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CLECO CORP
Form 8-K
April 28, 2003

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 23, 2003

CLECO CORPORATION
(Exact name of registrant as specified in its charter)

Louisiana (State or other jurisdiction of incorporation)	1-15759 (Commission File Number)	72-1445282 (IRS Employer Identification No.)
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2030 Donahue Ferry Road Pineville, Louisiana (Address of principal executive offices)	71360-5226 (Zip Code)
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Registrant's telephone number, including area code: (318) 484-7400

Item 5. Other Events.

On April 23, 2003, Cleco Corporation (the "Company") entered into a Terms Agreement (incorporating by reference the terms of an Underwriting Agreement relating to debt securities) with BNY Capital Markets, Inc., Banc One Capital Markets, Inc., Hibernia Southcoast Capital, Inc. and Morgan Keegan & Company, Inc. (collectively, the "Underwriters"), covering the issue and sale of \$100,000,000 aggregate principal amount of the Company's 7.000% Notes due May 1, 2008 (the "Notes"). The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-33098) of the Company, which is on file with the Securities and Exchange Commission.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

The following exhibits are filed herewith:

- 1.1 Underwriting Agreement relating to debt securities.
- 1.2 Terms Agreement dated April 23, 2003 between the Company and the Underwriters.

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- 4.1 Form of Supplemental Indenture No. 2 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.

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 hereunto duly authorized.

CLECO CORPORATION

Date: April 25, 2003

By: /s/ Kathleen Nolen

Kathleen F. Nolen
Treasurer