

EXHIBIT 17a- 260.676 Acres Owned by Peter Dekeyzer

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
New Orleans, Louisiana 70112
Telephone: 504-523-1580
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OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re: Title Opinion:

**Rapides Parish Development Site
(Peter Charles Dekeyzer)**

Property Description:

**A 130.768 acre tract of land lying in
Sections 13 and 73, Township 4 North,
Range 2 West, Rapides Parish, Louisiana**

**A 102.840 acres tract of land lying in
Section 72 and 73, Township 4 North,
Range 2 West, Rapides Parish, Louisiana**

**A 27.068 acre tract of land lying in Section
72, Township 4 North, Range 2 West,
Rapides Parish, Louisiana**

**Effective Date of
Opinion Letter:**

January 15, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of PETER CHARLES DEKEYZER, domiciled in Rapides Parish, acquired by Act of Cash Sale, from Justin Dekeyzer in his capacity as Independent Executor of the Succession of James L. Dekeyzer, dated December 29, 2011, filed and recorded January 1, 2012, Conveyance Book 1903, Page 959 (#1466172) of the records of Rapides Parish, Louisiana. Being the same property acquired by James L. Deykezer by Act of Partition among James L. Dekeyzer and Carolyn and Jerome J. Dekeyzer, dated, filed, and recorded April 5, 1995, Conveyance Book 1430, Page 743 (#996704) of the records of Rapides Parish, Louisiana.

Page 2 of 6
February 25, 2015

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 15, 2015. Said property is described as follows:

Tract 1:

A 130.768 Acre tract of land together with all improvements, rights-of-way, and appurtenances thereon, said tract being a portion of Lot 3 of the James Brown Partition located in Sections 13 and 73, Township 4 North Range 2 West, Rapides Parish, Louisiana being more particularly described as follows:

Commencing at the intersection of the western right-of-way of Jimmy Brown Road with the northern right-of-way of Louisiana Highway 1202, said point being a 1/2 inch iron rod;

thence N 13°29'37" W a distance of 3479.73 feet to a set 1/2 inch iron rod;

thence S 87°30'14" W a distance of 930.36 feet to a set 1/2 inch iron rod, said point being the POINT OF BEGINNING;

thence S 87°30'14" W a distance of 698.24 feet to a found 1/2 inch iron rod;

thence S 87°29'47" W a distance of 718.28 feet to a found 1/2 inch iron rod;

thence N 20°54'29" W a distance of 4260.29 feet to a found 1/2 inch iron rod;

thence N 20°54'29" W a distance of 49.94 feet to the center of Big Bayou;

thence N 64°26'44" E a distance of 188.48 feet along the center of Big Bayou;

thence N 89°27'06" E a distance of 243.30 feet along the center of Big Bayou;

thence S 67°18'44" E a distance of 260.54 feet along the center of Big Bayou;

thence S 76°31'43" E a distance of 313.41 feet along the center of Big Bayou;

thence N 89°52'08" E a distance of 232.84 feet along the center of Big Bayou;

thence S 75°33'23" E a distance of 313.25 feet along the center of Big Bayou;

thence S 21°00'51" E a distance of 61.39 feet to a set 1/2 inch iron rod;

thence S 21°00'51" E a distance of 4006.31 feet back to the POINT OF BEGINNING, said tract containing 130.768 Acres more or less.

Tract 2:

A 102.840 Acre tract of land together with all improvements, rights-of-way, and appurtenances thereon, said tract being a portion of Lots 2 and 3 of the James Brown Partition located in Sections 72, and 73, Township 4 North Range 2 West, Rapides Parish, Louisiana being more particularly described as follows:

Commencing at the intersection of the western right-of-way of Jimmy Brown Road with the northern right-of-way of Louisiana Highway 1202, said point being a 1/2 inch iron rod;

thence N 13°29'37" W a distance of 3479.73 feet to a set 1/2 inch iron rod, said point being the POINT OF BEGINNING;

thence S 87°30'14" W a distance of 930.36 feet to a set 1/2 inch iron rod;

Page 3 of 6
February 25, 2015

thence N 21°00'51" W a distance of 4006.31 feet to a set 1 /2 inch iron rod;
thence N 21°00'51" W a distance of 61.39 feet to the center of Big Bayou;
thence S 75°33'23" E a distance of 257.05 feet along the center of Big Bayou;
thence N 57°55'57" E a distance of 123.46 feet along the center of Big Bayou;
thence S 81°15'27" E a distance of 1012.03 feet along the center of Big Bayou;
thence N 78°28'21" E a distance of 164.87 feet along the center of Big Bayou;
thence S 13°29'37" E a distance of 50.03 feet to a set 1/2 inch iron rod;
thence S 13°29'37" E a distance of 3690.42 feet back to the POINT OF BEGINNING, said tract containing 102.840 Acres more or less.

Tract 3:

A 27.068 Acre tract of land together with all improvements, rights-of-way, and appurtenances thereon, said tract being a portion of Lot 3 of the James Brown Partition located in Sections 72, Township 4 North Range 2 West, Rapides Parish, Louisiana being more particularly described as follows:

thence N 13°29'37" W a distance of 3479.73 feet to a set 1/2 inch iron rod;
thence S 87°30'14" W a distance of 930.36 feet to a set 1/2 inch iron rod, said point being the POINT OF BEGINNING;
thence S 19°30'00" E a distance of 1662.92 feet to a found 5/8 inch iron rod;
thence S 74°46'18" W a distance of 688.57 feet to a found 1/2 inch iron rod;
thence N 18°54'09" W a distance of 1815.92 feet found 1/2 inch iron rod;
thence N 87°30'14" E a distance of 698.24 feet back to the POINT OF BEGINNING, said tract containing 27.068 Acres more or less.

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in PETER CHARLES DEKEYZER, and we have found no alienations, liens, or encumbrances against the property except for:

1. Right of Way Grant, by James C. Brown to Rapides Parish Police Jury, dated July 1, 1949, filed and recorded November 30, 1951, Conveyance Book, 429, Page 3 (#359201) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction, maintenance, and improvement of drainage facilities.

2. Right of Way Grant, by Catherine B. Ball to Rapides Parish Police Jury, dated July 1, 1949, filed and recorded November 30, 1951, Conveyance Book, 423, Page 561 (#359203) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction, maintenance, and improvement of drainage facilities.

Page 4 of 6
February 25, 2015

3. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:
 - a. Right of Way Permit for Electric Distribution Lines, by James C. Brown to Central Louisiana Electric Company, Inc., dated June 24, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 73 (#427713) of the records of Rapides Parish, Louisiana.
 - b. Right of Way Permit for Electric Distribution Lines, by Catherine B. Ball to Central Louisiana Electric Company, Inc., dated June 18, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 84 (#427724) of the records of Rapides Parish, Louisiana.
 - c. Permit for Achors, Stub Poles and Wires, by Catherine B. Ball to Central Louisiana Electric Company, Inc., dated March 3, 1967, filed and recorded April 29, 1967, Conveyance Book 697, Page 132 (#535527) of the records of Rapides Parish, Louisiana.
 - d. Right-of-Way Permit for Electric Lines, by James C. Brown, Jr. to Central Louisiana Electric Company, Inc., dated December 2, 1988, filed and recorded December 9, 1988, Conveyance Book 1252, Page 92 (#865889) of the records of Rapides Parish, Louisiana.

Requirement: None.

4. Grant of Right of Ways for Public Highways, by James C. Brown to the Department of Highways of the State of Louisiana, dated April 17, 1959, filed and recorded April 23, 1959, Conveyance Book 542, Page 556 (#437497) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions.

5. Grant of Right of Way for Parish Highways, by James C. Brown, Jr. to the Police Jury of the Parish of Rapides, dated July 17, 1973, filed and recorded November 19, 1973, Conveyance Book, 828, Page 859 (#621491) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions.

