

CLECO CORP
Form 11-K
June 18, 2014

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

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

For the transition period from _____ to _____

Commission file number 1-15759

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Cleco Power LLC 401(k) Savings and Investment Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CLECO CORPORATION

2030 Donahue Ferry Road, Pineville, Louisiana 71360-5226

Cleco Power LLC 401(k) Savings and Investment Plan
Financial Statements and Supplemental Schedule
December 31, 2013 and 2012

Cleco Power LLC 401(k) Savings and Investment Plan
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December 31, 2013 and 2012

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Note: Schedules other than the one listed above as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure have been omitted because they are either not required or not applicable.

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of the
Cleco Power LLC 401(k) Savings and Investment Plan

We have audited the accompanying statements of net assets available for benefits of the Cleco Power LLC 401(k) Savings and Investment Plan (the "Plan") as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McElroy, Quirk, & Burch (APC)
Lake Charles, Louisiana
June 18, 2014

Cleco Power LLC 401(k) Savings and Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	Participant Directed	
	2013	2012
Investments, at fair value (see Note 2)	\$315,528,706	\$268,095,281
Notes receivable from participants (see Note 1)	4,345,895	4,401,507
Contributions receivable from employer	427,617	365,173
Net assets available for benefits	\$320,302,218	\$272,861,961

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

Cleco Power LLC 401(k) Savings and Investment Plan
 Statement of Changes in Net Assets Available for Benefits
 December 31, 2013

	Participant Directed
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments (see Note 2)	\$45,847,546
Interest and dividends	10,672,324
Net investment income	56,519,870
Interest income on notes receivable from participants	228,445
Contributions:	
Employer's	4,404,529
Participants'	8,956,263
Rollovers	132,196
Total contributions	13,492,988
Total additions	70,241,303
Deductions from net assets attributed to:	
Benefits paid to participants	22,769,692
Administrative expenses	31,354
Total deductions	22,801,046
Net increase	47,440,257
Net assets available for plan benefits:	
Beginning of year	272,861,961
End of year	\$320,302,218

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

Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

1. Summary of Significant Accounting Policies and Description of Plan

Plan Description

The Cleco Power LLC 401(k) Savings and Investment Plan (the “Plan”), which was adopted January 1, 1985, and amended and restated effective November 1, 2010, is intended to provide active, eligible employees of Cleco Corporation and its subsidiaries (“Cleco”) with voluntary, long-term savings and investment opportunities. The Plan is a defined contribution plan designed to comply with Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (the “Code”), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974. In accordance with the Plan, employer contributions can be in the form of Cleco Corporation stock or cash. Cash contributions are invested in proportion to the participant’s voluntary contribution investment choices. Cleco Corporation has the right to change the form of contribution at any time. Plan participants are allowed to choose whether to have dividends on Cleco Corporation common stock distributed in cash or reinvested in additional shares of Cleco Corporation common stock. Participation in the Plan is voluntary and active Cleco employees are eligible to participate. Although the Plan is voluntary, new employees are automatically enrolled in the Plan at a pre-tax contribution rate of 4%. The automatic pre-tax contribution percentage can be increased or decreased, or participants may choose to opt out of the Plan. For a complete description of the Plan, refer to the Cleco Power LLC 401(k) Savings and Investment Plan (the “Plan Document”).

Plan Amendments

In January 2012, the Plan was amended to allow for automatic deferrals and automatic increases for participants who have not affirmatively chosen to defer a portion of their compensation or have chosen to defer below a certain level. Employees are able to opt-out of automatic deferrals and increases and may change their contribution elections at any time.

Plan Administration and Administration Expenses

The administration of the Plan is the responsibility of a retirement committee (the “Committee”) comprised of employees of Cleco. The Committee is appointed by the Board of Directors of Cleco Corporation, the sole member of Cleco Power LLC (“Cleco Power”). Cleco Power is a wholly owned subsidiary of Cleco Corporation. Most of the administrative expenses incurred by the Plan are borne by Cleco; however, personalized online investment advisory fees and distribution expenses are paid by the participants of the Plan. Those fees are listed as administrative expenses. Investment related expenses are included in the net appreciation of fair value of investments. Cleco Power is the Plan sponsor. The responsibilities for the investment, reinvestment, control and disbursement of the funds of the Plan rest with JPMorgan Chase Bank (“Trustee”) and with J.P. Morgan Retirement Plan Services (“Agent”) acting as the agent of the Trustee and recordkeeper to the Plan.

