

# **SECURITIES AND EXCHANGE COMMISSION**

**(Release No. 35-28030)**

**Filings Under the Public Utility Holding Company Act of 1935, as amended (“Act”)**

**September 16, 2005**

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by October 11, 2005 to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After October 11, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

**Cleco Corporation and Cleco Midstream Resources LLC (70-10318)**

Cleco Corporation (“Cleco Corp.”), 2030 Donahue Ferry Road, Pineville, Louisiana, a Louisiana corporation and a holding company claiming exemption from

registration under section 3(a)(1) of the Act by rule 2, and its wholly owned-sub subsidiary at the same address, Cleco Midstream Resources, LLC (“Cleco Midstream”) (“Applicants”) have filed an application (“Application”) under sections 9(a)(2) and 10 of the Act.

Applicants seek approval of their proposed acquisition of all of the issued and outstanding membership interests of Attala Transmission, LLC (“Attala”).

Attala is a Louisiana limited liability company that will acquire transmission facilities from Central Mississippi Generating Company, LLC (“Central Mississippi”), an exempt wholesale generator under section 32 of the Act (“EWG”), and thus become a public-utility company. Central Mississippi is currently the owner of a generating plant (“Attala Generating Plant”) located in Attala County, Mississippi, as well as interconnection facilities used to transmit electric energy from the Attala Generating Plant to the transmission system of Entergy Mississippi, Inc. (“Entergy Mississippi”), a public utility subsidiary of Entergy, Inc., a register holding company. Central Mississippi has proposed to sell the Attala Generating Plant to Entergy Mississippi and to sell the interconnection facilities to Attala, which will be formed as a wholly-owned indirect subsidiary of Cleco Corp. and as a direct subsidiary of Cleco Midstream (“Transaction”). Following the closing of the Transaction, Attala will own, operate and maintain the interconnection facilities, and it will use them to provide interconnection service from the Attala Generating Plant to the Entergy Mississippi transmission system, in accordance with a Federal Energy Regulatory Commission (“FERC”) filed rate schedule.

Cleco Corp. is the parent company of Cleco Power LLC (“Cleco Power”), a Louisiana limited liability public-utility company that provides electric utility service in central and southeastern Louisiana.

Cleco Midstream is the parent company of Perryville Energy Holdings LLC which owns Perryville Energy Partners, LLC (“Perryville”), an EWG. Perryville owns a 718-megawatt generating facility as well as interconnection facilities used to connect the facility to the transmission system of Entergy Louisiana (“Entergy LA”). Perryville has entered into an agreement to sell the generating facility to Entergy LA (although it will retain ownership of the interconnection facilities). Following the sale, Perryville will no longer own generating facilities, will cease to qualify as an EWG, and will become a public-utility company, as defined in section 2(a)(5) of the Act. Consequently, when the Transaction is completed, Cleco Midstream will be a holding company with respect to two public-utility companies, Perryville and Attala.

For the Commission by the Division of Investment Management, pursuant to delegated authority.

Jonathan G. Katz

Secretary