensive health care law. While the provisions of the PPACA are not effective immediately, the provisions could increase the Registrants' retiree medical unfunded liability and related expenses before the effective date. Management will continue to monitor the new law and its possible impact on the Registrants.

#### Cleco Power

Many factors affect Cleco Power's primary business of selling electricity. These factors include the presence of a stable regulatory environment, which can impact cost recovery and return on equity, as well as the recovery of costs related to growing energy demand and rising fuel prices; the ability to increase energy sales while containing costs; and the ability to meet increasingly stringent regulatory and environmental standards.

In October 2009, the LPSC approved Cleco Power's new retail rate plan, which included a target return on equity of 10.7%, including returning to retail customers 60% of retail earnings between 11.3% and 12.3% and all retail earnings over 12.3%. These new rates became effective February 12, 2010, the commencement date of commercial operations at Madison Unit 3.

On February 23, 2010, Cleco Power completed its acquisition of Acadia Unit 1. Cleco Power owns and operates Acadia Unit 1 and operates Acadia Unit 2 on behalf of Acadia or a future owner.

Other key initiatives that Cleco Power is currently working on include the Acadiana Load Pocket project, the AMI project, and the Teche Blackstart unit project. A brief discussion of these projects is discussed below. For additional information, see "— Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Acadiana Load Pocket Project, AMI Project, and Teche Blackstart Unit Project."

#### Acadiana Load Pocket Project

In September 2008, Cleco Power entered into an agreement with two other utilities to upgrade and expand interconnected transmission systems in south central Louisiana in an area known as the Acadiana Load Pocket. The project received LPSC and SPP approval in February 2009. The estimated



cost of the project is \$250.0 million. Cleco Power's portion of the cost is approximately \$150.0 million, including AFUDC. At September 30, 2010, Cleco Power had spent \$37.8 million on the project and expects to incur an additional \$15.9 million by the end of 2010. Upgrading the interconnected transmission system is expected to increase capacity, reduce transmission constraints, and improve electric service for customers served by all three utilities. The project is expected to be completed in 2012.

#### *AMI Project*

In May 2010, Cleco Power accepted the terms of a \$20.0 million grant from the DOE under the DOE's small-grant process to implement smart-grid technology for all of Cleco Power's customers. Cleco Power estimates the project will cost \$73.0 million, with the DOE grant providing \$20.0 million toward the project and Cleco Power providing the remaining \$53.0 million. The grant program is a part of the American Recovery and Reinvestment Act of 2009, an economic stimulus package passed by Congress in February 2009. Smart-grid technology includes the installation of "smart electric meters" that enable two-way communication capabilities between a home or business and a utility company. In April 2010, Cleco Power received board approval for the project conditioned upon approval by the LPSC. Cleco Power filed an application with the LPSC in June 2010 and requested expedited approval of the project prior to the end of 2010. A July 2010 status conference established a procedural schedule for the docket. On October 15, 2010, Cleco Power, the LPSC Staff, and the interveners in the docket executed a Proposed Uncontested Stipulated Settlement, which was filed with the LPSC. An uncontested stipulation hearing was conducted on October 25, 2010 before the Administrative Law Judge, during which the Proposed Uncontested Stipulated Settlement, as well as Cleco Power's and the LPSC Staff's respective testimony, were made part of the docket's evidentiary record. Cleco Power anticipates that the matter will receive full LPSC consideration at the LPSC's November 10, 2010 Business and Executive Session. If the AMI project receives approval from the LPSC, Cleco Power expects to complete the project by the first quarter of 2013. If Cleco Power does not receive LPSC approval, the project will be re-evaluated at that time.

#### *Teche Blackstart Unit Project*

In January 2009, Cleco Power filed an application with the LPSC to improve its blackstart process by purchasing a 33-MW gas turbine to be sited at Teche Power Station and designated as Teche Unit 4. The purpose of the project is to allow Cleco Power to return its generation system to service more efficiently than is currently possible in the event of a total system shutdown. The LDEQ issued an air permit in November 2009 and the LPSC application was approved in December 2009. Cleco Power estimates the project will cost \$31.0 million, which includes the necessary upgrades to allow the purchased unit to also function as a generation resource suitable for peaking capacity. At September 30, 2010, Cleco Power had spent \$15.7 million on the project and expects to incur an

additional \$9.5 million by the end of 2010. The project is expected to be completed in the second quarter of 2011.

### **Midstream**

#### *Acadia*

On February 23, 2010, Acadia completed its disposition of Acadia Unit 1 to Cleco Power for \$304.0 million. Cleco Power operates Acadia Unit 1 as well as Acadia Unit 2 as described above under "— Cleco Power."

In October 2009, Acadia and Entergy Louisiana announced that definitive agreements had been executed whereby Entergy Louisiana would purchase Acadia Unit 2. The transaction is anticipated to be completed in early 2011 pending regulatory approval. An interim power purchase agreement between Acadia and Entergy Louisiana associated with this transaction began in June 2010. Cleco Power expects to continue to operate both units at the Acadia Power Station after the Entergy Louisiana transaction is completed.

#### *Evangeline*

On February 22, 2010, Evangeline and JPMVEC entered into the Evangeline Restructuring Agreement whereby the parties agreed to terminate the existing Evangeline Tolling Agreement and enter into the Evangeline 2010 Tolling Agreement, effective March 1, 2010. For additional information on the Evangeline Restructuring Agreement, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 13 — Evangeline Transactions."

In accordance with authoritative accounting guidance, Cleco was required to reconsolidate Evangeline with its condensed consolidated financial statements and discontinue reporting its investment in Evangeline on the equity method of accounting. As a result, effective January 1, 2010, the assets and liabilities of Evangeline are no longer represented by one line item corresponding to Cleco's equity investment in Evangeline but instead are being reported in the corresponding line items in the consolidated financial statements of Midstream. Effective January 1, 2010, Evangeline revenue and expenses are being reported in various line items, as compared to prior year results being netted and reported on one line item as equity income from investees on Cleco Corporation's Condensed Consolidated Statements of Income. For additional information on the reconsolidation of Evangeline, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 2 — Recent Authoritative Guidance."

### Comparison of the Three Months Ended September 30, 2010, and 2009

#### Cleco Consolidated

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	VARIANCE	CHANGE
Operating revenue, net	<b>\$343,892</b>	\$ 241,500	\$ 102,392	42.4 %
Operating expenses	<b>243,905</b>	200,823	(43,082)	(21.5)%
Operating income	<b>\$ 99,987</b>	\$ 40,677	\$ 59,310	145.8 %
Allowance for other funds used during construction	<b>\$ 887</b>	\$ 17,813	\$ (16,926)	(95.0)%
Equity income from investees	<b>\$ 2,494</b>	\$ 15,587	\$ (13,093)	(84.0)%
Interest charges	<b>\$ 25,068</b>	\$ 10,838	\$ (14,230)	(131.3)%
Federal and state income taxes	<b>\$ 30,155</b>	\$ 4,983	\$ (25,172)	(505.2)%
Net income applicable to common stock	<b>\$ 49,600</b>	\$ 59,843	\$ (10,243)	(17.1)%

Consolidated net income applicable to common stock decreased \$10.2 million, or 17.1%, in the third quarter of 2010 compared to the third quarter of 2009 primarily due to lower corporate and Midstream earnings. Partially offsetting this decrease was increased earnings at Cleco Power.

Operating revenue, net increased \$102.4 million, or 42.4%, in the third quarter of 2010 compared to the third quarter of 2009 primarily as a result of higher base revenue at Cleco Power.

Operating expenses increased \$43.1 million, or 21.5%, in the third quarter of 2010 compared to the third quarter of 2009 primarily due to higher volumes of fuel used for electric generation, higher depreciation expense, and higher other operations and maintenance expenses at Cleco Power.

Allowance for other funds used during construction decreased \$16.9 million, or 95.0%, in the third quarter of 2010 compared to the third quarter of 2009 primarily due to the cessation of AFUDC accruals related to the completion of construction activity at Madison Unit 3. Madison Unit 3 commenced commercial operations on February 12, 2010.

Equity income from investees decreased \$13.1 million, or 84.0%, in the third quarter of 2010 compared to the third quarter of 2009 primarily due to the absence in 2010 of equity earnings from Evangeline resulting from the change in method of accounting for Evangeline effective January 1, 2010.

Interest charges increased \$14.2 million, or 131.3%, during the third quarter of 2010 compared to the third quarter of 2009 primarily due to higher corporate interest charges primarily due to the absence of a 2009 favorable settlement of a franchise tax lawsuit and net interest charges related to uncertain tax positions. Also contributing to the increase was higher interest charges at Cleco Power.

Federal and state income taxes increased \$25.2 million, or 505.2%, during the third quarter of 2010 compared to the third quarter of 2009. Federal and state income taxes increased \$12.3 million for the change in pre-tax income excluding equity AFUDC, \$11.1 million to record tax expense at the annual projected effective tax rate, and \$1.8 million for miscellaneous items. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 7 — Income Taxes."

Results of operations for Cleco Power and Midstream are more fully described below.

#### Cleco Power

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	VARIANCE	CHANGE
Operating revenue				
Base	<b>\$ 176,584</b>	\$ 103,198	\$ 73,386	71.1 %
Fuel cost recovery	<b>149,045</b>	125,754	23,291	18.5 %
Electric customer credits	<b>(6,314)</b>	-	(6,314)	-
Other operations	<b>12,819</b>	9,834	2,985	30.4 %
Affiliate revenue	-	6	(6)	-
Intercompany revenue	<b>343</b>	343	-	-
Operating revenue, net	<b>332,477</b>	239,135	93,342	39.0 %
Operating expenses				
Fuel used for electric generation – recoverable	<b>97,870</b>	72,512	(25,358)	(35.0)%
Power purchased for utility customers – recoverable	<b>51,218</b>	53,242	2,024	3.8 %
Non-recoverable fuel and power purchased	<b>3,177</b>	10,774	7,597	70.5 %
Other operations	<b>28,650</b>	25,165	(3,485)	(13.8)%
Maintenance	<b>20,272</b>	9,602	(10,670)	(111.1)%
Depreciation	<b>27,133</b>	19,310	(7,823)	(40.5)%
Taxes other than income taxes	<b>9,161</b>	7,809	(1,352)	(17.3)%
Loss on sale of assets	<b>7</b>	70	63	90.0 %
Total operating expenses	<b>237,488</b>	198,484	(39,004)	(19.7)%
Operating income	<b>\$ 94,989</b>	\$ 40,651	\$ 54,338	133.7 %
Allowance for other funds used during construction	<b>\$ 887</b>	\$ 17,813	\$ (16,926)	(95.0)%
Interest charges	<b>\$ 16,044</b>	\$ 13,645	\$ (2,399)	(17.6)%
Federal and state income taxes	<b>\$ 26,568</b>	\$ 1,316	\$ (25,252)	*
Net income	<b>\$ 52,335</b>	\$ 43,552	\$ 8,783	20.2 %

\* Not meaningful

Cleco Power's net income in the third quarter of 2010 increased \$8.8 million, or 20.2%, compared to the third quarter of 2009. Contributing factors include:

- higher base revenue,
- lower non-recoverable fuel and power purchased, and
- higher other operations revenue.