Contributions

Participant contributions are recorded in the period that Cleco makes payroll deductions from participants. Unless otherwise restricted by law, participants may contribute on a pretax basis up to 50% of annual compensation, not to exceed \$17,500 in 2013 and \$17,000 in 2012. Participants who are at least 50 years old by the end of the tax year may make an additional “catch-up” contribution (above the 401(k) annual deferral limit) up to \$5,500 in each of 2013 and 2012. The Trustee, in accordance with the participants’ directives, invests the employee and employer contributions in one or more of 21 publicly traded mutual funds, in one self-directed account with access to over 1,000 mutual funds, in one common collective trust, and in Cleco Corporation common stock. Certain qualified 401(k) rollovers are permitted under the Plan.

Cleco Corporation’s matching contribution depends upon the hire date of the participant. Participants hired prior to August 1, 2007, are eligible to receive a basic match not to exceed 66-2/3% of the employees’ total pretax basic contribution, up to the first 6% of the participant’s annual compensation. Participants hired or rehired on or after August 1, 2007, are eligible to receive a basic match not to exceed 100% of the employees’ total pretax basic contribution, up to the first 6% of the participant’s annual compensation. Additionally, all employees hired or rehired on or after August 1, 2007, whether they choose to make a voluntary contribution or not, are eligible to receive a

non-elective company contribution subject to certain vesting requirements. In December 2013 and 2012, management approved a 2% non-elective contribution for eligible employees. For 2013 and 2012, the non-elective contributions were paid to the Plan in April 2014 and March 2013, respectively.

Cleco Power LLC 401(k) Savings and Investment Plan
 Notes to the Financial Statements
 December 31, 2013 and 2012

Participants' Accounts

The Agent maintains accounts on behalf of each Plan participant. Each account is credited with (a) the participant's pretax, after tax or rollover contribution, (b) the matching contribution and (c) the participant's share of Plan earnings. Allocations are based on participant compensation or account balances, as defined in the Plan Document.

Vesting

Participants are fully vested in their voluntary contributions, eligible rollovers, earnings, and basic match at all times. Effective August 1, 2007, the non-elective Cleco funded contributions are subject to vesting based upon years of vesting service as shown below:

Years of Vesting Service	Vested Percentage	
1 year or less	—	%
2 years	20	%
3 years	40	%
4 years	60	%
5 years	80	%
6 years or more	100	%

Forfeitures

At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$29,542 and \$29,046, respectively. These amounts reduced employer matching contributions. The 2013 forfeiture amount was allocated to participant accounts in April 2014. The 2012 forfeiture was allocated to participants in March 2013.

Withdrawals and Notes Receivable from Participants

Funds in participants' accounts may be distributed upon death or separation from service in either a lump-sum amount equal to the value of their account or as a distribution in kind of shares held for their account. A participant is entitled to receive a whole number of shares of Cleco Corporation common stock. The amounts of any fractional shares are distributed in cash. Under Internal Revenue Service regulations, active employees may withdraw funds from their accounts after age 59-1/2 or in the case of certain defined financial hardships.

Loans are available to participants up to specified limits. The term of loans shall not exceed five years and the interest rate is calculated based on the prime rate published in The Wall Street Journal on the first day of the month before the loan is requested plus 2%. Interest rates on these loans ranged from 5.25% to 9.25% in 2012 and 2013. Notes receivable from participants are measured at amortized cost (unpaid principal balance plus any accrued but unpaid interest). Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan Document. Benefits payable for terminations and withdrawals are included in net assets available for benefits and are charged to net assets available for benefits when paid.

Diversification

Participants are allowed to diversify shares of Cleco Corporation common stock regardless of age and years of service. Participants who elect to diversify can invest the proceeds from the sale of shares of Cleco Corporation common stock in the investment options offered by the Plan.

Investment Valuation

Investments in securities and mutual funds traded on national securities exchanges are valued based on the last reported sales price as of the end of each fiscal year.

Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

Common Collective Trusts

Common collective trusts are valued at the asset value per unit as determined by the collective trust as of the valuation date, which approximates fair value. For more information on common collective trusts, see Note 5 - "Fair Value Measurements."