6. Agricultural Lease, by Peter Charles Dekeyzer to Finkie Farms, dated April 3, 2012, filed and recorded May 27, 2012, Mortgage Book 2666, Page 827 (#1476880) of the records of Rapides Parish, Louisiana. The lease term expires on December 31, 2016, and lessee has the option to renew for an additional five-year period.

Requirement: Option agreement acknowledges the existence of this lease and specifies that the lessee may continue to access subterranean water along with the soil and farm the property subject to the lease until such time as Cleco notifies the lessee of the date Cleco's

Page 5 of 6
February 25, 2015

construction-related activities are to begin. But because the option agreement and any eventual sale of the property to Cleco cannot prejudice the rights of the lessee under this recorded lease, a release of the property from the lease should be obtained.

7. Memorandum of Option Agreement, by Peter Dekeyzer and Jeanne Dekeyzer to Diversifid Lands LLC, dated November 11, 2014, filed and recorded November 25, 2014, Conveyance Book 1997, Page 280 (#1541050) of the records of Rapides Parish, Louisiana.

Requirement: None.

8. Multiple Indebtedness Mortgage by Peter Charles Dekeyzer in favor of Bankcorpsouth Bank, for the maximum obligation limit of \$50,000,000.00, passed before Zebulon M. Winstead, La. Bar No. 28274, dated, filed and recorded September 14, 2012, Mortgage Book 2688, Page 858 (#1485688) of the records of Rapides Parish Louisiana. The Multiple Indebtedness Mortgage initially burdened Tract 1 (130.768 acres) and Tract 3 (27.068 acres), but Tract 3 was released by Act of Partial Release from Multiple Indebtedness Mortgage, dated December 11, 2014, Mortgage Book 2840, Page 505 (#1541878) of the records of Rapides Parish, Louisiana.

Requirement: Obtain written release of Tract 1 from the mortgage. In addition, the legal description of Tract 1 states that the 130.768 acre tract of land is "subject to the benefit of a 30 foot servitude of passage." Because this description is ambiguous, clarification should be sought from the owner about whether the referenced servitude burdens the subject property for the benefit of an adjacent dominant estate (and whether there is a written agreement with the owner of said dominant estate), or whether the servitude is a property right that is enjoyed by the subject property as the dominant estate (and whether there is a written agreement with the owner of the servient estate).

9. Multiple Indebtedness Mortgage by Peter Charles Dekeyzer in favor of Capital One, National Association, for the maximum obligation limited of \$50,000,000.00, passed before Benjamin A. Luke, La. Bar No. 23521, dated, filed and recorded December 15, 2014, Mortgage Book 2841, Page 258 (#1542111) of the records of Rapides Parish Louisiana. The Multiple Indebtedness Mortgage burdens Tract 2 (102.840 acres) and Tract 3 (27.068 acres).

Requirement: Obtain written release of Tract 2 and Tract 3 from the mortgage.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012.

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could

Page 6 of 6

February 25, 2015

be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translatative of title forward, for a period of at least sixty-nine (69) years prior to the effective date of this letter, since January 10, 1946. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

With kindest regards, I am

Sincerely,

W. Raley Alford, III / And

W. Raley Alford, III

WRA/sbd
Enclosure

EXHIBIT 17b- 54.380 Acres Owned by Maria Barrilleaux

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
New Orleans, Louisiana 70112
Telephone: 504-523-1580
Facsimile: 504-524-0069

OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re:	Title Opinion:	Rapides Parish Development Site (Maria Dekeyzer Barrilleaux)
	Property Description:	A 54.380 acre tract of land lying in Sections 72 and 73, Township 4 North, Range 2 West, Rapides Parish, Louisiana
	Effective Date of Opinion Letter:	January 15, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of MARIE DEKEYZER BARRILLEAUX, domiciled in Iberville Parish, acquired by Act of Cash Sale from Peter Charles Dekeyzer, dated April 3, 2012, filed and recorded May 25, 2012, Conveyance Book 1916, Page 135 (#1476877) of the records of Rapides Parish, Louisiana. Being part of the same property acquired by Peter Charles Dekeyzer from Justin J. Dekeyzer in his capacity as Independent Executor of the Succession of James L. Dekeyzer by Act of Cash Sale dated December 29, 2011, filed and recorded January 1, 2012, Conveyance Book 1903, Page 959 (#1466172) of the records of Rapides Parish, Louisiana.

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 15, 2015. Said property is described as follows:

A 54.380 Acre tract of land together with all improvements, rights-of-way, and appurtenances thereon, said tract being a portion of Lots 2 and 3 of the James Brown

Page 2 of 4
February 25, 2015

Partition located in Section 72 and 73, Township 4 North Range 2 West, Rapides Parish, Louisiana being more particularly described as follows:

Commencing at the intersection of the western right-of-way of Jimmy Brown Road with the northern right-of-way of Louisiana Highway 1202, said point being a 1/2 inch iron rod;

thence N 13°29'37" W a distance of 402.00 feet along the western right-of-way of Jimmy Brown Road to a set 1/2 inch iron rod, said point being the POINT OF BEGINNING;

thence S 81°58'40" W a distance of 645.08 feet to a point (1/2 inch iron rod and concrete post lie N 81°58'40" E 0.78 feet);

thence N 17°06'08" W a distance of 1542.97 feet to a found 5/8 inch iron rod;

thence N 19°30'00" W a distance of 1662.92 feet to a set 1/2 inch iron rod;

thence N 87°30'14" E a distance of 930.36 feet to a set 1/2 inch iron rod;

thence S 13°29'37" E a distance of 3077.73 feet back to the POINT OF BEGINNING, said tract containing 54.380 Acres more or less.

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in MARIE DEKEYZER BARRILLEAUX, and we have found no alienations, liens, or encumbrances against the property except for:

1. Right of Way Grant, by James C. Brown to Rapides Parish Police Jury, dated July 1, 1949, filed and recorded November 30, 1951, Conveyance Book, 429, Page 3 (#359201) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction, maintenance, and improvement of drainage facilities.

2. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:
 - a. Right of Way Permit for Electric Distribution Lines, by James C. Brown to Central Louisiana Electric Company, Inc., dated June 24, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 73 (#427713) of the records of Rapides Parish, Louisiana.
 - b. Right-of-Way Permit for Electric Lines, by James C. Brown, Jr. to Central Louisiana Electric Company, Inc., dated December 2, 1988, filed and recorded December 9, 1988, Conveyance Book 1252, Page 92 (#865889) of the records of Rapides Parish, Louisiana.

Requirement: None.

3. Grant of Right of Ways for Public Highways, by James C. Brown to the Department of Highways of the State of Louisiana, dated April 17, 1959, filed and recorded April 23,

Page 3 of 4
February 25, 2015

1959, Conveyance Book 542, Page 556 (#437497) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions.

4. Grant of Right of Way for Parish Highways, by James C. Brown, Jr. to the Police Jury of the Parish of Rapides, dated July 17, 1973, filed and recorded November 19, 1973, Conveyance Book, 828, Page 859 (#621491) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions.

5. Agricultural Lease, by Maria Dekeyzer Barrilleaux to Finkie Farms, dated April 3, 2012, filed and recorded May 25, 2012, Mortgage Book 2666, Page 831 (#1476881) of the records of Rapides Parish, Louisiana. The lease term expires on December 31, 2016, and lessee has the option to renew for an additional five-year period.

Requirement: Option agreement acknowledges the existence of this lease and specifies that the lessee may continue to access subterraneous water along with the soil and farm the property subject to the lease until such time as Cleco notifies the lessee of the date Cleco's construction-related activities are to begin. But because the option agreement and any eventual sale of the property to Cleco cannot prejudice the rights of the lessee under this recorded lease, a release of the property from the lease should be obtained.

6. Memorandum of Option Agreement, by Maria Dekeyzer Barrilleaux to Diversifid Lands LLC, dated November 11, 2014, filed and recorded November 22, 2014, Conveyance Book 1997, Page 282 (#1541051) of the records of Rapides Parish, Louisiana.