These were partially offset by:

- lower allowance for other funds used during construction,
- higher other operations and maintenance expenses,
- higher depreciation expense,
- electric customer credits,
- higher interest charges, and
- higher effective income tax rate.

(MILLION kWh)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		
	2010	2009	FAVORABLE/ (UNFAVORABLE)
Electric sales			
Residential	<b>1,263</b>	1,207	4.6 %
Commercial	<b>771</b>	743	3.8 %
Industrial	<b>592</b>	577	2.6 %
Other retail	<b>37</b>	36	2.8 %
Total retail	<b>2,663</b>	2,563	3.9 %
Sales for resale	<b>283</b>	199	42.2 %
Unbilled	<b>(125)</b>	(95)	(31.6)%
Total retail and wholesale customer sales	<b>2,821</b>	2,667	5.8 %

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		
	2010	2009	FAVORABLE/ (UNFAVORABLE)
Electric sales			
Residential	<b>\$ 100,301</b>	\$ 53,970	85.8 %
Commercial	<b>48,193</b>	25,802	86.8 %
Industrial	<b>22,563</b>	12,912	74.7 %
Other retail	<b>2,721</b>	1,491	82.5 %
Surcharge	<b>1,350</b>	5,054	(73.3)%
Other	<b>(1,704)</b>	-	-
Total retail	<b>173,424</b>	99,229	74.8 %
Sales for resale	<b>14,745</b>	7,435	98.3 %
Unbilled	<b>(11,585)</b>	(3,466)	(234.2)%
Total retail and wholesale customer sales	<b>\$ 176,584</b>	\$ 103,198	71.1 %

Cleco Power's residential customers' demand for electricity largely is affected by weather. Weather generally is measured in cooling-degree days and heating-degree days. A cooling-degree day is an indication of the likelihood that a consumer will use air conditioning, while a heating-degree day is an indication of the likelihood that a consumer will use heating. An increase in heating-degree days does not produce the same increase in revenue as an increase in cooling-degree days, because alternative heating sources are more available and because winter energy is priced below the rate charged for energy used in the summer. Normal heating-degree days and cooling-degree days are calculated for a month by separately calculating the average actual heating- and cooling-degree days for that month over a period of 30 years.

The following chart shows how cooling-degree days varied from normal conditions and from the prior period. Cleco Power uses temperature data collected by the National Oceanic and Atmospheric Administration to determine degree days.

	FOR THE THREE MONTHS ENDED SEPTEMBER 30,				
	2010	2009	NORMAL	PRIOR YEAR	NORMAL
Cooling-degree days	<b>1,728</b>	1,584	1,468	9.1%	17.7%

### Base

Base revenue increased \$73.4 million, or 71.1%, during the third quarter of 2010 compared to the third quarter of 2009. The base rate increase that became effective on February 12, 2010, the commercial operation date of Madison Unit 3, accounted for approximately \$51.5 million of the increase, while the impact from warmer weather accounted for approximately \$21.9 million of the increase. For information on the effects of

future energy sales on Cleco Power's financial condition, results of operations, and cash flows, see "Risk Factors — Future Electricity Sales" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### Fuel Cost Recovery

Fuel cost recovery revenue billed to customers increased \$23.3 million, or 18.5%, during the third quarter of 2010 compared to the third quarter in 2009 primarily due to higher volumes of fuel used for electric generation and increases in the per-unit cost of power purchased for utility customers. Partially offsetting the increase were decreases in the per-unit cost of fuel used for electric generation and lower volumes of power purchased for utility customers. Lower volumes of power purchased were primarily due to Madison Unit 3 being placed in service and the acquisition of Acadia Unit 1. Changes in fuel costs historically have not significantly affected Cleco Power's net income. Generally, fuel and purchased power expenses are recovered through the LPSC-established fuel adjustment clause, which enables Cleco Power to pass on to its customers substantially all such charges. Approximately 93% of Cleco Power's total fuel cost during the third quarter of 2010 was regulated by the LPSC, while the remainder was regulated by FERC. Recovery of fuel adjustment clause costs is subject to refund until approval is received from the LPSC. For information on Cleco Power's current LPSC fuel audit, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 11 — LPSC Fuel Audit."

### Electric Customer Credits

Electric customer credits increased \$6.3 million during the third quarter of 2010 compared to the third quarter of 2009 as a result of recording an estimated accrual for a rate refund based on actual results for the twelve months ended September 30, 2010. For 2010, the potential refunds were based on results for the 12-month period ended September 30. Beginning in 2011, potential refunds will be based on results for the 12-month period ended June 30. For additional information on the accrual for electric customer credits, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 15 — Electric Customer Credits."

### Other Operations

Other operations revenue increased \$3.0 million, or 30.4%, in the third quarter of 2010 compared to the third quarter of 2009 primarily due to mineral lease bonus payments and higher transmission revenue and customer fees.

### Operating Expenses

Operating expenses increased \$39.0 million, or 19.7%, in the third quarter of 2010 compared to the third quarter of 2009. Fuel used for electric generation (recoverable) increased \$25.4 million, or 35.0%, primarily due to higher volumes of fuel used as compared to the third quarter of 2009. Partially offsetting this increase were lower per unit costs of fuel used for

electric generation. Power purchased for utility customers (recoverable) decreased \$2.0 million, or 3.8%, largely due to lower volumes of purchased power. Partially offsetting this decrease were higher per unit costs of purchased power. Fuel used for electric generation and power purchased for utility customers generally are influenced by natural gas prices, as well as availability of transmission. However, other factors such as scheduled and/or unscheduled outages, unusual maintenance or repairs, or other developments may affect fuel used for electric generation and power purchased for utility customers. Non-recoverable fuel and power purchased decreased \$7.6 million, or 70.5%, primarily due to lower capacity payments made during the third quarter of 2010 primarily due to the commencement of commercial operations of Madison Unit 3 and the acquisition of Acadia Unit 1. Other operations expense increased \$3.5 million, or 13.8%, primarily due to higher generating station operating expenses. Maintenance expense increased \$10.7 million, or 111.1% primarily due to higher generating station maintenance work performed during the third quarter of 2010. Also contributing to the increase was higher transmission and distribution maintenance expenses. Other operations and maintenance expenses include the impact of Madison Unit 3 being placed in service and the acquisition of Acadia Unit 1. Depreciation expense increased \$7.8 million, or 40.5%, largely due to Madison Unit 3 being placed in service and the acquisition of Acadia Unit 1. Taxes other than income taxes increased \$1.4 million, or 17.3%, largely due to higher state franchise taxes.

#### **Allowance for Other Funds Used During Construction**

Allowance for other funds used during construction decreased \$16.9 million, or 95.0%, during the third quarter of 2010 compared to the third quarter of 2009 primarily due to the cessation of AFUDC accruals related to the completion of construction activity at Madison Unit 3.

#### **Interest Charges**

Interest charges increased \$2.4 million, or 17.6%, during the third quarter of 2010 compared to the third quarter of 2009 primarily due to \$6.2 million of lower interest charges capitalized (allowance for borrowed funds used during construction) associated with Madison Unit 3 and \$2.4 million of additional interest charges related to the November 2009 issuance of senior notes. Partially offsetting this increase were \$5.7 million of lower interest charges primarily related to uncertain tax positions, \$0.4 million due to the repayment of insured quarterly notes in August 2009, and \$0.1 million related to other net miscellaneous interest charges.

#### **Income Taxes**

Federal and state income taxes increased \$25.3 million during the third quarter of 2010 compared to the third quarter of 2009. Federal and state income taxes increased \$19.6 million for the change in pre-tax income excluding equity AFUDC, \$4.8 million to record tax expense at the annual projected effective tax rate, and \$0.9 million for miscellaneous items. For additional information, see Item 1, "Notes to the Unaudited

Condensed Consolidated Financial Statements — Note 7 — Income Taxes."

#### **Midstream**

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	FAVORABLE/(UNFAVORABLE)	
			VARIANCE	CHANGE
Operating revenue				
Tolling operations	\$ 11,153	\$ -	\$ 11,153	-
Other operations	1	-	1	-
Affiliate revenue	5	2,087	(2,082)	(99.8)%
Operating revenue	11,159	2,087	9,072	434.7 %
Operating expenses				
Other operations	1,944	1,508	(436)	(28.9)%
Maintenance	2,987	808	(2,179)	(269.7)%
Depreciation	1,446	44	(1,402)	*
Taxes other than income taxes	76	92	16	17.4 %
Loss on sales of assets	6	5	(1)	(20.0)%
Total operating expenses	6,459	2,457	(4,002)	(162.9)%
Operating income (loss)	\$ 4,700	\$ (370)	\$ 5,070	*
Equity income from investees	\$ 2,494	\$ 15,108	\$ (12,614)	(83.5)%
Other income	\$ 1,836	\$ -	\$ 1,836	-
Federal and state income taxes	\$ 2,758	\$ 4,923	\$ 2,165	44.0 %
Net income	\$ 5,156	\$ 8,412	\$ (3,256)	(38.7)%

\* Not meaningful

Factors affecting Midstream during the third quarter of 2010 are described below.

#### **Evangeline**

In accordance with authoritative guidance, Cleco was required to prospectively reconsolidate Evangeline with its condensed consolidated financial statements and discontinue reporting its investment in Evangeline on the equity method of accounting. As a result, effective January 1, 2010, the assets and liabilities of Evangeline are no longer represented by one line item corresponding to Cleco's equity investment in Evangeline but instead are being reported in the corresponding line items in the consolidated financial statements of Midstream. Previously, Evangeline revenue and expenses were netted and reported on one line item as equity income from investees on Cleco Corporation's Condensed Consolidated Statements of Income. Consequently, the chart above reflects the operating results for Evangeline for the third quarter of 2010 reported on various line items as compared to the net operating results being reported on the equity income from investees line for the third quarter of 2009. For additional information on the reconsolidation of Evangeline, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 2 — Recent Authoritative Guidance."

#### **Operating Revenue**

Operating revenue increased \$9.1 million, or 434.7%, in the third quarter of 2010 compared to the third quarter of 2009, primarily as a result of the accounting treatment of tolling operations revenue at Evangeline. As a result of Evangeline's reconsolidation with Cleco, Evangeline's \$11.2 million of revenue for the third quarter of 2010 is reflected in tolling

operations revenue. Evangeline's revenue of \$25.8 million for the third quarter of 2009 was reported in equity income from investees. This \$14.6 million decrease in Evangeline's revenue was primarily due to lower tolling revenue resulting from the Evangeline restructuring and the pricing of the Evangeline 2010 Tolling Agreement. Affiliate revenue decreased \$2.1 million, or 99.8%, in the third quarter of 2010 compared to the third quarter of 2009 primarily due to affiliate transactions with Evangeline that are now being eliminated as a result of Evangeline's reconsolidation with Cleco. For additional information on Evangeline, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 9 — Variable Interest Entities — Consolidated VIEs — Evangeline."

### Operating Expenses

Operating expenses increased \$4.0 million, or 162.9%, in the third quarter of 2010 compared to the third quarter of 2009 primarily as a result of the reconsolidation of Evangeline with Cleco. Evangeline's operating expenses of \$6.2 million for the third quarter of 2010 are included in the chart above in total operating expenses, whereas Evangeline's operating expenses of \$6.0 million for the third quarter of 2009 were reported in equity income from investees. For additional information on Evangeline, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 9 — Variable Interest Entities — Consolidated VIEs — Evangeline."