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation/depreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation/depreciation on those investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Priority Upon Termination of Plan

The Plan may be terminated at any time by the Cleco Corporation Board of Directors, the sole member of Cleco Power. Upon termination, all assets are to be distributed to Plan participants or their beneficiaries. Participants would receive their proportionate share of the assets as determined by individual account balances on the date of termination. In the event of the Plan termination, participants would become 100 percent vested.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases (decreases) in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Recent Authoritative Guidance

The Plan adopted the recent authoritative guidance listed below on their respective effective dates.

In December 2011, FASB revised the disclosure requirements related to balance sheet offsetting. After the effective date, entities must disclose both the gross and net information about instruments and transactions eligible for offsetting on the balance sheet, including transactions under master netting agreements. The adoption of this revision is required for interim and annual periods beginning on or after January 1, 2013. The adoption of this revision did not have any effect on the financial condition or results of operations of the Plan since it relates to disclosures.

In January 2013, FASB clarified the scope of revised disclosure requirements related to balance sheet offsetting that was issued in December 2011. The amendment clarifies that the scope applies to derivatives accounted for in accordance with the authoritative guidance for derivatives and hedging. The adoption of this revision is required for interim and annual periods beginning on or after January 1, 2013. The adoption of this revision did not have an impact on the financial condition, results of operations, or cash flows of the Plan because it relates to disclosures and no additional disclosures were required.

In April 2013, FASB issued guidance on applying the liquidation basis of accounting and the related disclosure requirements. Under this accounting standards update, an entity must use the liquidation basis of accounting to present its financial statements when it determines that liquidation is imminent, unless the liquidation is the same as that under the plan specified in an entity's governing documents created at its inception. The adoption of this standard is effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. The adoption of this guidance is not expected to have an effect on the financial condition, results of operations, or cash flows of the Plan.

Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

2. Investments

Information relative to investments as of December 31, 2013 and 2012, respectively, is as follows:

Description	2013	2012
Investments, at fair value:		
Mutual Funds:		
Royce Pennsylvania Small Cap Equity Fund	\$619,169	\$148,892
*JP Morgan Prime Money Market Fund	23,453,695	19,498,543
*Dodge & Cox Balanced Fund	30,545,276	23,632,486
*FMI Large Cap	30,577,723	25,955,094
*American Century Growth Fund	18,432,580	14,736,523
T. Rowe Price Income Fund	1,217,076	768,707
T. Rowe Price Mid Cap Growth Fund	12,262,730	9,139,471
T. Rowe Price Retirement 2005 Index Fund	52,203	82,477
T. Rowe Price Retirement 2010 Index Fund	508,389	819,438
T. Rowe Price Retirement 2015 Index Fund	3,102,567	2,291,985
T. Rowe Price Retirement 2020 Index Fund	4,791,840	4,100,363
T. Rowe Price Retirement 2025 Index Fund	3,078,044	2,436,136
T. Rowe Price Retirement 2030 Index Fund	3,157,166	2,210,551
T. Rowe Price Retirement 2035 Index Fund	2,047,208	1,895,064
T. Rowe Price Retirement 2040 Index Fund	2,730,749	2,096,144
T. Rowe Price Retirement 2045 Index Fund	3,023,628	2,064,115
T. Rowe Price Retirement 2050 Index Fund	1,713,776	996,395
T. Rowe Price Retirement 2055 Index Fund	1,280,888	578,497
Diamond Hill Capital Fund	830,915	209,406
UMB Scout Core Plus Bond Fund	15,096,968	13,467,992
CRM Mid Cap Value Fund	7,402,780	5,559,652
Morgan Stanley International Equity Fund	14,199,709	9,357,370
Total mutual funds	180,125,079	142,045,301
*SSgA S&P 500(R) Index Securities Lending Series Fund II - common collective trust	19,346,617	12,320,195
Schwab Personal Choice Retirement Account - participant directed brokerage	4,824,841	4,609,237
*Cleco Corporation Common Stock	111,232,169	109,120,548
Total investments, at fair value	\$315,528,706	\$268,095,281

*Denotes investment exceeds 5% of the net assets available for benefits.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$45,847,546 for the year ended December 31, 2013, as follows:

Mutual funds	\$23,841,370
Cleco Corporation common stock	17,752,290
Common collective trust	4,253,886
Net appreciation in fair value of investments	\$45,847,546

Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

3. Concentration of Market Risk

The Plan holds investments in Cleco Corporation common stock, as well as various mutual funds; accordingly, Plan participants' accounts that hold shares of Cleco Corporation common stock are exposed to market risk in the event of a significant decline in the value of such stock.