Requirement: None.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012.

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion

Page 4 of 4
February 25, 2015

does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translative of title forward, for a period of at least sixty-nine (69) years prior to the effective date of this letter, since January 10, 1946. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

With kindest regards, I am

Sincerely,

A handwritten signature in cursive script that reads "W. Raley Alford, III" followed by a diagonal slash and the letters "sbd".

W. Raley Alford, III

WRA/sbd
Enclosure

EXHIBIT 17c- 56.642 Acres Owned by Jerome Dekeyzer, Et Ux

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
New Orleans, Louisiana 70112
Telephone: 504-523-1580
Facsimile: 504-524-0069

OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re: Title Opinion:	Rapides Parish Development Site (Jerome and Carolyn Dekeyzer – Tract 1)
Property Description:	A 56.642 acre tract of land lying in Section 73, Township 4 North, Range 2 West, Rapides Parish, Louisiana
Effective Date of Opinion Letter:	January 13, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of JEROME DEKEYZER AND CAROLYN TINGLE DEKEYZER, domiciled in Rapides, Parish, Louisiana, acquired by (1) Act of Exchange, from England Economic and Industrial Development District, dated March 1, 2002, filed and recorded March 25, 2002, Conveyance Book 1632, Page 367 (#1180955) of the records of Rapides Parish, Louisiana. Being the same property acquired by England Economic and Industrial Development District by Act of Cash Sale, from Annie Laurie Edwards, Carl Patrick Edwards, Annie Edwards Wehner, Thomas Wesley Edwards, and Mary Edwards Lauziere, dated December 12, 1998, filed and recorded December 15, 1998, Conveyance Book 1547, Page 475 (#1091635) of the records of Rapides Parish, Louisiana.

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 13, 2015. Said property is described as follows:

A 56.642 Acre tract of land together with all improvements, rights-of-way, and appurtenances thereon, said tract being a portion of Lot 3 of the James Brown

Page 2 of 4
February 25, 2015

Partition located in Section 73, Township 4 North Range 2 West, Rapides Parish, Louisiana being more particularly described as follows:

Commencing at the intersection of the western right-of-way of Jimmy Brown Road with the northern right-of-way of Louisiana Highway 1202, said point being a 1/2 inch iron rod;

thence N 13°29'37" W a distance of 402.00 feet along the western right-of-way of Jimmy Brown Road to a set 1/2 inch iron rod;

thence S 81°58'40" W a distance of 645.08 feet to a point (found 1/2 inch iron rod N 81°58'40" E 0.78 feet);

thence S 17°06'08" E a distance of 406.32 feet to a found 1/2 inch iron rod being the intersection of the line common to Lots 2 and 3 of the James Brown Partition with the northern right-of-way of Louisiana Highway 1202, said point being the POINT OF BEGINNING;

thence S 72°21'12" W a distance of 186.04 feet along the northern right-of-way of Louisiana Highway 1202 to a found 5/8 inch iron rod;

thence N 17°05'49" W a distance of 285.32 feet to a found 1/2 inch pinched pipe;

thence S 70°40'03" W a distance of 119.52 feet to a found 1/2 inch pinched pipe;

thence S 16°55'15" E a distance of 286.90 feet to a found 5/8 inch iron rod along the northern right-of-way of Louisiana Highway 1202;

thence S 70°38'02" W a distance of 393.84 feet along the northern right-of-way of Louisiana Highway 1202 to a found 5/8 inch iron rod;

thence S 76°36'18" W a distance of 121.65 feet along the northern right-of-way of Louisiana Highway 1202 to a found 5/8 inch iron rod;

thence S 78°29'30" W a distance of 118.81 feet along the northern right-of-way of Louisiana Highway 1202 to a found 5/8 inch iron rod;

thence S 80°41'03" W a distance of 273.19 feet along the northern right-of-way of Louisiana Highway 1202 to a found 5/8 inch iron rod;

thence N 20°26'54" W a distance of 1963.07 feet to a found 1/2 inch iron rod;

thence N 74°46'18" E a distance of 1325.47 feet found 5/8 inch iron rod;

thence S 17°06'08" E a distance of 1949.29 feet back to the POINT OF BEGINNING, said tract containing 56.642 Acres more or less.

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in JEROME DEKEYZER AND CAROLYN TINGLE DEKEYZER, and we have found no alienations, liens, or encumbrances against the property except for:

1. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:
 - a. Right of Way Permit for Electric Distribution Lines, by Ida Mae Brown to Central Louisiana Electric Company, Inc., dated June 18, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 83 (#427723) of the records of Rapides Parish, Louisiana.

Page 3 of 4
February 25, 2015

- b. Right of Way Permit for Electric Distribution Lines, by Brown Edwards Packing Co. Inc. to Central Louisiana Electric Company, Inc., dated June 24, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 85 (#427725) of the records of Rapides Parish, Louisiana.

Requirement: None.

2. Farm Lease, by Jerome Dekeyzer and Carolyn Dekeyzer to Finkie Farms, dated May 7, 2002, filed and recorded January 11, 2007, Mortgage Book 2262, Page 299 (#1329830) of the records of Rapides Parish, Louisiana.

Requirement: This lease has expired by its terms, but it has not been cancelled from the mortgage records. While there is a current lease to Finkie Farms, in an abundance of caution, the current owner should request formal cancellation of this expired lease.

3. Farm Lease, by Jerome Dekeyzer and Carolyn Dekeyzer to Finkie Farms, dated February 13, 2009, filed and recorded March 4, 2009, Mortgage Book 2446, Page 24 (#1391711) of the records of Rapides Parish, Louisiana.

Requirement: This lease has expired by its terms, but it has not been cancelled from the mortgage records. While there is a current lease to Finkie Farms, in an abundance of caution, the current owner should request formal cancellation of this expired lease.

4. Agricultural Lease, by Jerome Dekeyzer and Carolyn Dekeyzer to Finkie Farms, dated March 2012, filed and recorded May 25, 2012, Mortgage Book 2666, Page 840 (#1476883) of the records of Rapides Parish, Louisiana.

Requirement: Option agreement acknowledges the existence of this lease and specifies that the lessee may continue to access subterraneous water along with the soil and farm the property subject to the lease until such time as Cleco notifies the lessee of the date Cleco's construction-related activities are to begin. But because the option agreement and any eventual sale of the property to Cleco cannot prejudice the rights of the lessee under this recorded lease, a release of the property from the lease should be obtained.

5. Memorandum of Option Agreement, by Jerome Dekeyzer and Carolyn Dekeyzer to Diversified Lands LLC, dated November 11, 2014, filed and recorded November 24, 2014, Conveyance Book 1997, Page 284 (#1541052) of the records of Rapides Parish, Louisiana.

Requirement: None.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012.

Page 4 of 4
February 25, 2015

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translative of title forward, for a period of at least forty-three (43) years prior to the effective date of this letter, since February 3, 1971. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

With kindest regards, I am

Sincerely,

A handwritten signature in cursive script that reads "W. Raley Alford, III" followed by a horizontal line and a slanted mark that appears to be "srd".