### Equity Income from Investees

Equity income from investees decreased \$12.6 million, or 83.5%, during the third quarter of 2010 compared to the third quarter of 2009 primarily due to the absence in 2010 of equity earnings from Evangeline resulting from the change in method of accounting for Evangeline effective January 1, 2010. Partially offsetting this decrease was higher equity earnings at APH primarily from Cajun's portion of the contractual expiration of an underlying indemnification resulting from the acquisition of Acadia Unit 1 by Cleco Power and lower depreciation expense resulting from certain Acadia assets meeting the criteria of assets held for sale (at which point depreciation of these assets ceased).

### Other Income

Other income increased \$1.8 million in the third quarter of 2010 compared to the third quarter of 2009, primarily due to APH's contractual expiration of an underlying indemnification resulting from the acquisition of Acadia Unit 1 by Cleco Power. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Disclosures about Guarantees."

### Income Taxes

Federal and state income taxes decreased \$2.2 million, or 44.0%, during the third quarter of 2010 compared to the third quarter of 2009 primarily due to a decrease in pre-tax income.

The effective income tax rate is different than the federal statutory rate due to state tax expense.

### Comparison of the Nine Months Ended September 30, 2010, and 2009

#### Cleco Consolidated

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	FAVORABLE/(UNFAVORABLE)	
			VARIANCE	CHANGE
Operating revenue, net	\$ 892,081	\$ 661,662	\$ 230,419	34.8 %
Operating expenses	656,101	571,878	(84,223)	(14.7)%
Operating income	\$ 235,980	\$ 89,784	\$ 146,196	162.8 %
Allowance for other funds used during construction	\$ 11,052	\$ 52,341	\$ (41,289)	(78.9)%
Equity income from investees	\$ 39,212	\$ 710	\$ 38,502	*
Gain on toll settlement	\$ 148,402	\$ -	\$ 148,402	*
Other income	\$ 3,563	\$ 4,753	\$ (1,190)	(25.0)%
Other expense	\$ 4,379	\$ 2,181	\$ (2,198)	(100.8)%
Interest charges	\$ 72,020	\$ 39,670	\$ (32,350)	(81.5)%
Federal and state income taxes	\$ 127,411	\$ 13,258	\$ (114,153)	(861.0)%
Net income applicable to common stock	\$ 234,733	\$ 93,495	\$ 141,238	151.1 %

\* Not meaningful

Consolidated net income applicable to common stock increased \$141.2 million, or 151.1%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to increased Midstream and Cleco Power earnings. Midstream's earnings were significantly impacted due to transactions related to the termination of the Evangeline Tolling Agreement and the execution of the Evangeline 2010 Tolling Agreement as discussed below. Partially offsetting this increase were lower corporate earnings.

Operating revenue, net increased \$230.4 million, or 34.8%, in the first nine months of 2010 compared to the first nine months of 2009 largely as a result of higher base revenue at Cleco Power.

Operating expenses increased \$84.2 million, or 14.7%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to higher volumes of fuel used for electric generation, higher depreciation expense, and higher other operations and maintenance expenses at Cleco Power.

Allowance for other funds used during construction decreased \$41.3 million, or 78.9%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to the cessation of AFUDC accruals related to the completion of construction activity at Madison Unit 3.

Equity income from investees increased \$38.5 million in the first nine months of 2010 compared to the first nine months of 2009 primarily due to increased equity earnings at APH primarily from the recognition of a \$41.0 million gain from Cleco Power's acquisition of Acadia Unit 1 and half of Acadia Power Station's related common facilities. Partially offsetting the increase was the absence of equity earnings at Evangeline in 2010 due to the consolidation of Evangeline effective January 1, 2010. For additional information on Cleco Power's acquisition of Acadia Unit 1, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 14 — Acadia Unit 1 Transaction."

Gain on toll settlement was \$148.4 million in the first nine months of 2010 due to transactions related to the termination of the existing Evangeline Tolling Agreement and the execution of the Evangeline 2010 Tolling Agreement. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 13 — Evangeline Transactions."

Other income decreased \$1.2 million, or 25.0%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to lower gains on the cash surrender value of life insurance policies at Cleco Corporation. Partially offsetting this decrease was additional income recorded at Midstream due to the contractual expiration of an underlying indemnification resulting from the acquisition of Acadia Unit 1 by Cleco Power.

Other expense increased \$2.2 million, or 100.8%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to the amortization of a plant acquisition adjustment related to Cleco Power's acquisition of Acadia Unit 1.

Interest charges increased \$32.4 million, or 81.5%, during the first nine months of 2010 compared to the first nine months of 2009 primarily due to higher interest charges at Cleco Power and higher corporate interest charges primarily due to the absence of a 2009 favorable settlement of a franchise tax lawsuit and net interest charges related to uncertain tax positions.

Federal and state income taxes increased \$114.2 million, or 861.0%, during the first nine months of 2010 compared to the first nine months of 2009 due to an increase in pre-tax income, excluding equity AFUDC. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 7 — Income Taxes."

Results of operations for Cleco Power and Midstream are more fully described below.

### Cleco Power

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	FAVORABLE/(UNFAVORABLE)	
			VARIANCE	CHANGE
Operating revenue				
Base	<b>\$ 448,589</b>	\$ 270,937	\$ 177,652	65.6 %
Fuel cost recovery	<b>390,939</b>	356,532	34,407	9.7 %
Electric customer credits	<b>(6,314)</b>	-	(6,314)	-
Other operations	<b>32,959</b>	25,609	7,350	28.7 %
Affiliate revenue	-	17	(17)	-
Intercompany revenue	<b>1,029</b>	1,029	-	-
Operating revenue, net	<b>867,202</b>	654,124	213,078	32.6 %
Operating expenses				
Fuel used for electric generation – recoverable	<b>270,165</b>	207,470	(62,695)	(30.2)%
Power purchased for utility customers – recoverable	<b>120,812</b>	149,063	28,251	19.0 %
Non-recoverable fuel and power purchased	<b>10,154</b>	20,889	10,735	51.4 %
Other operations	<b>81,111</b>	72,814	(8,297)	(11.4)%
Maintenance	<b>51,697</b>	32,705	(18,992)	(58.1)%
Depreciation	<b>77,941</b>	57,339	(20,602)	(35.9)%
Taxes other than income taxes	<b>25,110</b>	23,172	(1,938)	(8.4)%
Loss on sales of assets	<b>47</b>	70	23	32.9 %
Total operating expenses	<b>637,037</b>	563,522	\$ (73,515)	(13.0)%
Operating income	<b>\$ 230,165</b>	\$ 90,602	\$ 139,563	154.0 %
Allowance for other funds used during construction	<b>\$ 11,052</b>	\$ 52,341	\$ (41,289)	(78.9)%
Other income	<b>\$ 1,038</b>	\$ 2,138	\$ (1,100)	(51.4)%
Other expense	<b>\$ 3,619</b>	\$ 2,985	\$ (634)	(21.2)%
Interest charges	<b>\$ 57,104</b>	\$ 40,286	\$ (16,818)	(41.7)%
Federal and state income taxes	<b>\$ 58,299</b>	\$ 14,033	\$ (44,266)	(315.4)%
Net income	<b>\$ 123,584</b>	\$ 88,776	\$ 34,808	39.2 %

Cleco Power's net income in the first nine months of 2010 increased \$34.8 million, or 39.2%, compared to the first nine months of 2009. Contributing factors include:

- higher base revenue,
- lower non-recoverable fuel and power purchased expenses, and
- higher other operations revenue.

These were partially offset by:

- lower allowance for other funds used during construction,
- higher other operations and maintenance expenses,
- higher depreciation expense,
- higher interest charges,
- electric customer credits, and
- higher effective income tax rate.

(MILLION KWh)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,		
	2010	2009	FAVORABLE/ (UNFAVORABLE)
Electric sales			
Residential	<b>3,156</b>	2,814	12.2 %
Commercial	<b>1,990</b>	1,882	5.7 %
Industrial	<b>1,679</b>	1,633	2.8 %
Other retail	<b>106</b>	103	2.9 %
Total retail	<b>6,931</b>	6,432	7.8 %
Sales for resale	<b>584</b>	432	35.2 %
Unbilled	<b>2</b>	98	(98.0)%
Total retail and wholesale customer sales	<b>7,517</b>	6,962	8.0 %

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,		
	2010	2009	FAVORABLE/ (UNFAVORABLE)
Electric sales			
Residential	<b>\$ 208,811</b>	\$ 122,486	70.5 %
Commercial	<b>116,897</b>	71,871	62.6 %
Industrial	<b>55,774</b>	38,046	46.6 %
Other retail	<b>6,727</b>	4,288	56.9 %
Surcharge	<b>7,205</b>	14,674	(50.9)%
Other	<b>(4,383)</b>	-	-
Total retail	<b>391,031</b>	251,365	55.6 %
Sales for resale	<b>34,199</b>	16,034	113.3 %
Unbilled	<b>23,359</b>	3,538	560.2 %
Total retail and wholesale customer sales	<b>\$ 448,589</b>	\$ 270,937	65.6 %

The following chart shows how cooling- and heating-degree days varied from normal conditions and from the prior period. Cleco Power uses temperature data collected by the National Oceanic and Atmospheric Administration to determine degree days.

	FOR THE NINE MONTHS ENDED SEPTEMBER 30,				
	2010	2009	NORMAL	2010 CHANGE	
Heating-degree days	<b>1,317</b>	779	1,026	69.1%	28.4%
Cooling-degree days	<b>2,903</b>	2,763	2,436	5.1%	19.2%

### Base

Base revenue increased \$177.7 million, or 65.6%, during the first nine months of 2010 compared to the first nine months of 2009. The base rate increase that became effective on February 12, 2010, the commercial operation date of Madison Unit 3, accounted for approximately \$134.4 million of the increase, while the impact from favorable weather and new service to a wholesale customer accounted for approximately \$43.3 million of the increase. For information on the effects of future energy sales on Cleco Power's financial condition, results of operations, and cash flows, see "Risk Factors — Future Electricity Sales" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### Fuel Cost Recovery

Fuel cost recovery revenue billed to customers increased \$34.4 million, or 9.7%, during the first nine months of 2010 compared to the first nine months of 2009 primarily due to higher volumes of fuel used for electric generation and increases in the per-unit cost of power purchased for utility customers. Partially offsetting the increase were decreases in the per-unit cost of fuel used for electric generation and lower vol-

umes of power purchased for utility customers. Lower volumes of power purchased were primarily due to Madison Unit 3 being placed in service and the acquisition of Acadia Unit 1. For information on Cleco Power's ability to recover fuel and purchase power costs, see "— Comparison of the Three Months Ended September 30, 2010, and 2009 — Cleco Power — Fuel Cost Recovery."

### Electric Customer Credits

Electric customer credits increased \$6.3 million during the first nine months of 2010 compared to the first nine months of 2009 as a result of recording an estimated accrual for a rate refund based on actual results for the twelve months ended September 30, 2010. For 2010, the potential refunds were based on results for the 12-month period ended September 30. Beginning in 2011, potential refunds will be based on results for the 12-month period ended June 30. For additional information on the accrual for electric customer credits, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 15 — Electric Customer Credits."