For all mutual funds, refer to the specific fund's prospectus and annual report for a full description of each fund's investment holdings and significant concentrations of credit risk. The mutual fund prospectus and annual reports can be obtained by contacting J.P. Morgan Retirement Plan Services.

4. Concentration of Investments

Included in investments at December 31, 2013 and 2012 are shares of Cleco Corporation common stock amounting to \$111,232,169 and \$109,120,548, respectively. This investment represents 35 percent and 41 percent of total investments at December 31, 2013 and 2012, respectively. A significant decline in the market value of the sponsor's stock would significantly affect the net assets available for benefits.

5. Fair Value Measurements

The authoritative guidance on fair value measurements provides the framework for measuring fair value.

The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access

Level 2 - Inputs to the valuation methodology include

quoted prices for similar assets or liabilities in active markets

quoted prices for identical or similar assets or liabilities in inactive markets

inputs other than quoted prices that are observable for the asset or liability

inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for each class of assets of the Plan measured at fair value.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

Participant directed brokerage: Fair value is determined based on the underlying investments, which are traded on an exchange and active market.

Cleco Corporation common stock: Valued at the closing price reported on the New York Stock Exchange.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012.

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Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

	Assets at Fair Value as of December 31, 2013			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Money market fund	\$23,453,695	\$—	\$—	\$23,453,695
Target date funds	25,486,458	—	—	25,486,458
Balanced funds	30,545,276	—	—	30,545,276
Growth funds	62,103,948	—	—	62,103,948
Value funds	7,402,780	—	—	7,402,780
Fixed income funds	16,314,044	—	—	16,314,044
Small cap equity	619,169	—	—	619,169
International equity funds	14,199,709	—	—	14,199,709
Total mutual funds	\$180,125,079	\$—	\$—	\$180,125,079
Common collective trust	—	19,346,617	—	19,346,617
Participant directed brokerage:				
Cash and cash equivalents	\$1,469,628	\$—	\$—	1,469,628
Other mutual funds	2,109,631	—	—	2,109,631
Common stock	1,245,582	—	—	1,245,582
Total participant directed brokerage	\$4,824,841	\$—	\$—	\$4,824,841
Cleco Corporation common stock	111,232,169	—	—	111,232,169
Total assets at fair value	\$296,182,089	\$19,346,617	\$—	\$315,528,706

	Assets at Fair Value as of December 31, 2012			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Money market fund	\$19,498,543	\$—	\$—	\$19,498,543
Target date funds	19,571,165	—	—	19,571,165
Balanced funds	23,632,486	—	—	23,632,486
Growth funds	50,040,494	—	—	50,040,494
Value funds	5,559,652	—	—	5,559,652
Fixed income funds	14,236,699	—	—	14,236,699
Small cap equity	148,892	—	—	148,892
International equity funds	9,357,370	—	—	9,357,370
Total mutual funds	\$142,045,301	\$—	\$—	\$142,045,301
Common collective trust	—	12,320,195	—	12,320,195
Participant directed brokerage:				
Cash and cash equivalents	\$1,396,340	\$—	\$—	\$1,396,340
Other mutual funds	1,869,561	—	—	1,869,561
Common stock	1,343,336	—	—	1,343,336
Total participant directed brokerage	\$4,609,237	\$—	\$—	\$4,609,237
Cleco Corporation common stock	109,120,548	—	—	109,120,548
Total assets at fair value	\$255,775,086	\$12,320,195	\$—	\$268,095,281

The Plan had no Level 3 assets at December 31, 2013 or 2012. The Plan, as allowed by the authoritative accounting guidance, has a policy that transfers between levels are recognized at the end of a reporting period. During the years ended December 31, 2013 and 2012, the Plan did not experience any transfers between levels.