W. Raley Alford, III

WRA/sbd
Enclosure

EXHIBIT 17d- 308.17 Acres Owned by Oxland Plantation, LLC

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
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Telephone: 504-523-1580
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OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re: Title Opinion:	Rapides Parish Development Site (Oxland Plantation, L.L.C.)
Property Description:	A 305.52 acre tract of land lying in Sections 13, 71, and 72, Township 4 North, Range 2 West, Rapides Parish, Louisiana (Tract 1) A 2.65 acre tract of land located in Sections 71 and 72, Township 4 North, Range 2 West, Rapides Parish, Louisiana (Tract 2)
Effective Date of Opinion Letter:	January 7, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of OXLAND PLANTATION, L.L.C., a Louisiana limited liability company whose mailing address is 607 Rapides Station Road, Alexandria, Louisiana 71303, acquired by (1) Act of Transfer, from Kathleen Brown Hundley, Carolyn Brown Drumm, and Joe D. Brown, Jr., dated December 9, 2002, filed and recorded March 13, 2003, Conveyance Book 1658, Page 595 (#1209476) of the records of Rapides Parish, Louisiana; and (2) Judgment of Possession, Succession of Ruth Eversull Brown, dated April 9, 2003, filed and recorded April 11, 2003, Conveyance Book 1660, Page 765 (#1212023) of the records of Rapides Parish, Louisiana. Being part of the same property acquired by Ruth Eversell Brown, Joe D. Brown, Jr., Carolyn Brown Drumm, and Kathleen Brown Hundley by (1) Judgment of Possession, Succession of Joe D. Brown, dated, filed, and recorded August 3, 1979, Conveyance Book 972, Page 74 of the records of Rapides Parish, Louisiana; and (2) Act of Partition and/or Exchange among Ruth Eversull Brown, Joe D. Brown, Jr., Carolyn

Page 2 of 8
February 25, 2015

Brown Drumm, and Kathleen Brown Hundley, dated August 10, 1979, filed and recorded August 14, 1979, Conveyance Book 972, Page 740 (#707878) of the records of Rapides Parish, Louisiana.

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 7, 2015. Said property is described as follows:

Tract 1:

A certain piece, parcel or lot of ground together with all improvements thereon, rights, ways and privileges thereunto belonging or in any way appertaining, being, lying and situated in Lots 3 and 4 of a partition of the James C. Brown tract, located in Sections 13, 71 and 72, Township 4 North, Range 2 West, Rapides Parish, Louisiana, being more particularly described as follows, to wit:

Commencing at a 1/2" iron rod marking the northeast corner of Lot 5, Partition of the James C. Brown tract; said corner also being the POINT OF BEGINNING of the tract to be described;

thence proceed South 64 degrees 12 minutes 35 seconds West, a distance of 864.46 feet to a 1/2" iron rod located on the apparent eastern right of way line of Rapides Station Road;

thence turn right and proceed North 25 degrees 00 minutes 44 seconds West, along said apparent right of way line, a distance of 2098.79 feet to a 1/2" iron rod;

thence turn left and proceed North 25 degrees 08 minutes 23 seconds West, along said apparent right of way line, a distance of 1303.16 feet to a 1/2" iron rod;

thence turn left and proceed North 25 degrees 38 minutes 53 seconds West, along said apparent right of way line, a distance of 201.74 feet to 1/2" iron rod;

thence turn right and proceed North 24 degrees 49 minutes 59 seconds West, along said apparent right of way line, a distance of 620.82 feet to a 1/2" iron rod;

thence turn right and proceed North 23 degrees 36 minutes 52 seconds West, along said apparent right of way line, a distance of 381.00 feet to a 1/2" iron rod;

thence turn right and proceed North 20 degrees 38 minutes 54 seconds West, along said apparent right of way line, a distance of 185.30 feet to a 1/2" iron rod;

thence turn right and proceed North 12 degrees 02 minutes 06 seconds West, along said apparent right of way line, a distance of 95.15 feet to a 1/2" iron rod;

thence turn right and proceed North 02 degrees 50 minutes 01 seconds West, along said apparent right of way line, a distance of 151.96 feet to a 1/2" iron rod;

thence turn right and proceed North 01 degrees 39 minutes 31 seconds East, along said apparent right of way line, a distance of 430.00 feet to a 1/2" iron rod;

thence turn right and proceed South 88 degrees 57 minutes 27 seconds East, a distance of 278.00 feet to a 1/2" iron rod;

thence turn left and proceed North 87 degrees 55 minutes 20 seconds East, a distance of 293.74 feet to a 1/2" iron rod;

thence turn left and proceed North 41 degrees 30 minutes 59 seconds West, a distance of 121.62 feet to a point located in the centerline of Big Bayou;

Page 3 of 8
February 25, 2015

thence turn right and proceed South 72 degrees 30 minutes 23 seconds East, along said bayou, a distance of 147.03 feet to a point;
thence turn left and proceed South 82 degrees 49 minutes 22 seconds East, along said bayou, a distance of 48.53 feet to a point;
thence turn left and proceed North 70 degrees 23 minutes 30 seconds East, along said bayou, a distance of 80.92 feet to a point;
thence turn left and proceed North 65 degrees 49 minutes 53 seconds East, along said bayou, a distance of 261.16 feet to a point;
thence turn right and proceed North 68 degrees 49 minutes 18 seconds East, along said bayou, a distance of 239.65 feet to a point;
thence turn right and proceed South 77 degrees 36 minutes 29 seconds East, along said bayou, a distance of 106.60 feet to a point;
thence turn left and proceed South 36 degrees 37 minutes 47 seconds East, along said bayou, a distance of 106.07 feet to a point;
thence turn left and proceed South 50 degrees 26 minutes 03 seconds East, along said bayou, a distance of 94.65 feet to a point;
thence turn left and proceed South 75 degrees 54 minutes 07 seconds East, along said bayou, a distance of 85.54 feet to a point;
thence turn left and proceed South 88 degrees 57 minutes 44 seconds East, along said bayou, a distance of 201.26 feet to a point;
thence turn left and proceed North 71 degrees 49 minutes 11 seconds East, along said bayou, a distance of 89.23 feet to a point;
thence turn right and proceed South 20 degrees 15 minutes 09 seconds East, along the line common to Lots 3 and 4 of a partition of the James. C. Brown tract, a distance of 4310.23 feet to a 1/2" iron rod;
thence turn left and proceed North 88 degrees 08 minutes 50 seconds East, a distance of 718.28 feet to a 1/2" iron rod;
thence turn right and proceed South 18 degrees 15 minutes 26 seconds East, a distance of 1815.92 feet to a 1/2" iron rod;
thence turn right and proceed South 75 degrees 25 minutes 00 seconds West, a distance of 636.90 feet to a 1/2" iron rod;
thence turn left and proceed South 19 degrees 48 minutes 18 seconds East, a distance of 1963.13 feet to a 5/8" iron rod located on the northern right of way line of La. Hwy. 1202;
thence turn right and proceed South 83 degrees 37 minutes 59 seconds West, along said right of way line, a distance of 79.44 feet to a 1/2" iron rod;
thence turn right and proceed South 83 degrees 57 minutes 00 seconds West, along said right of way line, a distance of 157.38 feet to a 1/2" iron rod;
thence turn right and proceed South 84 degrees 47 minutes 16 seconds West, along said right of way line, a distance of 198.57 feet to a 1/2" iron rod;
thence turn right and proceed South 86 degrees 44 minutes 09 seconds West, along said right of way line, a distance of 210.77 feet to a 1/2" iron rod;
thence turn right and proceed South 88 degrees 51 minutes 48 seconds West, along said right of way line, a distance of 236.84 feet to a 1/2" iron rod;

Page 4 of 8
February 25, 2015

thence turn right and proceed North 16 degrees 49 minutes 34 seconds West, a distance of 447.12 feet to a 1/2" iron rod;
thence turn left and proceed South 84 degrees 19 minutes 07 seconds West, a distance of 123.77 feet to a 1/2" iron rod;
thence turn right and proceed North 15 degrees 14 minutes 07 seconds West, a distance of 2743.08 feet to the POINT OF BEGINNING.

The above described tract contains 305.52 acres, more or less, and is more particularly indicated as Tract 1 on Certificate of Survey by William J. Wood, Jr. dated February 17, 2003.