### Other Operations

Other operations revenue increased \$7.4 million, or 28.7%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to \$4.3 million related to mineral lease bonus payments, \$1.1 million of higher transmission revenue, \$0.9 million of lower net losses relating to economic hedge transactions associated with fixed-price power being provided to a wholesale customer, and \$1.1 million of higher other miscellaneous revenue. For information on Cleco's energy commodity activities, see Item 3, "Quantitative and Qualitative Disclosures about Market Risk — Risk Overview — Commodity Price Risks."

### Operating Expenses

Operating expenses increased \$73.5 million, or 13.0%, in the first nine months of 2010 compared to the first nine months of 2009. Fuel used for electric generation (recoverable) increased \$62.7 million, or 30.2%, primarily due to higher volumes of fuel used as compared to the first nine months of 2009. Partially offsetting this increase were lower per unit costs of fuel used for electric generation. Power purchased for utility customers (recoverable) decreased \$28.3 million, or 19.0%, largely due to lower volumes of purchased power. Partially offsetting this decrease were higher per-unit costs of purchased power. Fuel used for electric generation and power purchased for utility customers generally are influenced by natural gas prices, as well as availability of transmission. However, other factors such as scheduled and/or unscheduled outages, unusual maintenance or repairs, or other developments may affect fuel used for electric generation and power purchased for utility customers. Non-recoverable fuel and purchased power decreased \$10.7 million, or 51.4%, primarily due to lower capacity payments made during the first nine months of 2010 primarily due to the commencement of commercial operations of Madison Unit 3 and the acquisition of Acadia Unit 1. Other operations expense increased \$8.3

million, or 11.4%, primarily due to higher transmission and generating station expenses and higher professional fees. Partially offsetting these increases was lower general liability expense. Maintenance expense increased \$19.0 million, or 58.1%, primarily due to higher generating station maintenance work performed during the first nine months of 2010. Other operations and maintenance expenses include the impact of Madison Unit 3 being placed in service and the acquisition of Acadia Unit 1. Depreciation expense increased \$20.6 million, or 35.9%, largely due to Madison Unit 3 being placed in service and the acquisition of Acadia Unit 1. Taxes other than income taxes increased \$1.9 million, or 8.4%, primarily due to higher payroll taxes and state franchise taxes.

#### **Allowance for Other Funds Used During Construction**

Allowance for other funds used during construction decreased \$41.3 million, or 78.9%, during the first nine months of 2010 compared to the first nine months of 2009 primarily due to the cessation of AFUDC accruals related to the completion of construction activity at Madison Unit 3.

#### **Other Income**

Other income decreased \$1.1 million, or 51.4%, during the first nine months of 2010 compared to the first nine months of 2009 primarily due to lower revenue from mutual assistance to other utilities for restoration efforts.

#### **Other Expense**

Other expense increased \$0.6 million, or 21.2%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to the amortization of a plant acquisition adjustment related to Cleco Power's acquisition of Acadia Unit 1, partially offset by lower expenses from mutual assistance to other utilities for restoration efforts.

#### **Interest Charges**

Interest charges increased \$16.8 million, or 41.7%, during the first nine months of 2010 compared to the first nine months of 2009 primarily due to \$15.1 million of lower interest charges capitalized (allowance for borrowed funds used during construction) associated with Madison Unit 3, \$7.1 million related to the November 2009 issuance of senior notes, and \$1.5 million related to a variable-rate bank loan executed in August 2009. Partially offsetting this increase was \$3.2 million of lower interest charges primarily related to uncertain tax positions, \$3.1 million related to the repayment of medium-term notes and insured quarterly notes in May 2009 and August 2009, respectively, and \$0.6 million related to other miscellaneous interest charges.

#### **Income Taxes**

Federal and state income taxes increased \$44.3 million, or 315.4%, during the first nine months of 2010 compared to the first nine months of 2009 primarily due to an increase in pre-tax income excluding equity AFUDC. Federal and state income tax expense increased \$46.3 million for the change in pre-tax income, \$1.5 million for a Medicare D adjustment re-

sulting from legislation enacted in the first quarter of 2010, and \$1.1 million for a valuation allowance for capital loss carryforwards. These increases were partially offset by \$3.0 million for an adjustment related to the new rates and \$1.6 million for miscellaneous items. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 7 — Income Taxes."

#### **Midstream**

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30,			
	2010	2009	VARIANCE	CHANGE
Operating revenue				
Tolling operations	\$ 23,016	\$ -	\$ 23,016	-
Other operations	2	1	1	100.0 %
Affiliate revenue	924	6,627	(5,703)	(86.1)%
Operating revenue	23,942	6,628	17,314	261.2 %
Operating expenses				
Other operations	5,962	4,887	(1,075)	(22.0)%
Maintenance	6,902	2,963	(3,939)	(132.9)%
Depreciation	4,334	132	(4,202)	*
Taxes other than income taxes	261	310	49	15.8 %
Loss on sales of assets	12	5	(7)	(140.0)%
Total operating expenses	17,471	8,297	(9,174)	(110.6)%
Operating income (loss)	\$ 6,471	\$ (1,669)	\$ 8,140	487.7 %
Equity income (loss) from investees	\$ 39,211	\$ (782)	\$ 39,993	*
Gain on toll settlement	\$ 148,402	\$ -	\$ 148,402	-
Other income	\$ 1,984	\$ 37	\$ 1,947	*
Federal and state income tax expense (benefit)	\$ 72,905	\$ (3,469)	\$ (76,374)	*
Net income (loss)	\$ 117,176	\$ (4,997)	\$ 122,173	*

\* Not meaningful

Factors affecting Midstream during the first nine months of 2010 are described below.

#### **Operating Revenue**

Operating revenue increased \$17.3 million, or 261.2%, during the first nine months of 2010 compared to the first nine months of 2009, largely as a result of the accounting treatment of tolling operations revenue at Evangeline. As a result of Evangeline's reconsolidation with Cleco, Evangeline's \$23.0 million of revenue for the first nine months of 2010 is reflected in tolling operations revenue. Evangeline's revenue of \$49.0 million for the first nine months of 2009 was reported in equity income from investees. This \$26.0 million decrease in Evangeline's revenue was primarily due to lower tolling revenue resulting from the Evangeline restructuring and the pricing of the Evangeline 2010 Tolling Agreement. Affiliate revenue decreased \$5.7 million, or 86.1%, in the first nine months of 2010 compared to the first nine months of 2009 primarily due to affiliate transactions with Evangeline now being eliminated as a result of Evangeline's reconsolidation with Cleco. For additional information on Evangeline, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 9 — Variable Interest Entities — Consolidated VIEs — Evangeline."



**Operating Expenses**

Operating expenses increased \$9.2 million, or 110.6%, primarily as a result of the reconsolidation of Evangeline with Cleco. Evangeline's operating expenses of \$15.6 million for the first nine months of 2010 are included in the chart above in total operating expenses. Evangeline's operating expenses of \$25.7 million for the first nine months of 2009 were reported in equity income from investees. This \$10.1 million decrease in Evangeline's operating expenses was primarily due to lower maintenance expenses resulting from the absence of a 2009 outage. For additional information on Evangeline, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 9 — Variable Interest Entities — Consolidated VIEs — Evangeline."

**Equity Income from Investees**

Equity income from investees increased \$40.0 million during the first nine months of 2010 compared to the first nine months of 2009 primarily due to increased equity earnings at APH primarily from the recognition of a \$41.0 million gain from Cleco Power's acquisition of Acadia Unit 1 and half of Acadia Power Station's related common facilities. Partially offsetting this increase was the absence in 2010 of equity earnings from Evangeline resulting from the change in method of accounting for Evangeline effective January 1, 2010. For additional information on Cleco Power's acquisition of Acadia Unit 1, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 14 — Acadia Unit 1 Transaction."

**Gain on Toll Settlement**

Gain on toll settlement was \$148.4 million in the first nine months of 2010 due to transactions related to the termination of the Evangeline Tolling Agreement and the execution of the Evangeline 2010 Tolling Agreement. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 13 — Evangeline Transactions."

**Other Income**

Other income increased \$1.9 million during the first nine months of 2010 compared to the first nine months of 2009 largely as a result of the contractual expiration of an underlying indemnification resulting from the acquisition of Acadia Unit 1 by Cleco Power. For additional information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Disclosures about Guarantees."

**Income Taxes**

Federal and state income taxes increased \$76.4 million during the first nine months of 2010 compared to the first nine months of 2009 primarily due to an increase in pre-tax income. The effective income tax rate is different than the federal statutory rate due to state tax expense.

**FINANCIAL CONDITION****Liquidity and Capital Resources****General Considerations and Credit-Related Risks****Credit Ratings and Counterparties**

At September 30, 2010, Moody's and Standard & Poor's outlooks for both Cleco Corporation and Cleco Power were stable. In November 2009, Moody's downgraded Cleco Power's credit rating by one level. This downgrade placed Cleco Power's credit rating at Moody's at a level similar to Cleco Power's credit rating at Standard & Poor's. Cleco Corporation and Cleco Power pay fees and interest under their bank credit agreements based on the highest rating held. If Cleco Corporation or Cleco Power's credit rating were to be downgraded by Moody's and Standard & Poor's, Cleco Corporation and/or Cleco Power would be required to post additional fees and incur higher interest rates under their bank credit agreements. Cleco Power's collateral for derivatives is based on the lowest rating held. If Cleco Power's credit ratings were to be downgraded by Standard & Poor's or Moody's, Cleco Power would be required to post additional collateral for derivatives. For additional information on the impacts of a downgrade in credit ratings, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Risks and Uncertainties — Cleco Power."

In August 2005, Cleco Power entered into an EPC contract with Shaw to construct Madison Unit 3. Under the terms of the Amended EPC Contract, until the final acceptance of Madison Unit 3, in the event Cleco Power does not maintain a senior unsecured credit rating of either: (i) Baa3 or better from Moody's or (ii) BBB- or better from Standard & Poor's, Cleco Power will be required to provide a letter of credit to Shaw in the amount of \$20.0 million. In the event of further downgrade to both of its credit ratings to: (i) Ba2 or below from Moody's, and (ii) BB or below from Standard & Poor's, Cleco Power will be required to provide an additional \$15.0 million letter of credit to Shaw.

With respect to any open power or natural gas trading positions that Cleco may initiate in the future, Cleco may be required to provide credit support or pay liquidated damages. The amount of credit support that Cleco may be required to provide at any point in the future is dependent on the amount of the initial transaction, changes in the market price of power and natural gas, the changes in open power and gas positions, and changes in the amount counterparties owe Cleco. Changes in any of these factors could cause the amount of requested credit support to increase or decrease. For additional information, as well as a discussion of other factors affecting Cleco's financial condition relating to its credit ratings, the credit ratings of its counterparties, and other credit-related risks, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — General Considerations and Credit-Related Risks — Credit Ratings and

Counterparties" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### ***Global and U.S. Economic Environment***

The current economic environment and uncertainty may have an impact on Cleco's business and financial condition. Although Cleco has not experienced restrictions in the financial markets, its ability to access the capital markets may be restricted at a time when Cleco would like, or need, to do so. This could have a material impact on Cleco's ability to fund capital expenditures or debt service, or on its flexibility to react to changing economic and business conditions. Credit constraints could have a material negative impact on Cleco's lenders or its customers, causing them to fail to meet their obligations to Cleco or to delay payment of such obligations. The lower interest rates that Cleco has been exposed to have been beneficial to recent debt issuances; however, these rates have negatively affected interest income for Cleco's short-term investments.