Cleco Power LLC 401(k) Savings and Investment Plan
Notes to the Financial Statements
December 31, 2013 and 2012

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common collective trust	\$19,346,617	n/a	Daily	1 day

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common collective trust	\$12,320,195	n/a	Daily	1 day

6. Related Party Transactions

Certain Plan investments are managed by affiliates of the Agent and Trustee. The Agent is the recordkeeper as defined by the Plan. Participants may elect to invest in shares of Cleco Corporation common stock. In 2013 and 2012, the Plan acquired 192,784 and 253,031 shares, respectively, of Cleco Corporation common stock with an approximate market value of \$8,815,657 and \$10,138,510, respectively. In 2013 and 2012, the Plan sold 462,269 and 224,218 shares, respectively, of Cleco Corporation common stock with an approximate market value of \$21,242,991 and \$9,047,456, respectively. In addition, during 2013 and 2012, 71,916 and 67,981 shares, respectively, of Cleco Corporation common stock representing in-kind distributions were made to participants with an approximate market value of \$3,213,306 and \$2,739,310, respectively.

Other related parties include Cleco employees who participate in the Plan and the Committee which is comprised of employees of Cleco and is responsible for the administration of the Plan. During 2013 and 2012, no Cleco employee received compensation from the Plan.

7. Tax Status

The Plan is qualified under Sections 401(a) and 401(k) of the Code and, accordingly, the associated trust is generally exempt from federal income taxes under Section 501(a) of the Code. The Plan obtained its latest determination letter on September 25, 2013, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions and has concluded that as of December 31, 2013 and 2012 there were no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is generally subject to examination for a period of three years after the filing of its employee benefit plan annual return. There are currently no audits in progress for any Plan years. Participants' pretax contributions, Cleco Corporation's contributions, rollover contributions as well as interest, dividends and profits earned by the Plan are not subject to federal income taxes until these amounts are distributed.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

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Cleco Power LLC 401(k) Savings and Investment Plan
 Schedule H, line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2013
 EIN: 72-0244480 Plan Number: 003

(a) (b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
* JP Morgan Prime Money Market Fund	Mutual fund		23,453,695
UMB Scout Core Plus Bond Fund	Mutual fund		15,096,968
Diamond Hill Capital Fund	Mutual fund		830,915
Dodge & Cox Balanced Fund	Mutual fund		30,545,276
T. Rowe Price Mid Cap Growth Fund	Mutual fund		12,262,730
T. Rowe Price Income Fund	Mutual fund		1,217,076
T. Rowe Retirement 2005 Index Fund	Mutual fund		52,203
T. Rowe Retirement 2010 Index Fund	Mutual fund		508,389
T. Rowe Retirement 2015 Index Fund	Mutual fund		3,102,567
T. Rowe Retirement 2020 Index Fund	Mutual fund		4,791,840
T. Rowe Retirement 2025 Index Fund	Mutual fund		3,078,044
T. Rowe Retirement 2030 Index Fund	Mutual fund		3,157,166
T. Rowe Retirement 2035 Index Fund	Mutual fund		2,047,208
T. Rowe Retirement 2040 Index Fund	Mutual fund		2,730,749
T. Rowe Retirement 2045 Index Fund	Mutual fund		3,023,628
T. Rowe Retirement 2050 Index Fund	Mutual fund		1,713,776
T. Rowe Retirement 2055 Index Fund	Mutual fund		1,280,888
Royce Pennsylvania Small Cap Equity Fund	Mutual fund		619,169
FMI Large Cap	Mutual fund		30,577,723
American Century Growth Fund	Mutual fund		18,432,580
CRM Mid Cap Value Fund	Mutual fund		7,402,780
Morgan Stanley International Equity Fund	Mutual fund		14,199,709
Total mutual funds			\$ 180,125,079
*SSgA S&P 500(R) Index Securities Lending Series Fund II - common collective trust	Common collective trust		\$ 19,346,617
Schwab Personal Choice Retirement Account	Participant directed brokerage		\$ 4,824,841
* Cleco Corporation	Common stock		\$ 111,232,169
* Notes receivable from participants	Notes receivable from participants with interest rates ranging from 5.25% to 9.25% and maturity dates ranging from 2014 to 2018	\$—	\$ 4,345,895
Total Assets Held			\$ 319,874,601

*Denotes party-in-interest.

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

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CLECO POWER LLC
401(k) SAVINGS AND INVESTMENT PLAN

Date: June 18, 2014

By: /s/ Thomas R. Miller
(Thomas R. Miller, Chairman of the Retirement Committee
of Cleco Corporation, Plan Administrator)

EXHIBIT

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Exhibit Number	Description
23	Consent of McElroy, Quirk & Burch (APC)