Tract 2:

A certain piece, parcel or lot of ground together with all improvements thereon, rights, ways and privileges thereunto belonging or in any way appertaining, being, lying and situated in Sections 71 and 72, Township 4 North, Range 2 West, Rapides Parish, Louisiana, being more particularly described as follows, to wit:

Commencing at a 1/2" iron rod marking the northeast corner of Lot 5, Partition of the James C. Brown tract; thence proceed South 15 degrees 14 minutes 07 seconds East, a distance of 3176.33 to a 1/2" iron rod located on the southern right of way line of La. Hwy. 1202; said corner also being the POINT OF BEGINNING of the tract to be described;
thence turn left and proceed North 89 degrees 22 minutes 45 seconds East, along said right of way line, a distance of 122.75 feet to a 1/2" iron rod;
thence turn left and proceed North 88 degrees 47 minutes 30 seconds East, along said right of way line, a distance of 237.58 feet to a 1/2" iron rod;
thence turn left and proceed North 86 degrees 43 minutes 21 seconds East, along said right of way line, a distance of 212.35 feet to a 1/2" iron rod;
thence turn left and proceed North 85 degrees 29 minutes 10 seconds East, along said right of way line, a distance of 64.93 feet to a 1/2" iron rod;
thence turn left and proceed North 84 degrees 57 minutes 31 seconds East, along said right of way line, a distance of 49.62 feet to a 1/2" iron rod;
thence turn left and proceed North 84 degrees 04 minutes 40 seconds East, along said right of way line, a distance of 89.43 feet to a 1/2" iron rod;
thence turn left and proceed North 83 degrees 59 minutes 27 seconds East, along said right of way line, a distance of 157.16 feet to a 1/2" iron rod;
thence turn left and proceed North 82 degrees 57 minutes 03 seconds East, along said right of way line, a distance of 92.46 feet to a 1/2" iron rod;
thence turn right and proceed South 19 degrees 48 minutes 18 seconds East, a distance of 69.38 feet to a 1/2" iron rod;
thence turn right and proceed South 83 degrees 36 minutes 37 seconds West, along Bayou Rapides, a distance of 125.62 feet to a 1/2" iron rod;
thence turn right and proceed North 81 degrees 30 minutes 26 seconds West, along said bayou, a distance of 83.42 feet to a 1/2" iron rod;

Page 5 of 8
February 25, 2015

thence turn left and proceed South 78 degrees 42 minutes 46 seconds West, a distance of 131.80 feet to a 1/2" iron rod;
thence turn left and proceed South 77 degrees 18 minutes 26 seconds West, along said bayou, a distance of 47.70 feet to a 1/2" iron rod;
thence turn right and proceed North 87 degrees 38 minutes 28 seconds West, along said bayou, a distance of 96.35 feet to a 1/2" iron rod;
thence turn left and proceed South 87 degrees 29 minutes 50 seconds West, along said bayou, a distance of 232.29 feet to a 1/2" iron rod;
thence turn left and proceed South 87 degrees 05 minutes 32 seconds West, along said bayou, a distance of 179.51 feet to a 1/2" iron rod;
thence turn right and proceed North 88 degrees 00 minutes 12 seconds West, along said bayou, a distance of 143.06 feet to a 1/2" iron rod;
thence turn left and proceed South 84 degrees 21 minutes 33 seconds West, along said bayou, a distance of 186.25 feet to a 1/2" iron rod;
thence turn right and proceed South 87 degrees 35 minutes 03 seconds West, along said bayou, a distance of 156.91 feet to a 1/2" iron rod;
thence turn right and proceed North 89 degrees 33 minutes 35 seconds West, along said bayou, a distance of 133.72 feet to a 1/2" iron rod;
thence turn right and proceed North 80 degrees 50 minutes 11 seconds West, along said bayou, a distance of 165.05 feet to a 1/2" iron rod;
thence turn right and proceed North 78 degrees 24 minutes 16 seconds West, along said bayou, a distance of 173.03 feet to a 1/2" iron rod;
thence turn right and proceed North 05 degrees 43 minutes 13 seconds East, a distance of 79.80 feet to a 1/2" iron rod located on the southern right of way line of La. Hwy. 1202;
thence turn right and proceed South 79 degrees 47 minutes 09 seconds East, along said right of way line, a distance of 205.77 feet to a 1/2" iron rod;
thence turn left and proceed South 81 degrees 11 minutes 58 seconds East, along said right of way line, a distance of 148.24 feet to a 1/2" iron rod;
thence turn left and proceed South 84 degrees 17 minutes 55 seconds East, along said right of way line, a distance of 100.50 feet to a 1/2" iron rod;
thence turn left and proceed South 89 degrees 13 minutes 41 seconds East, along said right of way line, a distance of 109.11 feet to a 1/2" iron rod;
thence turn left and proceed North 89 degrees 21 minutes 08 seconds East, along said right of way line, a distance of 229.01 feet to the POINT OF BEGINNING.

The above described tract contains 2.65 acres, more or less, and is more particularly indicated as Tract 2 on Certificate of Survey by William J. Wood, Jr. dated February 17, 2003.

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in OXLAND PLANTATION, L.L.C., and we have found no alienations, liens, or encumbrances against the property except for:

Page 6 of 8
February 25, 2015

1. Right of Way Grant, by Catherine B. Ball to Rapides Parish Police Jury, dated, filed, and recorded November 30, 1951, Conveyance Book 423, Page 561 (#359203) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction, maintenance, and improvement of drainage facilities.

2. Right of Way Grant, by Joe D. Brown to Rapides Parish Police Jury, dated, filed, and recorded November 30, 1951, Conveyance Book 423, Page 561 (#359202) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction, maintenance, and improvement of drainage facilities.

3. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:

- a. Right of Way Permit for Electric Distribution Lines, by Catherine B. Ball to Central Louisiana Electric Company, Inc., dated June 18, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 84 (#427724) of the records of Rapides Parish, Louisiana.
- b. Permit for Achors, Stub Poles and Wires, by Catherine B. Ball to Central Louisiana Electric Company, Inc., dated March 3, 1967, filed and recorded April 29, 1967, Conveyance Book 697, Page 132 (#535527) of the records of Rapides Parish, Louisiana.
- c. Right of Way Permit for Electric Distribution Lines, by Joe D. Brown to Central Louisiana Electric Company, Inc., dated June 24, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 82 (#427722) of the records of Rapides Parish, Louisiana.
- d. Right-of-Way Permit for Electric Transmission Lines, by Joe D. Brown to Central Louisiana Electric Company, Inc., dated December 23, 1965, filed and recorded June 4, 1966, Conveyance Book 673, Page 911 (#519670) of the records of Rapides Parish, Louisiana.

Requirement: None.

4. Grant of Right of Ways for Public Highways, by Catherine B. Ball to the Department of Highways of the State of Louisiana, dated, filed and recorded April 23, 1959, Conveyance Book 542, Page 556 (#437497) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions.

Page 7 of 8
February 25, 2015

5. Right of Way Deed, by Ruth Eversull Brown, Joe D. Brown, Jr., Kathleen Brown Hundley, and Carolyn Brown Drumm to the Parish of Rapides, dated April 9, 1990, filed and recorded April 1990, Conveyance Book 1290, Page 255 (#892870) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction and maintenance of highway.

6. Farm Lease, by Oxland Plantation, L.L.C. to Finkie Farms, dated, filed and recorded March 5, 2009, Mortgage Book 2446, Page 385 (#1391832) of the records of Rapides Parish, Louisiana. Under its terms, the lease expired on December 31, 2014, absent reconduction.

Requirement: Option agreement acknowledges the existence of this lease and specifies that the lessee may continue to access subterraneous water along with the soil and farm the property subject to the lease until such time as Cleco notifies the seller of the date Cleco's construction-related activities are to begin. But because the option agreement and any eventual sale of the property to Cleco cannot prejudice the rights of the lessee under this recorded lease (which may have reconducted on a year-to-year term if farming operations on the property have continued), a release of the property from the lease should be obtained.

7. Memorandum of Option Agreement, by Oxland Plantation, L.L.C. to Diversified Lands LLC, dated November 21, 2014, filed and recorded November 25, 2014, Conveyance Book 1997, Page 286 (#1541053) of the records of Rapides Parish, Louisiana.

Requirement: None.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012.