### ***Fair Value Measurements***

Various accounting pronouncements require certain assets and liabilities to be measured at their fair values. Some assets and liabilities are required to be measured at their fair value each reporting period, while others are required to be measured only one time, generally the date of acquisition or debt issuance. Cleco and Cleco Power are required to disclose the fair value of certain assets and liabilities by one of three levels when required for recognition purposes under GAAP. Other financial assets and liabilities, such as long-term debt, are reported at their carrying values at their date of issuance on the consolidated balance sheets with their fair values disclosed without regard to the three levels. For more information about fair value levels, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 4 — Fair Value Accounting."

### ***Debt***

At September 30, 2010, Cleco Power was in compliance with the covenants in its credit facility. If Cleco Corporation were to default under the covenants in its credit facility or other debt agreements, it would be unable to borrow additional funds under the facility, and the lender could accelerate all principal and interest outstanding. Further, if Cleco Power were to default under its credit facility or other debt agreements, Cleco Corporation would be considered in default under its credit facility. Both Cleco and Cleco Power credit facilities expire in June 2011.

If Cleco Corporation's credit ratings were to be downgraded one level, Cleco Corporation would be required to pay fees and interest at a rate of 0.20% higher than the current level for its \$150.0 million credit facility. A similar downgrade to the credit ratings of Cleco Power would require Cleco Power to pay fees and interest at a rate of 0.15% higher than the current level on its \$275.0 million credit facility.

### ***Cleco Consolidated***

Cleco had \$150.0 million of short-term debt outstanding at September 30, 2010, compared to none at December 31, 2009. The short-term debt outstanding was a one-year bank term loan Cleco Corporation entered into in February 2010. The bank term loan has an interest rate of one-month LIBOR plus 2.75% and matures in February 2011. At September 30, 2010, the interest rate on the term loan was 3.01%.

At September 30, 2010, Cleco's long-term debt outstanding was \$1.2 billion, of which \$36.4 million was due within one year, compared to \$1.3 billion outstanding at December 31, 2009, which included \$11.5 million due within one year. The long-term debt due within one year at September 30, 2010, represents \$12.2 million of principal payments for the Cleco Katrina/Rita storm recovery bonds scheduled to be paid in the next twelve months and \$24.2 million of 6.125% Insured Quarterly Notes that were redeemed prior to maturity at par on October 20, 2010. In September 2010, Cleco Power issued the notice for redemption and as part of the redemption of all of the outstanding notes, Cleco Power paid \$0.2 million of accrued interest on the redeemed notes. For Cleco, long-term debt decreased \$107.5 million primarily due to a \$95.0 million decrease in Cleco's credit facility draws and \$11.5 million scheduled Cleco Katrina/Rita storm recovery bond principal payments made in March and September 2010.

At September 30, 2010, Cleco had a working capital deficit of \$29.0 million compared to a working capital surplus of \$252.1 million at December 31, 2009. Management intends to fund the working capital deficit with normal operating cash flows. Included in working capital at September 30, 2010, and December 31, 2009, was \$15.5 million and \$29.9 million, respectively, which was restricted for the use of debt payments. The \$281.1 million decrease in working capital is primarily due to the \$150.0 million issuance of a one-year term loan in February 2010, the reclassification of \$24.2 million of insured quarterly notes to due within one year, the reclassification of a portion of the Madison Unit 3 deferred carrying cost regulatory liability from long-term to short-term, and an increase in current taxes payable due to an increase in pre-tax income. The notes were reclassified to due within one year as a result of management's decision to redeem the notes prior to maturity.

At September 30, 2010, Cleco's Condensed Consolidated Balance Sheet reflected \$2.7 billion of total liabilities compared to \$2.6 billion at December 31, 2009. The \$73.1 million increase in total liabilities was primarily due to the increase in short-term debt and current taxes payable, partially offset by a decrease in long-term debt and the refund of Madison Unit 3 deferred construction carrying cost. As discussed above, short-term debt increased \$150.0 million from the entry into a one-year term loan in February 2010 which was used to fund the Acadia Unit 1 transaction. Long-term debt decreased \$107.5 million, as discussed above. Current taxes payable increased due to an increase in pre-tax income.

Cash and cash equivalents available at September 30, 2010, were \$67.8 million combined with \$425.0 million facility capacity (\$150.0 million from Cleco Corporation and \$275.0

million from Cleco Power) for total liquidity of \$492.8 million. Cash and cash equivalents available at September 30, 2010 decreased \$77.4 million when compared to cash and cash equivalents available at December 31, 2009. This decrease was primarily due to additions to property, plant and equipment, the payment of property taxes, and the payment of common dividends.

At September 30, 2010, Cleco and Cleco Power were exposed to concentrations of credit risk through their short-term investments classified as cash equivalents. In order to mitigate potential credit risk, Cleco and Cleco Power have established guidelines for short-term investments. For more on the concentration of credit risk through short-term investments classified as cash equivalents, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 4 — Fair Value Accounting."

### ***Cleco Corporation (Holding Company Level)***

Cleco Corporation had \$150.0 million of short-term debt outstanding at September 30, 2010, compared to none at December 31, 2009. The short-term debt outstanding was a one-year bank term loan Cleco Corporation entered into in February 2010. The bank term loan has an interest rate of one-month LIBOR plus 2.75% and matures in February 2011. At September 30, 2010, the interest rate on the term loan was 3.01%.

At September 30, 2010, Cleco Corporation had no outstanding draws on its \$150.0 million credit facility compared to \$95.0 million outstanding at December 31, 2009. This facility provides for working capital and other needs. Cleco Corporation's borrowing costs under the facility are equal to LIBOR plus 0.65%, including facility fees. An uncommitted line of credit with a bank in an amount up to \$10.0 million is available to support Cleco Corporation's working capital needs. For more information about these commitments, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Off-Balance Sheet Commitments and Disclosures about Guarantees."

Cash and cash equivalents available at September 30, 2010, were \$39.9 million, combined with \$150.0 million credit facility capacity for total liquidity of \$189.9 million. Cash and cash equivalents available at September 30, 2010 increased \$32.8 million when compared to cash and cash equivalents available at December 31, 2009, primarily due to routine working capital fluctuations.

### ***Cleco Power***

There was no short-term debt outstanding at Cleco Power at September 30, 2010, or December 31, 2009. At September 30, 2010, Cleco Power's long-term debt outstanding was \$1.2 billion, of which \$36.4 million was due within one year, compared to \$1.2 billion outstanding at December 31, 2009, which included \$11.5 million due within one year. The long-term debt due within one year at September 30, 2010, represents \$12.2 million of principal payments for the Cleco Katrina/Rita

storm recovery bonds scheduled to be paid in the next twelve months and \$24.2 million of 6.125% Insured Quarterly Notes that were redeemed prior to maturity at par on October 20, 2010. In September 2010, Cleco Power issued the notice of redemption and as part of the redemption of all of the outstanding notes, Cleco Power paid \$0.2 million of accrued interest on the redeemed notes. For Cleco Power, long-term debt decreased \$12.5 million primarily due to \$11.5 million scheduled Cleco Katrina/Rita storm recovery bond principal payments made in March and September 2010.

At September 30, 2010, no borrowings were outstanding under Cleco Power's \$275.0 million, five-year revolving credit facility. This facility provides for working capital and other needs. Cleco Power's borrowing costs under the facility are equal to LIBOR plus 0.50%, including facility fees. An uncommitted line of credit with a bank in an amount up to \$10.0 million also is available to support Cleco Power's working capital needs.

At September 30, 2010, and December 31, 2009, Cleco Power had a working capital surplus of \$70.1 million and \$182.7 million, respectively. Included in working capital at September 30, 2010, and December 31, 2009, was \$15.5 million and \$29.9 million, respectively, which was restricted for the use of debt payments. The \$112.6 million decrease in working capital is primarily due to the reclassification of \$24.2 million of insured quarterly notes to due within one year, the reclassification of a portion of the Madison Unit 3 deferred carrying cost regulatory liability from long-term to short-term, and an increase in current taxes payable due to an increase in pre-tax income. The notes were reclassified to due within one year as a result of management's decision to redeem the notes prior to maturity.

Cash and cash equivalents available at September 30, 2010, were \$27.4 million, combined with \$275.0 million facility capacity for total liquidity of \$302.4 million. Cash and cash equivalents decreased \$110.7 million, when compared to cash and cash equivalents at December 31, 2009, primarily due to additions to property, plant and equipment and the payment of property taxes.

### ***Midstream***

Midstream had no debt outstanding at September 30, 2010, or December 31, 2009.

At September 30, 2010, Evangeline had no long-term debt outstanding. Prior to January 1, 2010, Evangeline was accounted for under the equity method. Evangeline had \$161.8 million of long-term debt outstanding at December 31, 2009, in the form of 8.82% Senior Secured bonds due 2019. Of this amount, \$8.2 million was due within one year at December 31, 2009. The Senior Secured bonds issued by Evangeline were non-recourse to Cleco Corporation. In February 2010, Evangeline and JPMVEC entered into the Evangeline Restructuring Agreement and the Evangeline 2010 Tolling Agreement. In conjunction with these transactions, JPMVEC transferred \$126.6 million principal amount of Senior Secured bonds owned by JPMVEC to Evangeline. The bonds were retired and the remaining \$35.2 million of principal bonds were

redeemed pursuant to their terms. For more information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 13 — Evangeline Transactions."

### ***Restricted Cash***

Various agreements to which Cleco is subject contain covenants that restrict its use of cash. As certain provisions under these agreements are met, cash is transferred out of related escrow accounts and becomes available for general corporate purposes. At September 30, 2010, and December 31, 2009, \$41.3 million and \$56.4 million of cash, respectively, was restricted on Cleco Corporation's Condensed Consolidated Balance Sheets. At September 30, 2010, restricted cash consisted of \$0.1 million under the Diversified Lands mitigation escrow agreement, \$11.6 million reserved at Cleco Power for GO Zone project costs, \$25.7 million reserved at Cleco Power for future storm restoration costs, and \$3.9 million at Cleco Katrina/Rita restricted for payment of operating expenses, interest, and principal on storm recovery bonds.

At September 30, 2010, Evangeline had no restricted cash. At December 31, 2009, Evangeline's restricted cash, in the amount of \$30.1 million, was not reflected in Cleco Corporation's Consolidated Balance Sheets due to equity method accounting. This cash was restricted under Evangeline's Senior Secured bond indenture for major maintenance expenses and principal and interest payments on the Senior Secured bonds. In February 2010, Evangeline and JPMVEC entered into the Evangeline Restructuring Agreement. In conjunction with the agreement, Evangeline's restricted cash was released to Cleco Corporation. For more information, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 13 — Evangeline Transactions."

