

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

This application requests consent to the transfer of control of Cleco Power LLC (“Licensee”) from Cleco Corporation (“Transferor”) to Cleco Partners L.P. (“Transferee”). The Licensee holds only non-common carrier authority and uses radio facilities for internal communications in support of its energy services operations.

Transferor is a publicly traded holding company and the 100% owner of Cleco Power LLC, a regulated electric utility (“Licensee”). Licensee is engaged primarily in the generation, transmission, distribution and sale of electricity. It serves approximately 286,000 customers in Louisiana through its retail business and supplies wholesale power in Louisiana and Mississippi.

Transferee is a Delaware limited partnership formed solely for the purpose of acquiring Transferor. Cleco Partners GP LLC, a newly formed Delaware limited liability company (the “GP”), is the general partner of Transferee. Upon consummation of the transaction, MIP Cleco Partners L.P. (“MIPCo”), British Columbia Investment Management Corporation and John Hancock Life Insurance Company (U.S.A.) will be the limited partners of Transferee and also will own the GP (directly or through affiliates). MIPCo is a Delaware limited partnership formed by Macquarie Infrastructure Partners III, L.P. (“MIP III”), solely for the purpose of investing in Transferee. MIPCo will own more than 50% of Transferee and the GP. The general partner of MIP III is also the general partner of MIPCo, and this general partner of MIP III and MIPCo is owned by subsidiaries of Macquarie Group Limited. Upon consummation of the transaction, MIP III will own more than 50% of the limited partnership interests of MIPCo, and several institutional investors (most of which are limited partners in MIP III) will hold minority limited partnership interests in MIPCo.

Cleco MergerSub, Inc. (“Merger Sub”) is a Louisiana corporation and an indirect wholly-owned subsidiary of Transferee that was formed solely for the purpose of effecting this acquisition transaction.

Upon consummation of this transaction, Merger Sub will merge with and into Cleco Corporation, the Transferor. Transferor will be the surviving corporation of the merger. All of the issued and outstanding shares of the common stock of Cleco Corporation, other than excluded shares, will be converted into the right to receive an amount in cash equal to \$55.37 per share. As a result of the merger, Cleco Corporation will cease to be a publicly traded company and will become an indirect, wholly-owned subsidiary of Transferee. Following completion of the acquisition transaction, Transferor intends to cause Cleco Corporation to be converted from a corporation to a limited liability company and to rename it Cleco Corporate Holdings LLC. A post-transaction organizational chart is attached hereto to show the proposed ultimate owners of Licensee.

The public interest will be served by FCC consent to this transfer of control because it will allow Licensee to continue using its licensed radio facilities in support of its business operations. Approval of this application also will permit Transferee to best manage its newly acquired energy assets. In addition, this transaction will serve the public interest by providing Licensee with access to substantial additional capital to support its energy-related operations.

Because none of the radio licenses involved in the proposed transaction is in the broadcast, common carrier or aeronautical radio services, there are no issues related to foreign ownership under Section 310(b) of the Communications Act.

Although the list of call signs referenced in the attached FCC Form 603 is intended to include all of the licenses that are subject to the transaction, Licensee may now have on file, or may subsequently file, additional requests for authorizations for new or modified facilities which may be granted before the Commission takes action on this application for consent to transfer of control. Accordingly, the parties request that Commission approval of this application include authority for Transferee to acquire control of: (1) any authorization issued to Licensee while this transaction is pending and the period required for consummation of the transaction; (2) any construction permits held by Licensee that mature into licenses after consummation; and (3) any applications that are pending at the time of consummation of the transaction. Such action would be consistent with prior decisions of the Commission.¹

In addition, and to the extent required, the parties hereby request a blanket exemption from Sections 1.927(h) and 1.933(b) of the Commission's rules. Specifically, to the extent that any other applications remain pending when this transfer of control is granted and an amendment reporting the consummation of this transaction is filed, the parties request that such amendments not be treated as major amendments that would require additional public notices. Because any ownership changes that result with respect to any pending applications are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with prior Commission decisions.²

¹ See, e.g., *NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee*, 12 FCC Rcd 19985, 20097 (1997); *Craig O. McCaw, Transferor, and AT&T, Transferee*, 9 FCC Rcd 5836, 5909 n.300 (1994) (“McCaw”).

² See, e.g., *PacifiCorp Holdings, Inc., Transferor, and Century Telephone Enterprises, Inc., Transferee*, 13 FCC Rcd 8891, 8915 (1997); *McCaw*, 9 FCC Rcd at 5909 n.300 (1994).

Post-Transaction Organizational Chart