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

Page 8 of 8
February 25, 2015

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translatative of title forward, for a period of at least sixty-nine (69) years prior to the effective date of this letter, since January 10, 1946. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

With kindest regards, I am

Sincerely,

W. Raley Alford, III /s/d

W. Raley Alford, III

WRA/sbd
Enclosure

EXHIBIT 17e- 24.48 Acres Owned by Joe Brown, Et Ux

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
New Orleans, Louisiana 70112
Telephone: 504-523-1580
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OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re:	Title Opinion:	Rapides Parish Development Site (Joe and Maria Brown)
	Property Description:	A 24.48 acre tract of land lying in Section 71, Township 4 North, Range 2 West, Rapides Parish, Louisiana
	Effective Date of Opinion Letter:	January 7, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of JOE DAVIS BROWN, JR. AND MARY LOUISE LUTTGEHARM BROWN, domiciled in Rapides Parish, acquired by (1) Act of Partition among Joe D. Brown Jr., Mary Luttgeharm Brown, and Carolyn Brown Drumm, dated, filed, and recorded February 23, 1979, Conveyance Book 956, Page 771 (#699498) of the records of Rapides Parish, Louisiana; and Cash Sale from Carolyn Brown Drumm, dated August 10, 1979, filed and recorded August 14, 1979, Conveyance Book 972, Page 738 (#707877) of the records of Rapides Parish, Louisiana (total of 20.1 acres); (2) three separate Acts of Donation from Kathleen Ruth Brown Hundley, dated December 8, 1998, filed and recorded December 9, 1998, Conveyance Book 1546, Page 997 (#1090882); dated January 13, 1999, filed and recorded January 14, 1999, Conveyance Book 1549, Page 29 (#1093531); and dated, filed, and recorded January 18, 2000, Conveyance Book 1575, Page 342 (#1121433) of the records of Rapides Parish, Louisiana (total of 2.38 acres); and (3) Act of Sale from Ruth Eversull Brown, dated October 23, 2001, filed and recorded October 24, 2001, Conveyance Book 1622, Page 472 (#1169659) of the records of Rapides Parish, Louisiana (total of 2 acres). Being part of the same property acquired by (1) Joe D. Brown, Jr., Mary Luttgeharm Brown, and Carolyn Brown Drumm from the Succession of Ida Mae Brown via Judgment of Possession dated, filed, and recorded February 21,

February 25, 2015

1979, Conveyance Book 956, Page 616 of the records of Rapides Parish, Louisiana; (2) Kathleen Ruth Brown Hundley from Ruth Eversull Brown, Joe D. Brown, Jr., and Carolyn Brown Drumm via Cash Sale dated March 11, 1987, filed and recorded March 20, 1987, Conveyance Book 1203, Page 422 (#832558) of the records of Rapides Parish, Louisiana; and (3) Ruth Eversull Brown from Joe D. Brown, Jr. and Marty Luttgaharm Brown via Cash Sale dated March 11, 1987, filed and recorded March 29, 1987, Conveyance Book 1203, Page 421 (#832557) of the records of Rapides Parish, Louisiana.

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 7, 2015. Said property is described as follows:

A certain piece, parcel or lot of ground, together with all improvements thereon, rights, ways and privileges thereunto belonging or in any way appertaining, being, lying and situated in Lots 4¹ and 5 of a partition of the James C. Brown Tract, located in Section 71, Township 4 North, Range 2 West, Rapides Parish, Louisiana, being more particularly described as follows, to wit:

Commence at a 1/2" iron rod marking the Northeast Corner of Lot 5, partition of the James C. Brown Tract, and run South 15 degrees 14 minutes 07 seconds East the distance of 1,343.13 feet to a point marked by a found 1/2" iron rod, which point is also on the dividing line between Lot 4 and Lot 5 of the partition of the James C. Brown Tract, and which point is also the point of beginning of the property herein described; from the point of beginning thus established, continue South 15 degrees 14 minutes 07 seconds East along the dividing line between Lots 4 and 5 the distance of 1,399.95 feet to a 1/2" iron rod; thence turn to the left and run North 84 degrees 19 minutes 07 seconds East the distance of 123.77 feet to a point and corner marked by a 1/2" iron rod; thence turn to the right and run South 16 degrees 49 minutes 34 seconds East the distance of 447.12 feet to a 1/2" iron rod found on the northerly right of way line of Louisiana Highway No. 1202; thence turn to the right and run in a westerly direction along the northern right of way line of Louisiana Highway No. 1202 to its intersection with the easterly right of way line of Rapides Station Road; thence turn to the right and run along the easterly right of way line of Rapides Station Road North and West to a point marked by a 1/2" iron rod found, which is 631.15 feet South and West of the point of beginning herein established; thence turn to the right and run North 64 degrees 10 minutes 55 seconds East on a straight line the distance of 631.15 feet back to the point of beginning of the property herein described, said tract containing 24.48 acres, more or less, and which is more particularly shown on the attached Certificate of Survey by William J. Wood, Jr., dated February 17, 2003, outlined in red for greater certainty of description therein.

¹ The property description included in the Option agreement between Mary and Joe Brown, Jr. and Diversified Lands, LLC notes that the property subject to the Option is situated in Lot 5, but it is clear from the chain of title documents, as well as the total amount of acreage included in the Option agreement, that a portion of the subject property also is situated in Lot 4.

February 25, 2015

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in JOE DAVIS BROWN, JR. AND MARY LOUISE LUTTGEHARM BROWN, and we have found no alienations, liens, or encumbrances against the property except for:

1. Right of Way Grant, by Joe D. Brown to Rapides Parish Police Jury, dated July 1, 1949, filed and recorded November 30, 1951, Conveyance Book, 423, Page 561 (#359202) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction, maintenance, and improvement of drainage facilities.

2. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:
 - a. Right of Way Permit for Electric Distribution Lines, by Joe D. Brown to Central Louisiana Electric Company, Inc., dated June 24, 1958, filed and recorded July 10, 1958, Conveyance Book 536, Page 82 (#427722) of the records of Rapides Parish, Louisiana.
 - b. Right-of-Way Permit for Electric Transmission Lines, by Joe D. Brown to Central Louisiana Electric Company, Inc., dated December 23, 1965, filed and recorded June 4, 1966, Conveyance Book 673, Page 911 (#519670) of the records of Rapides Parish, Louisiana.

Requirement: None.

3. Grant of Right of Ways for Public Highways, by Joe D. Brown to the Department of Highways of the State of Louisiana, dated April 17, 1959, filed and recorded April 23, 1959, Conveyance Book 542, Page 556 (#437497) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions.

4. Right of Way Deed, by Ruth Eversull Brown, Joe D. Brown, Jr., Kathleen Brown Hundley, and Carolyn Brown Drumm to the Parish of Rapides, dated April 9, 1990, filed and recorded April 1990, Conveyance Book 1290, Page 255 (#892870) of the records of Rapides Parish, Louisiana.

Requirement: Comply with restrictions regarding construction and maintenance of highway.

5. Agricultural Farm Lease, by Joe D. Brown, Jr. and Mary Brown to James C. Brown, IV, dated May 15, 2011, filed and recorded May 17, 2011, Mortgage Book 2598, Page 286 (#1449814) of the records of Rapides Parish, Louisiana. The lease term expired on April 1, 2014, but automatically renews on an annual basis until terminated by either party with a 6-month notice.

February 25, 2015

Requirement: Option agreement acknowledges the existence of this lease and specifies that the lessee may continue to access subterranean water along with the soil and farm the property subject to the lease until such time as Cleco notifies the seller of the date Cleco's construction-related activities are to begin. But because the option agreement and any eventual sale of the property to Cleco cannot prejudice the rights of the lessee under this recorded lease, a release of the property from the lease should be obtained.

6. Memorandum of Option Agreement, by Joe D. Brown, Jr. and Mary Brown to Diversified Lands LLC, dated November 21, 2014, filed and recorded November 25, 2014, Conveyance Book 1997, Page 288 (#1541054) of the records of Rapides Parish, Louisiana.