## **Cleco Cash Flows**

### ***Net Operating Cash Flow***

Net cash provided by operating activities was \$170.1 million during the first nine months of 2010, compared to \$53.4 million during the first nine months of 2009.

Cash provided by operating activities during the first nine months of 2010 increased \$116.7 million from the first nine months of 2009, primarily due to increased revenue due to the base rate increase which became effective on February 12, 2010 and favorable weather. Also contributing to the increase is the collection of a long-term receivable related to the Evangeline Restructuring Agreement; lower retainage payments, primarily due to the completion of Madison Unit 3; the 2010 absence of a 2009 \$15.0 million pension plan payment; and lower fuel inventory purchases. Fuel inventory purchases were higher in the first nine months of 2009 primarily due to the purchase of initial fuel inventory for Madison Unit 3.

### ***Net Investing Cash Flow***

Net cash used in investing activities was \$212.6 million during the first nine months of 2010, compared to \$119.7 million during the first nine months of 2009. Net cash used in investing activities during the first nine months of 2010 was higher than

the first nine months of 2009 primarily due to additions to property, plant and equipment.

During the first nine months of 2010, Cleco had additions to property, plant and equipment, net of AFUDC of \$219.4 million, a \$28.8 million investment in New Market Tax Credits, an \$8.5 million investment in Acadia, and a \$0.2 million investment in Oxbow. This was partially offset by the transfer of \$45.2 million of cash from restricted accounts, primarily related to Evangeline.

During the first nine months of 2009, Cleco had additions to property, plant and equipment, net of AFUDC of \$138.0 million, a \$15.7 million investment in New Market Tax Credits, and a \$13.9 million investment in Acadia. This was partially offset by \$46.9 million of cash transferred from restricted accounts, primarily related to solid waste disposal, GO Zone, and storm restoration bonds.

### ***Net Financing Cash Flow***

Net cash used in financing activities was \$34.9 million during the first nine months of 2010, compared to cash provided by financing activities of \$18.0 million during the first nine months of 2009. Net cash provided by financing activities during the first nine months of 2010 was lower than the first nine months of 2009 primarily due to lower issuances of long-term debt and higher retirements of long-term obligations, partially offset by higher issuance of short-term debt.

During the first nine months of 2010, Cleco retired \$141.7 million of long-term debt, consisting of \$35.2 million of Evangeline debt, \$95.0 million of credit facility draws and \$11.5 million of long-term bonds. Cleco also used \$43.8 million for the payment of common stock dividends. This was partially offset by the issuance of \$150.0 million of short-term debt, which was used to facilitate the acquisition of Acadia Unit 1.

During the first nine months of 2009, Cleco received net proceeds of \$173.0 million from the issuance of long-term debt. This was partially offset by \$115.8 million of cash used for repayment of long-term debt and capital leases, and \$40.7 million used to pay dividends.

## **Cleco Power Cash Flows**

### ***Net Operating Cash Flow***

Net cash provided by operating activities was \$76.9 million during the first nine months of 2010, compared to \$95.0 million during the first nine months of 2009.

Cash provided by operating activities during the first nine months of 2010 decreased \$18.1 million from the first nine months of 2009. The 2010 refund to customers of Madison Unit 3 carrying costs as opposed to the 2009 collection from customers contributed \$113.6 million to this decrease. Partially offsetting this decrease was higher income, primarily due to the base rate increase which became effective on February 12, 2010, favorable weather, and the 2010 absence of a \$15.0 million 2009 pension plan payment.

**Net Investing Cash Flow**

Net cash used in investing activities was \$49.8 million during the first nine months of 2010, compared to \$90.2 million during the first nine months of 2009. Net cash used in investing activities during 2010 was lower than the first nine months of 2009 primarily due to fewer additions to property, plant and equipment, primarily due to the completion of Madison Unit 3.

During the first nine months of 2010, Cleco Power had additions to property, plant and equipment, net of AFUDC of \$64.6 million. This was partially offset by the transfer of \$15.1 million of cash from restricted accounts, primarily related to solid waste disposal and GO Zone bonds.

During the first nine months of 2009, Cleco Power had additions to property, plant and equipment, net of AFUDC of \$137.7 million. This was partially offset by \$46.9 million of cash transferred from restricted accounts, primarily related to solid waste disposal, GO Zone, and storm restoration bonds.

**Net Financing Cash Flow**

Net cash used in financing activities was \$137.9 million during the first nine months of 2010, compared to \$61.4 million during the first nine months of 2009. Net cash used in financing activities during the first nine months of 2010 was higher than the first nine months of 2009 primarily due to \$95.0 million of higher distributions made to Cleco and the absence of \$85.0 million issuances of long-term debt, partially offset by \$103.3 million of lower retirements of long-term debt.

During the first nine months of 2010, Cleco Power used \$12.8 million of cash for repayment of long-term debt and capital leases, and paid \$125.0 million in distributions to Cleco Corporation.

During the first nine months of 2009, Cleco Power used \$115.8 million of cash for repayment of long-term debt and capital leases, and paid \$30.0 million in distributions to Cleco Corporation. This was partially offset by net proceeds of \$85.0 million from the issuance of long-term debt.

**Contractual Obligations and Other Commitments**

Cleco, in the normal course of business activities, enters into a variety of contractual obligations. Some of these result in direct obligations that are reflected in the Consolidated Balance Sheets while other commitments, some firm and some based on uncertainties, are not reflected in the consolidated financial statements.

For additional information regarding Cleco's Contractual Obligations and Other Commitments, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Cash Generation and Cash Requirements — Contractual Obligations and Other Commitments" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

**Off-Balance Sheet Commitments and Disclosures about Guarantees**

Cleco Corporation and Cleco Power have entered into various off-balance sheet commitments, in the form of guarantees and standby letters of credit, in order to facilitate their activities

and the activities of Cleco Corporation's subsidiaries and equity investees (affiliates). Cleco Corporation and Cleco Power have also agreed to contractual terms that require them to pay third parties if certain triggering events occur. These contractual terms generally are defined as guarantees in the authoritative guidance. For additional information on off-balance sheet commitments, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Off-Balance Sheet Commitments."

**Regulatory Matters****Wholesale Rates of Cleco**

For information on the wholesale rates of Cleco, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Wholesale Rates of Cleco" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

**Retail Rates of Cleco Power**

In June 2009, Cleco Power filed its monitoring report for the 12-month period ended September 30, 2008. In June 2010, the Staff completed the review, and no customer refunds were due for this period. In January 2010, Cleco Power also filed its monitoring report for the 12-month period ended September 30, 2009. The Staff issued its preliminary report in June 2010, which indicated that no customer refunds were due for this period.

The 2010 FRP establishes that Cleco Power file monitoring reports for the twelve months ended June 30, 2010, and September 30, 2010, on or before October 31, 2010, and January 31, 2011, respectively. Cleco Power does not anticipate a refund for the twelve months ended June 30, 2010. Beginning in 2011, Cleco Power will file annual monitoring reports no later than October 31 for the 12-month period ending June 30. For the twelve months ended September 30, 2010, Cleco Power's retail earnings exceeded the refund threshold of 11.3%, but were less than 12.3%. Therefore, Cleco Power estimated at September 30, 2010, a return to customers of \$6.3 million, or 60% of all earnings above the 11.3% threshold. The ultimate amount of any customer refund is subject to LPSC Staff review and the closure of such review. For additional information concerning Cleco Power's FRP, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 15 — Electric Customer Credits."

In February 2006, the LPSC approved Cleco Power's plans to build Madison Unit 3. Terms of the approval included authorization for Cleco Power to collect from customers an amount equal to 75% of the LPSC-jurisdictional portion of the carrying costs of capital during the construction phase of the unit. In any calendar year during the construction period, the amount collected from customers was not to exceed 6.5% of Cleco Power's projected retail revenues. Cleco Power began

collection of the carrying costs and established a regulatory liability in May 2006. In October 2009, the LPSC voted unanimously to approve Cleco Power's new retail rate plan. The retail rate plan established that Cleco Power return \$183.2 million to customers over a five-year period and record a regulatory asset for all carrying costs above the actual amount collected from customers. On February 12, 2010, Madison Unit 3 commenced commercial operations and the new rates became effective. At that time, Cleco Power began returning the construction carrying costs to customers and amortizing the regulatory asset over a five-year period. In March 2010, the LPSC issued an order changing the period of return from five years to four years and established that Cleco Power return approximately \$167.0 million to customers over the four-year period. As of September 30, 2010, \$69.1 million has been returned to customers.

For information on certain other regulatory aspects of retail rates concerning Cleco Power, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Retail Rates of Cleco Power" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### ***Wholesale Electric Markets***

For information on regulatory aspects of wholesale electric markets affecting Cleco, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Market Restructuring — Wholesale Electric Markets" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### ***Retail Electric Markets***

For a discussion of the regulatory aspects of retail electric markets affecting Cleco Power, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Retail Electric Markets" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### ***Generation RFP***

For a discussion of the results of Cleco Power's 2007 Long-Term RFP, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Generation RFP" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### ***Madison Unit 3***

In May 2006, Cleco Power began construction of Madison Unit 3, a 600-MW solid fuel power plant at its Rodemacher facility, which was renamed the Brame Energy Center on June 11, 2010. The unit commenced commercial operations on February 12, 2010. Madison Unit 3 is capable of burning various

solid fuels, but initially will primarily burn petroleum coke produced by several refineries throughout the Gulf Coast region. Cleco Power has contracted with three refineries to supply various amounts of the Madison Unit 3 fuel requirements through 2014. Due to pricing and lower than anticipated consumption, Cleco has shortened one of the three petroleum coke supply contracts to end on December 31, 2010.

In May 2006, Cleco Power and Shaw entered into an Amended EPC Contract, which has subsequently been amended by the parties. Under the amended contract, the lump-sum price is \$795.6 million. As of September 30, 2010, Cleco Power had incurred approximately \$983.9 million in total project costs, including AFUDC and a reduction for delay liquidated damages. The Madison Unit 3 budget forecast remains within 1% of its estimated projection of \$1.0 billion. The project achieved commercial operations on February 12, 2010, whereby Cleco Power accepted care, custody, and control of the unit. Shaw has not reached project completion under the contract, as the reliability test and specified boiler performance criteria have not been met. Shaw must correct various identified items, meet a 30-day reliability performance test, and provide warranty services under a one-year warranty. In May 2010, Cleco Power issued Shaw a notice of default relating to Shaw's inability to meet certain material obligations under the Amended EPC Contract. Cleco Power and Shaw have submitted various claims to arbitration. Shaw's claims of \$32.0 million include 2008 hurricane force majeure related costs, fuel moisture, water quality and river embankment slope failure, and the associated recovery of schedule related liquidated damages withheld by Cleco Power. As a result of Shaw filing the demand for arbitration, certain claims included in Shaw's demand exceeded a \$1.0 million threshold, triggering an unwind of certain fuel related matters included in Amendment No. 4, and Cleco is seeking the recovery of \$19.0 million from Shaw relating to such matters. The parties have entered into settlement discussions on all of these matters. In the event the parties are unable to settle the claims submitted to arbitration, they will be resolved by decision of the arbitrator in accordance with the terms of the Amended EPC Contract. The arbitration process is expected to be completed during the second quarter of 2011.

