



**Item 1.01 Entry into a Material Definitive Agreement.**

On May 28, 2008, Cleco Power LLC (the Company), a wholly owned subsidiary of Cleco Corporation, entered into an Underwriting Agreement (the Underwriting Agreement) with BNY Mellon Capital Markets, LLC, Calyon Securities (USA) Inc. and KeyBanc Capital Markets Inc. (collectively, the Underwriters) covering the issue and sale of \$250,000,000 aggregate principal amount of the Company's 6.65% Notes due 2018 (the Notes). The Notes mature on June 15, 2018. The offer and sale of the Notes are registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the shelf registration statement (Registration No.333-132832) of the Company, as supplemented by the Prospectus Supplement dated May 28, 2008 relating to the Notes filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act. Affiliates of the Underwriters are lenders under the Company's \$275 million five-year credit facility.

Closing of the issuance and sale of the Notes is scheduled for June 3, 2008 and is subject to customary conditions contained in the Underwriting Agreement.

The Underwriters have agreed in the Underwriting Agreement to purchase all of the Notes if any of them are purchased. If an Underwriter defaults, the agreement provides that the purchase commitment of the nondefaulting underwriter may be increased or the agreement may be terminated. The Company has agreed in the Underwriting Agreement to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make in respect of those liabilities.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibits are furnished herewith:

- 1.1 Underwriting Agreement dated May 28, 2008 by and between the Company and the Underwriters.
  
  - 4.1 Form of Ninth Supplemental Indenture providing for the issuance of the Notes.
  
  - 4.2 Form of Note (included in Exhibit 4.1 above).
  
  - 5.1 Opinion of Baker Botts L.L.P.
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**SIGNATURES**

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

Date: June 2, 2008

By: /s/ Charles A. Mannix  
Charles A. Mannix  
Vice President Tax & Treasurer

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

Date: June 2, 2008

By: /s/ Charles A. Mannix  
Charles A. Mannix  
Vice President Tax & Treasurer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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4.2	Form of Note (included in Exhibit 4.1 above).
5.1	Opinion of Baker Botts L.L.P.