Requirement: None.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012. .

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translative of title forward, for a period of at least sixty-nine (69) years prior to the effective date of this letter, since January 10, 1946. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

With kindest regards, I am

February 25, 2015

Sincerely,

W. Raley Alford, III /s/

W. Raley Alford, III

WRA/sbd
Enclosure

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EXHIBIT 17f- 160 Acres Owned by Jerome Dekeyzer, Et Ux

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
New Orleans, Louisiana 70112
Telephone: 504-523-1580
Facsimile: 504-524-0069

OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re:	Title Opinion:	Rapides Parish Development Site (Jerome and Carolyn Dekeyzer – Tract 2)
	Property Description:	A 160 acre tract of land lying in Section 71, Township 4 North, Range 2 West, Rapides Parish, Louisiana
	Effective Date of Opinion Letter:	January 13, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of JEROME DEKEYZER AND CAROLYN TINGLE DEKEYZER, domiciled in Rapides, Parish, Louisiana, acquired by (1) Sale and Assumption, from Josephine and Jerome A. Dekeyzer, dated, filed and recorded March 2, 1970, Conveyance Book 752, Page 760 (#572478) of the records of Rapides Parish, Louisiana; (2) Cash Sale, from Josephine and Jerome A. Dekeyzer, dated, filed and recorded May 1, 1984, Conveyance Book 1117, Page 572 (#782604) of the records of Rapides Parish, Louisiana; (3) Cash Sale, from Louise and James Shahan, dated, filed and recorded May 1, 1984, Conveyance Book 1117, Page 574 (#782605) of the records of Rapides Parish, Louisiana; and (4) Act of Partition, among James L. Dekeyzer and Carolyn and Jerome J. Dekeyzer, dated, filed and recorded April 5, 1995, Conveyance Book 1430, Page 743 (#996704) of the records of Rapides Parish, Louisiana. Being the same property acquired by (1) Josephine and Jerome A. Dekeyzer by Sale and Mortgage, from Demarious Brown Herring, dated, filed and recorded June 26, 1968, Conveyance Book 718, Page 175 (#551218) of the records of Rapides Parish, Louisiana; (2) Louise and James Shahan by Cash Sale, from Josephine and Jerome A. Dekeyzer, dated, filed, and recorded May 1, 1984, Conveyance Book 1117, Page 568 (#782602) of the records of Rapides Parish, Louisiana; and (3) James L. Dekeyzer by Sale and Assumption, from Josephine and Jerome

Page 2 of 4
February 25, 2015

A. Deykeyzer, dated, filed and recorded March 2, 1970, Conveyance Book 752, Page 758 (#572477), and by Cash Sale, from Josephine and Jerome A. Dekeyzer, dated, filed and recorded May 1, 1984, Conveyance Book 1117, Page 570 (#782603) of the records of Rapides Parish, Louisiana.

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 13, 2015. Said property is described as follows:

A certain piece, parcel or tract of land, together with all buildings and improvements thereon located, and all rights, ways and privileges thereunto appertaining, being, lying and situated in Rapides Parish, Louisiana, in Section 71, Township 4 North, Range 2 West, Southwest Land District of Louisiana, about 10 1/2 miles above the City of Alexandria, on the left descending bank of Bayou Rapides, containing 160 acres, and being more particularly described as follows, to wit:

Beginning at a point on the left descending bank of Bayou Rapides at a corner common to property now or formerly belonging to Daniel F. Clark and property now or formerly belonging to Jeff Wells and running North 26 degrees 3 minutes West 101 chains; thence East 18.09 chains; thence run South 26 degrees 3 minutes East 89.30 chains; thence run South 0 degrees 7 minutes West 12.84 chains, thence North 75 degrees West 8.62 chains; thence run North 87 degrees 15 minutes West 4.67 chains to the point of beginning.

LESS and EXCEPT:

2.623 acres located in Section 71, T4N, R2W, Rapides Parish, Louisiana, more specifically described as follows:

Commence at an axle found on the left descending bank of Bayou Rapides in Section 71, T4N-R2W, Rapides Parish, Louisiana, on the line common to Henry L. Peterman and Jerome J. DeKeyzer, said corner is the SW corner of a 160 acre tract shown to belong to R.R. Stevens as per plat by R. W. Bringhurst dated October 1916 and March 1917, which is attached to Filing #26342, thence bearing North 26° 03' West for 65.06' to a 1/2" rod set on said property line and 30' from the center of La. Hwy. #1202. Said rod is henceforth referred to as the point of beginning.

Thence from the point of beginning continue North 26° 03' West for 300.00' to a 1/2" rod set, thence bear North 63° 57' East for 300.00' to a 1/2" rod set, thence bear South 26° 03' East for 470.88' to a 1/2" rod set, thence bear along the North Right of Way of La. Hwy. #1202 North 83° 34' 19" West for 98.84' to a 1/2" rod set, North 85° 24' 43" West for 116.70' to a 1/2" rod set, and North 89° 23' 44" West for 130.03' back to the point of beginning.

The aforementioned closed traverse contains 2.623 acres and is part of Section 71,

Page 3 of 4
February 25, 2015

T4N-R2W, Rapides Parish, Louisiana. It is shown on Plat of Survey by Stephen Barrett Gremillion dated 2/28/98 and attached as Exhibit "A" and made a part of that certain Act of Donation dated March 30, 1988, from Jerome J. DeKeyzer and Carolyn Tingle DeKeyzer to Peter C. DeKeyzer and Jeanne DeKeyzer, and filed at COB 1527, Page 506, in the records of Rapides Parish, Louisiana.

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in JEROME DEKEYZER AND CAROLYN TINGLE DEKEYZER, and we have found no alienations, liens, or encumbrances against the property except for:

1. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:
 - a. Right of Way Permit for Electric Transmission Lines, by D. B. Herring to Central Louisiana Electric Company, Inc., dated September 22, 1966, filed and recorded September 30, 1966, Conveyance Book 689, Page 610 (#529927) of the records of Rapides Parish, Louisiana.
 - b. Right of Way Permit for Electric Lines, by Demarious B. Herring to Central Louisiana Electric Company, Inc., dated May 1, 1968, filed and recorded June 11, 1968, Conveyance Book 717, Page 343 (#550676) of the records of Rapides Parish, Louisiana.

Requirement: None.

2. Farm Lease, by Jerome J. Dekeyzer and James L. Dekeyzer to Finkie Farms, dated May 5, 1995, filed and recorded January 12, 2005, Mortgage Book 2065, Page 830 (#1267654), as amended by that certain Amendment to Farm Lease, dated May 7, 2002, Mortgage Book 2262, Page 303 (#1329832) of the records of Rapides Parish, Louisiana.

Requirement: This lease has expired by its terms, but it has not been cancelled from the mortgage records. While there is a more current lease to Finkie Farms, in an abundance of caution, the current owner should request formal cancellation of this expired lease.

3. Farm Lease, by Jerome Dekeyzer and Carolyn Dekeyzer to Finkie Farms, dated February 13, 2009, filed and recorded March 4, 2009, Mortgage Book 2446, Page 24 (#1391711) of the records of Rapides Parish, Louisiana. Under its terms, the lease expired on January 31, 2013, absent reconduction.

Requirement: Option agreement acknowledges the existence of this lease and specifies that the lessee may continue to access subterraneous water along with the soil and farm the property subject to the lease until such time as Cleco notifies the lessee of the date Cleco's construction-related activities are to begin. But because the option agreement and any eventual sale of the property to Cleco cannot prejudice the rights of the lessee under this

Page 4 of 4
February 25, 2015

recorded lease (which may have reconducted on a year-to-year term if farming operations on the property have continued), a release of the property from the lease should be obtained.

4. Memorandum of Option Agreement, by Jerome Dekeyzer and Carolyn Dekeyzer to Diversified Lands LLC, dated November 11, 2014, filed and recorded November 24, 2014, Conveyance Book 1997, Page 284 (#1541052) of the records of Rapides Parish, Louisiana.