In support of Shaw's performance obligations, Cleco Power, as of September 30, 2010, is retaining one letter of credit in the amount of \$58.9 million, an additional \$0.8 million of payment retainage, as well as a \$200.0 million payment and performance bond in favor of Cleco Power as specified under the Amended EPC Contract. The retention and remaining letter of credit are provided in support of Shaw's potential payment of liquidated damages, or other payment performance obligations.

### ***Lignite Deferral***

At September 30, 2010, and December 31, 2009, Cleco Power had \$22.3 million and \$24.2 million, respectively, in deferred lignite mining costs remaining uncollected.

For additional information on Cleco Power's deferred lignite mining expenditures, please read "Management's

Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — Regulatory Matters — Other Matters — Lignite Deferral” in the Registrants’ Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

#### ***Acadiana Load Pocket Project***

In September 2008, Cleco Power entered into an agreement with Lafayette Utilities System, a municipal utility, and Entergy Gulf States, to upgrade certain interconnected transmission systems in south Louisiana. The project received the LPSC’s approval in February 2009 and confirmation that it is in the public’s interest. Also in February 2009, approval was received from the SPP, Cleco Power’s reliability coordinator, to begin construction. The joint project includes expanding and upgrading the electric transmission infrastructure in south central Louisiana in an area known as the Acadiana Load Pocket.

The project includes upgrades to certain existing electric facilities as well as the construction of new substations, transmission lines, and capacitor banks. The estimated cost of the project is \$250.0 million. Each utility is responsible for various components of the project. Cleco Power’s portion of the cost is approximately \$150.0 million, including AFUDC. The first phase of construction began in September 2009, with the final phase scheduled to be completed in 2012. At September 30, 2010, Cleco Power had spent \$37.8 million on the Acadiana Load Pocket project. Upgrading the interconnected transmission system is expected to increase capacity, reduce transmission constraints, and improve electric service for customers served by all three utilities.

#### ***AMI Project***

In October 2009, Cleco Power received notification of its selection to receive a \$20.0 million grant from the DOE to deploy advanced metering infrastructure technology for Cleco Power’s approximate 277,000 customers. Cleco Power applied to the DOE under a small grant process, which capped the grant award at \$20.0 million. The DOE selected 100 smart-grid initiatives out of approximately 400 applications for funding under the smart-grid investment grant program. The grant program is a part of the American Recovery and Reinvestment Act of 2009, an economic stimulus package passed by Congress in February 2009. On May 3, 2010, Cleco Power accepted the terms of the \$20.0 million grant from the DOE. The DOE assistance agreement was executed in May 2010.

Implementing smart-grid technology includes installing smart meters with two-way communication capabilities along with implementing a territory-wide communication network and data management system. Cleco Power’s primary initial benefit is savings gained through operational efficiencies. Another benefit is increased information about customer usage, which will give Cleco Power better distribution system planning data, better response to customer usage questions, and faster detection and restoration of system outages. Future benefits could include providing customers with near real-time energy

usage information and rate options. These benefits may also require other significant capital investments.

Cleco Power estimates the project will cost \$73.0 million, with the DOE grant providing \$20.0 million toward the project and Cleco Power providing the remaining \$53.0 million. In April 2010, Cleco Power received board approval for the project conditioned upon approval by the LPSC. Cleco Power filed an application with the LPSC in June 2010 and requested expedited approval of the project prior to the end of 2010. A July 2010 status conference established a procedural schedule for the docket. On October 15, 2010, Cleco Power, the LPSC Staff, and the interveners in the docket executed a Proposed Uncontested Stipulated Settlement, which was filed with the LPSC. An uncontested stipulation hearing was conducted on October 25, 2010 before the Administrative Law Judge, during which the Proposed Uncontested Stipulated Settlement, as well as Cleco Power’s and the LPSC Staff’s respective testimony, were made part of the docket’s evidentiary record. Cleco Power anticipates that the matter will receive full LPSC consideration at the LPSC’s November 10, 2010 Business and Executive Session. If the AMI project receives approval from the LPSC, Cleco Power expects to complete the project by the first quarter of 2013. If Cleco Power does not receive LPSC approval, the project will be re-evaluated at that time. At September 30, 2010, Cleco Power had incurred \$0.8 million in AMI costs.

#### ***Teche Blackstart Unit Project***

In January 2009, Cleco Power filed an application with the LPSC to improve its blackstart process by purchasing a 33-MW gas turbine to be sited at the Teche Power Station and designated as Teche Unit 4. The purpose of the project is to allow Cleco Power to return its generating system to service more efficiently than is currently possible in the event of a total system shutdown. As part of the Teche Power Station, Teche Unit 4 will be located in a region known as the Acadiana Load Pocket, an area that has experienced considerable growth in recent years. Cleco Power chose to acquire a refurbished gas turbine at considerable cost savings as compared to purchasing a similar new unit. The LDEQ issued an air permit in November 2009. The LPSC application was approved in December 2009.

At September 30, 2010, Cleco Power had incurred \$15.7 million of the estimated \$31.0 million total expenditures for this project. This estimate includes the necessary upgrades to allow the purchased unit to also function as a generation resource suitable for peaking capacity. Phase I of the project, which included procurement of the gas turbine, has been completed. Phase II, which includes site construction, began in the second quarter of 2010, and the project is expected to be completed in the second quarter of 2011.

#### ***Franchises***

##### ***Renewed Franchises***

Cleco Power renewed the following franchise agreements during 2010.

DATE	CITY	TERM	NUMBER OF CUSTOMERS
July 2010	Pearl River	35 years	1,250
September 2010	Lecompte	30 years	711
October 2010	Crowley	20 years	6,195

#### *Other Franchise Matters*

In July 2009, the City of Opelousas notified Cleco Power that it would begin formally requesting proposals from other power companies to supply its electricity needs. The current agreement is set to expire in August 2011. In November 2009, the City of Opelousas received responses from power companies from which it solicited bids declining its request for proposals to provide power to the City. The Mayor formed a citizens committee to determine if the City of Opelousas should operate its power system or continue the operating and franchise agreement with Cleco Power. In December 2009, the City of Opelousas requested an extension under the operating and franchise agreement to perform the review. Cleco Power granted an extension until December 31, 2010. For the twelve-month period ended September 30, 2010, Cleco Power's base revenue from the City of Opelousas was \$11.7 million. Approximately 10,000 customers are located in the City of Opelousas. While the City of Opelousas owns a portion of the power system, Cleco Power has performed upgrades and expansions since May 1991, which was the inception of the operating and franchise agreement. If the operating and franchise agreement is not renewed by the City of Opelousas, the City of Opelousas will be liable to Cleco Power for the cost of the upgrades and expansions for approximately \$9.0 million.

On March 9, 2010, a complaint was filed in the 27<sup>th</sup> Judicial District Court of St. Landry Parish, State of Louisiana on behalf of three Cleco Power customers in Opelousas, Louisiana. In addition, on May 11, 2010, a second complaint repeating the allegations of the first was filed on behalf of a number of Opelousas residents. For additional information regarding these complaints, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Litigation — City of Opelousas."

For additional information on Cleco Power's electric service franchises, please read "Business — Regulatory Matters, Industry Developments, and Franchises — Franchises" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

#### ***Environmental Matters***

Cleco is subject to extensive environmental regulation by federal, state and local authorities and is required to comply with numerous environmental laws and regulations, and to obtain and to comply with numerous governmental permits, in operating its facilities. In addition, existing environmental laws, regulations and permits could be revised or reinterpreted; new laws and regulations could be adopted or become applicable to Cleco or its facilities; and future changes in environmental laws and regulations could occur, including potential regula-

tory and enforcement developments related to air emissions. Cleco may incur significant additional costs to comply with these revisions, reinterpretations and requirements. If Cleco fails to comply with these revisions, reinterpretations and requirements, it could be subject to civil or criminal liabilities and fines.

For a discussion of Cleco environmental matters, please read "Business — Environmental Matters" in the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and Environmental Matters in the Combined Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010.

#### ***Recent Authoritative Guidance***

For a discussion of recent authoritative guidance, see Item 1, "Notes to the Unaudited Condensed Consolidated Financial Statements — Note 2 — Recent Authoritative Guidance" of this Combined Quarterly Report on Form 10-Q, which discussion is incorporated herein by reference.

#### **CRITICAL ACCOUNTING POLICIES**

Cleco's critical accounting policies include those accounting policies that are both important to Cleco's financial condition and results of operations and those that require management to make difficult, subjective, or complex judgments about future events, which could result in a material impact to the financial statements of Cleco Corporation's segments or to Cleco as a consolidated entity. The financial statements contained in this report are prepared in accordance with accounting principles generally accepted in the United States of America, which require Cleco to make estimates and assumptions. Estimates and assumptions about future events and their effects cannot be made with certainty. Management bases its current estimates and assumptions on historical experience and on various other factors that are believed to be reasonable under the circumstances. On an ongoing basis, these estimates and assumptions are evaluated and, if necessary, adjustments are made when warranted by new or updated information or by a change in circumstances or environment. Actual results may differ significantly from these estimates under different assumptions or conditions. For a discussion of Cleco's critical accounting policies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies" in the Registrant's Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

#### **CLECO POWER — NARRATIVE ANALYSIS OF RESULTS OF OPERATIONS**

Set forth below is information concerning the results of operations of Cleco Power for the three and nine months ended September 30, 2010, and September 30, 2009. The following narrative analysis should be read in combination with Cleco Power's Unaudited Condensed Consolidated Financial Statements and the Notes contained in this Combined Quarterly Report on Form 10-Q.



Cleco Power meets the conditions specified in General Instructions H(1)(a) and (b) to Form 10-Q and is therefore permitted to use the reduced disclosure format for wholly owned subsidiaries of reporting companies. Accordingly, Cleco Power has omitted from this report the information called for by Item 2 (Management's Discussion and Analysis of Financial Condition and Results of Operations) and Item 3 (Quantitative and Qualitative Disclosures about Market Risk) of Part I of Form 10-Q and the following Part II items of Form 10-Q: Item 2 (Unregistered Sales of Equity Securities and Use of Proceeds) and Item 3 (Defaults upon Senior Securities). Pursuant to the General Instructions, Cleco Power has included an explanation of the reasons for material changes in the amount of revenue and expense items of Cleco Power between the first nine months of 2010 and the first nine months of 2009. Reference is made to Management's Discussion and Analysis of Financial Condition and Results of Operations in

Item 7 of the Registrants' Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

For an explanation of material changes in the amount of revenue and expense items of Cleco Power between the third quarter of 2010 and the third quarter of 2009, see "— Results of Operations — Comparison of the Three Months Ended September 30, 2010, and 2009 — Cleco Power" of this Combined Quarterly Report on Form 10-Q, which discussion is incorporated herein by reference.

For an explanation of material changes in the amount of revenue and expense items of Cleco Power between the first nine months of 2010 and the first nine months of 2009, see "— Results of Operations — Comparison of the Nine Months Ended September 30, 2010, and 2009 — Cleco Power" of this Combined Quarterly Report on Form 10-Q, which discussion is incorporated herein by reference.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### ***Risk Overview***

Market risk inherent in Cleco's market risk-sensitive instruments and positions includes potential changes arising from changes in interest rates and the commodity market prices of power and natural gas in the industry on different energy exchanges. Cleco is subject to market risk associated with economic hedges relating to open natural gas contracts. Cleco also is subject to credit risk associated with its remaining tolling agreement counterparty. For additional information concerning Cleco's market risk associated with its remaining counterparty, see Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Liquidity and Capital Resources — General Considerations and Credit-Related Risks."

Cleco applies the authoritative guidance as it relates to derivatives and hedging to determine whether the market risk-sensitive instruments and positions are required to be marked-to-market. Generally, Cleco Power's market risk-sensitive instruments and positions qualify for the normal-purchase, normal-sale exception to mark-to-market accounting since Cleco Power takes physical delivery and the instruments and positions are used to satisfy customer requirements.

Cleco's exposure to market risk, as discussed below, represents an estimate of possible changes in the fair value or future earnings that would occur, assuming possible future movements in the interest rates and commodity prices of power and natural gas. Management's views on market risk are not necessarily indicative of actual results, nor do they represent the maximum possible gains or losses. The views do represent, within the parameters disclosed, what management estimates may happen.

Cleco monitors credit risk exposure through reviews of counterparty credit quality, aggregate counterparty credit exposure, and aggregate counterparty concentration levels. Cleco manages these risks by establishing appropriate credit and concentration limits on transactions with counterparties and requiring contractual guarantees, cash deposits or letters

of credit from counterparties or their affiliates, as deemed necessary. Cleco Power has agreements in place with various counterparties that authorize the netting of financial transactions and contract payments to mitigate credit risk for transactions entered into for risk management purposes.

Access to capital markets is a significant source of funding for both short- and long-term capital requirements not satisfied by operating cash flows. Market conditions during the past few years have limited the availability and have increased the costs of capital for many companies. The inability to raise capital on favorable terms could negatively affect Cleco's ability to maintain and expand its businesses. After assessing the current operating performance, liquidity, and credit ratings of Cleco, management believes that it will have access to the capital markets at prevailing market rates for companies with comparable credit ratings. Cleco Corporation and Cleco Power pay fees and interest under their respective credit facilities based on the highest rating held. If Cleco Corporation or Cleco Power's credit ratings were to be downgraded by Moody's and Standard & Poor's, Cleco Corporation and Cleco Power would be required to pay additional fees and higher interest rates under their respective bank credit facilities. Cleco Power's collateral for derivatives is based on the lowest rating held. If Cleco Power's credit ratings were to be downgraded by Standard & Poor's or Moody's, Cleco Power would be required to pay additional collateral for derivatives.

#### **Interest Rate Risks**

Cleco monitors its mix of fixed- and variable-rate debt obligations in light of changing market conditions and from time to time may alter that mix, for example, refinancing balances outstanding under its variable-rate credit facility with fixed-rate debt. Calculations of the changes in fair market value and interest expense of the debt securities are made over a one-year period.

Sensitivity to changes in interest rates for fixed-rate obligations is computed by calculating the current fair market value

using a net present value model based upon a 1% change in the average interest rate applicable to such debt. Sensitivity to changes in interest rates for variable-rate obligations is computed by assuming a 1% change in the current interest rate applicable to such debt.

At September 30, 2010, Cleco had \$150.0 million of short-term variable-rate debt outstanding with an interest rate of LIBOR plus 2.75%. Each 1% increase in the interest rate applicable to such debt would cause a \$1.5 million decrease in pre-tax earnings of Cleco.

At September 30, 2010, Cleco Corporation had no long-term variable-rate debt outstanding under its \$150.0 million five-year credit facility.

Cleco Power had an additional \$50.0 million long-term variable-rate debt outstanding. For more information regarding Cleco Power's long-term variable-rate debt outstanding and interest rate swap, refer to "— Cleco Power" below.

### Commodity Price Risks

Management believes Cleco has controls in place to minimize the risks involved in its financial and energy commodity activities. Independent controls over energy commodity functions consist of a middle office (risk management), a back office (accounting), regulatory compliance staff, as well as monitoring by a risk management committee comprised of officers and the General Manager – Internal Audit, who are approved by Cleco Corporation's Board of Directors. Risk limits are recommended by the Risk Management Committee and monitored through a daily risk report that identifies the current VaR, current market conditions, and concentration of energy market positions.

During 2005, Cleco Power entered into certain financial hedge transactions it considers economic hedges to mitigate the risk associated with fixed-price power to be provided to a wholesale customer through December 2010. These transactions are derivatives as defined by the authoritative guidance on derivatives and hedging but do not meet the accounting criteria to be considered hedges. These transactions are marked-to-market with the resulting gain or loss recorded on the income statement as a component of operating revenue. At September 30, 2010, and December 31, 2009, the positions had a negative mark-to-market value of \$0.2 million and \$0.4 million, respectively. In addition, these positions resulted in a realized loss of \$0.3 million and \$0.8 million during the three and nine months ended September 30, 2010. In light of these economic hedge transactions, volatility in natural gas prices will likely cause fluctuations in the market value of open natural gas positions and ultimately in Cleco Power's future earnings.

Cleco Power provides fuel for generation and purchases power to meet the power demands of customers. Cleco Power has entered into positions to mitigate the volatility in customer fuel costs, as encouraged by an LPSC order. Cleco Power's fuel stabilization policy targets higher levels of minimum hedging percentages and mitigates the volatility in customer fuel costs. The change in positions could result in increased volatility in the marked-to-market amounts for the fi-

ancial positions. These positions are marked-to-market with the resulting gain or loss recorded on the balance sheet as a component of the accumulated deferred fuel asset or liability and a component of the risk management assets or liabilities. When these positions close, actual gains or losses are deferred and included in the fuel adjustment clause in the month the physical contract settles. Based on market prices at September 30, 2010, the net mark-to-market impact related to open natural gas positions at September 30, 2010, were losses of \$20.2 million. The majority of these natural gas positions will close over the next twelve months. Deferred losses relating to closed natural gas positions at September 30, 2010, and December 31, 2009, totaled \$1.7 million and \$2.6 million, respectively.

Cleco utilizes a VaR model to assess the market risk of its hedging portfolios, including derivative financial instruments. VaR represents the potential loss in fair value for an instrument from adverse changes in market factors over a defined period of time with a specified confidence level. VaR is calculated daily, using the variance/covariance method with delta approximation, assuming a holding period of one day, and a 95% confidence level for natural gas and power positions. Volatility is calculated daily from historical forward prices using the exponentially weighted moving average method.

Based on these assumptions, the VaR relating to Cleco Power's hedge transactions for the three and nine months ended September 30, 2010, as well as the VaR at December 31, 2009, is summarized below.

(THOUSANDS)	FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2010		
	HIGH	LOW	AVERAGE
Economic hedges	\$ 45.1	\$ 9.7	\$ 23.6
Fuel cost hedges	\$ 1,579.5	\$ 702.8	\$ 1,132.7

(THOUSANDS)	FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010			AT	
	HIGH	LOW	AVERAGE	SEPTEMBER 30, 2010	AT DECEMBER 31, 2009
Economic hedges	\$ 139.2	\$ 9.7	\$ 50.0	\$ 9.7	\$ 110.9
Fuel cost hedges	\$ 3,650.4	\$ 702.8	\$ 1,643.9	\$ 887.5	\$ 2,848.5

### Cleco Power

Please refer to "— Risk Overview" above for a discussion of market risk inherent in Cleco Power's market risk-sensitive instruments.

Cleco Power has entered into various fixed- and variable-rate debt obligations. Please refer to "— Interest Rate Risks" above for a discussion of how Cleco Power monitors its mix of fixed- and variable-rate debt obligations and the manner of calculating changes in fair market value and interest expense of its debt obligations.

Cleco Power had no short-term variable-rate debt as of September 30, 2010.

At September 30, 2010, Cleco Power had \$50.0 million of long-term variable-rate debt outstanding with an interest rate of 3.00% plus one-month LIBOR. Each 1% increase in the interest rate applicable to such debt would cause a \$0.5 million decrease in the pre-tax earnings of Cleco Power. During 2009, Cleco Power locked in an interest rate swap, effective

concurrent with issuing the \$50.0 million variable-rate debt, for the notional amount of the debt requiring a monthly net settlement between Cleco Power's fixed 1.84% and the swap counterparty's floating payment of the one-month LIBOR. Each 1% increase in the interest rate applicable to the interest rate swap would cause a \$0.5 million increase in the pre-tax earnings of Cleco Power.

At September 30, 2010, Cleco Power had no borrowings outstanding under its \$275.0 million five-year credit facility.

Please refer to "— Commodity Price Risks" above for a discussion of controls, transactions, VaR, and market value maturities associated with Cleco Power's energy commodity activities.

#### ITEM 4 AND 4T. CONTROLS AND PROCEDURES

##### ***Evaluation of Disclosure Controls and Procedures***

As of September 30, 2010, evaluations were performed under the supervision and with the participation of Cleco Corporation and Cleco Power LLC (individually, "Registrant" and collectively, the "Registrants") management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO). The evaluations assessed the effectiveness of the Registrants' disclosure controls and procedures. Based on the evaluations, the CEO and CFO have concluded that the Registrants' disclosure controls and procedures are effective to ensure that information required to be disclosed by each Registrant in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms; and that the Registrants' disclo-

sure controls and procedures are also effective in ensuring that such information is accumulated and communicated to the Registrants' management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

##### ***Changes in Internal Controls over Financial Reporting***

Under the supervision and with the participation of the Registrants' management, including the CEO and CFO, the Registrants evaluated changes in internal control over financial reporting that occurred during the quarter ended September 30, 2010, and found no change that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

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## PART II — OTHER INFORMATION

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### ITEM 1. LEGAL PROCEEDINGS

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#### **CLECO**

For information on legal proceedings affecting Cleco, see Part I, Item 1, “Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Litigation.”

#### **CLECO POWER**

For information on legal proceedings affecting Cleco Power, see Part I, Item 1, “Notes to the Unaudited Condensed Consolidated Financial Statements — Note 10 — Litigation, Other Commitments and Contingencies, and Disclosures about Guarantees — Litigation.”

### ITEM 1A. RISK FACTORS

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There have been no material changes from the risk factors disclosed under the heading “Risk Factors” in Item 1A of the Registrants’ Combined Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010 (the “First Quarter 2010 Form 10-Q”) and Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (the “2009 An-

nual Report on Form 10-K”). For risks that could affect actual results and cause results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Registrants, see the risk factors disclosed under “Risk Factors” in Item 1A of the First Quarter 2010 Form 10-Q and the 2009 Annual Report on Form 10-K.

**ITEM 6. EXHIBITS**

<b>CLECO CORPORATION</b>	
3.1	Bylaws of Cleco Corporation, revised effective October 30, 2010
12(a)	Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Stock Dividends for the three-, nine-, and twelve-month periods ended September 30, 2010, 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
<b>CLECO POWER</b>	
12(b)	Computation of Ratios of Earnings to Fixed Charges for the three-, nine-, and twelve-month periods ended September 30, 2010, 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
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

\*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.

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## SIGNATURE

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: October 29, 2010

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## SIGNATURE

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: October 29, 2010