Requirement: None.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012.

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translativ of title forward, for a period of at least eighty-nine (89) years prior to the effective date of this letter, since March 2, 1925. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

With kindest regards, I am

Sincerely,


W. Raley Alford, III

WRA/sbd
Enclosure

EXHIBIT 17g- 2.623 Acres Owned by Peter Dekeyzer, Et Ux

**STANLEY, REUTER, ROSS
THORNTON & ALFORD, LLC**

W. RALEY ALFORD, III

909 Poydras Street, Suite 2500
New Orleans, Louisiana 70112
Telephone: 504-523-1580
Facsimile: 504-524-0069

OUR FILE NO.
44,028

February 25, 2015

VIA FEDERAL EXPRESS

Marcus A. Augustine, Esq.
Cleco Power LLC
2030 Donahue Ferry Road
Pineville, LA 71360

Re:	Title Opinion:	Rapides Parish Development Site (Peter and Jeanne Dekeyzer; house)
	Property Description:	A 2.623 acre tract of land lying in Section 71, Township 4 North, Range 2 West, Rapides Parish, Louisiana
	Effective Date of Opinion Letter:	January 13, 2015

Dear Marcus:

Pursuant to your request on behalf of Cleco Power LLC, we have examined title to the following described property, which presently stands in the name of PETER AND STEPHANIE JEANNE DEKEYZER, domiciled in Rapides, Parish, Louisiana, acquired by Act of Donation, from Carolyn and Jerome J. Dekeyzer, dated March 30, 1998, filed and recorded March 31, 1998, Conveyance Book 1527, Page 506 of the records of Rapides Parish, Louisiana. Being part of the same property acquired by Carolyn and Jerome J. Dekeyzer by (1) Sale and Assumption, from Josephine and Jerome A. Dekeyzer, dated, filed and recorded March 2, 1970, Conveyance Book 752, Page 760 (#572478) of the records of Rapides Parish, Louisiana; (2) Cash Sale, from Josephine and Jerome A. Dekeyzer, dated, filed and recorded May 1, 1984, Conveyance Book 1117, Page 572 (#782604) of the records of Rapides Parish, Louisiana; (3) Cash Sale, from Louise and James Shahan, dated, filed and recorded May 1, 1984, Conveyance Book 1117, Page 574 (#782605) of the records of Rapides Parish, Louisiana; and (4) Act of Partition, among James L. Dekeyzer and Carolyn and Jerome J. Dekeyzer, dated, filed and recorded April 5, 1995, Conveyance Book 1430, Page 743 (#996704) of the records of Rapides Parish, Louisiana.

Page 2 of 4
February 25, 2015

Our examination is based solely upon the indices of the mortgage and conveyance records of Rapides Parish. Exception is made to any transaction appearing in said indices after January 13, 2015. Said property is described as follows:

2.623 acres located in Section 71, T4N, R2W, Rapides Parish, Louisiana, more specifically described as follows:

Commence at an axle found on the left descending bank of Bayou Rapides in Section 71, T4N-R2W, Rapides Parish, Louisiana, on the line common to Henry L. Peterman and Jerome J. DeKeyzer, said corner is the SW corner of a 160 acre tract shown to belong to R.R. Stevens as per plat by R. W. Bringham dated October 1916 and March 1917, which is attached to Filing #26342, thence bearing North 26° 03' West for 65.06' to a 1/2" rod set on said property line and 30' from the center of La. Hwy. #1202. Said rod is henceforth referred to as the point of beginning.

Thence from the point of beginning continue North 26° 03' West for 300.00' to a 1/2" rod set, thence bear North 63° 57' East for 300.00' to a 1/2" rod set, thence bear South 26° 03' East for 470.88' to a 1/2" rod set, thence bear along the North Right of Way of La. Hwy. #1202 North 83° 34' 19" West for 98.84' to a 1/2" rod set, North 85° 24' 43" West for 116.70' to a 1/2" rod set, and North 89° 23' 44" West for 130.03' back to the point of beginning.

The aforementioned closed traverse contains 2.623 acres and is part of Section 71, T4N-R2W, Rapides Parish, Louisiana. It is shown on Plat of Survey by Stephen Barrett Gremillion dated 2/28/98 and attached as Exhibit "A" and made a part of that certain Act of Donation dated March 30, 1988, from Jerome J. DeKeyzer and Carolyn Tingle DeKeyzer to Peter C. DeKeyzer and Jeanne DeKeyzer, and filed at COB 1527, Page 506, in the records of Rapides Parish, Louisiana.

Based on our examination as outlined above, we are of the opinion that good, valid, and merchantable title to the property is vested in JEROME DEKEYZER AND CAROLYN TINGLE DEKEYZER, and we have found no alienations, liens, or encumbrances against the property except for:

1. Utility and access rights-of-ways previously granted to Central Louisiana Electric Company, Inc., including:
 - a. Right of Way Permit for Electric Transmission Lines, by D. B. Herring to Central Louisiana Electric Company, Inc., dated September 22, 1966, filed and recorded September 30, 1966, Conveyance Book 689, Page 610 (#529927) of the records of Rapides Parish, Louisiana.
 - b. Right of Way Permit for Electric Lines, by Demarious B. Herring to Central Louisiana Electric Company, Inc., dated May 1, 1968, filed and recorded June 11, 1968, Conveyance Book 717, Page 343 (#550676) of the records of Rapides Parish, Louisiana.

Page 3 of 4
February 25, 2015

Requirement: None.

2. Memorandum of Option Agreement, by Peter Dekeyzer and Jeanne Dekeyzer to Diversified Lands LLC, dated November 11, 2014, filed and recorded November 25, 2014, Conveyance Book 1997, Page 280 (#1541050) of the records of Rapides Parish, Louisiana.

Requirement: None.

3. Mortgage, by Peter Dekeyzer and Stephanie Dekeyzer a/k/a S. Jeanne Dekeyzer in favor of BankcorpSouth Bank, State Chartered Institution in the amount of \$124,000.00, passed before Zebulon M. Winstead, La. Bar No. 28274, dated September 26, 2012, filed and recorded October 3, 2012, Mortgage Book 2692, Page 723 (#1487101) of the records of Rapides Parish, Louisiana.

Requirement: Obtain written release of the subject property in accordance with the terms of the Mortgage.

State and Parish tax researches show that taxes for the preceding three years, 2012 through 2014, have been paid in full. There has been no independent search for tax records prior to 2012.

This opinion covers only properly indexed materials as reflected by the vendor and mortgagor indices of the records of the Rapides Parish Clerk of Court. It does not cover possession exercised on the property; unrecorded liens, servitudes, easements or encumbrances, overlaps or overhangs, or rights of way; questions of boundary or quantity of land; or similar matters as could be determined only by an accurate survey and inspection of the property described above, including, but not limited to, any and all environmental protection lien or liens; notices or violations recorded or unrecorded; any and all environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind; nor does this opinion cover the use or uses, past or present, of the subject property by any person or persons, natural or otherwise, which may be or may have been in contravention or violation of any environmental rules, regulations, laws, or mandates of any federal, state, or local government, governmental agency, committee, commission, or body of any kind. This opinion does not cover the past, present, or future environmental soundness or quality of the subject property. This opinion does not cover liens for current taxes not yet due and payable.

This title opinion covers an examination of said records of Rapides Parish, Louisiana, translative of title forward, for a period of at least eighty-nine (89) years prior to the effective date of this letter, since March 2, 1925. This title opinion is furnished to Cleco Power LLC at its request and for its benefit only and may not be used by nor relied upon by any other party for any other purpose.

Page 4 of 4
February 25, 2015

With kindest regards, I am

Sincerely,

A handwritten signature in dark ink, reading "W. Raley Alford, III" followed by a stylized flourish or "ind".

W. Raley Alford, III

WRA/sbd
Enclosure