



700 Thirteenth Street, N.W., Suite 600
Washington, D.C. 20005-3960
PHONE: 202.654.6200
FAX: 202.654.6211
www.perkinscoie.com

Carol A. Smoots
PHONE: (202) 654-6203
FAX: (202) 654-9133
EMAIL: CSmoots@perkinscoie.com

April 15, 2011

Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

Re: Informational Report for Interlocking Directorate Positions of Shawn Sheehan, Pursuant to 18 C.F.R. § 45.9; Docket No. ID- _____.

Dear Madam Secretary:

Pursuant to Sections 45.4 and 45.9 of the regulations of the Federal Energy Regulatory Commission ("Commission"), 18 C.F.R. §§ 45.4 and 45.9 (2010), enclosed is the Informational Report of Interlocking Positions for Mr. Shawn Sheehan. Mr. Sheehan is filing for automatic authorization to hold certain interlocking positions with: XO Energy NY, LP; XO Energy MA, LP; and XO Energy MW, LP ("XO Companies"). Mr. Sheehan will be appointed President of the XO Companies effective April 17, 2011. Mr. Sheehan submits this Informational Report to notify the Commission of his planned appointment to the XO Companies and to seek automatic authorization to hold interlocking positions with the aforementioned new companies. Included is a copy of the signed affirmation of Mr. Sheehan supporting this Informational Report.

Also a copy of this submittal is being sent to the Pennsylvania Public Utility Commission at the following address as required under Section 45.7 of the Commission's regulations.

Pennsylvania Public Utility Commission
PO Box 3265
Harrisburg, PA 17105-3265

Kimberly D. Bose, Secretary
Page 2
April 15, 2011

Please contact the undersigned should you have any questions regarding the enclosed Informational Report.

Respectfully submitted,

/s/ _____
Carol A. Smoots, Esq.
Nidhi J. Thakar, Esq.
Perkins Coie LLP
700 Thirteenth Street, N.W.
Suite 600
Washington, D.C. 20005
Telephone: (202) 654-6242
Facsimile: (202) 654-9942
csmoots@perkinscoie.com
nthakar@perkinscoie.com
Attorneys for
XO Energy NY, LP
XO Energy MA, LP
XO Energy MW, LP

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

Shawn Sheehan

)

Docket No. ID- _____ - 000

**INFORMATIONAL REPORT FOR AUTOMATIC AUTHORIZATION OF
INTERLOCKING POSITIONS UNDER 18 C.F.R. § 45.9**

Pursuant to Section 305(b) of the Federal Power Act ("FPA"), 16 U.S.C. § 825(b) and Section 45.9 of the regulations of the Federal Energy Regulatory Commission ("Commission"), 18 C.F.R. § 45.9 (2010), Mr. Shawn Sheehan ("Applicant") hereby submits this Informational Report of Interlocking Positions ("Informational Report") in the format required under Section 45.9 regarding automatic authorization of Applicant to hold interlocking positions. Effective April 17, 2011, the Applicant will hold the below noted interlocking positions and corporate roles.

I. COMMUNICATIONS

All communications regarding this Informational Report should be addressed to:

*Mr. Shawn Sheehan
XO Energy MA, LP
1619 New London Road
Landenberg, PA 19350
Telephone: 610-400-3344
Fax: 866-281-3774
Email: ssheehan@xo-energy.com

*Carol A. Smoots, Esq.
*Nidhi J. Thakar, Esq.
Perkins Coie LLP
700 Thirteenth Street, N.W.
Suite 600
Washington, D.C. 20005
Telephone: 202-654-6242
Fax: 202-654-9942
Email: csmoots@perkinscoie.com
nthakar@perkinscoie.com

*Designates parties to receive service.

II. REQUIRED INFORMATION

The following information is submitted pursuant to 18 C.F.R. § 45.9(c):

- (1) **The full name and business address of the person required to submit this report:**

Mr. Shawn Sheehan
1619 New London Rd.
Landenberg, PA 19350

- (2) **The names of all public utilities with which the Applicant holds or will hold the positions of officer or director and a description of those positions.**

Name of Public Utility	Description of Position
XO Energy NY, LP	President
XO Energy MA, LP	President
XO Energy MW, LP	President

- (3) **The names of any other entity, other than the public utilities listed above, of which the Applicant is an officer or director and a description of those positions:**

Name of Entity	Description of Position
N/A	N/A

Pursuant to 18 C.F.R. § 45.2(b)(3), none of the entities listed identified in (3) supply electrical equipment to a public utility in which the Applicant seeks authorization to hold a position. Nor does the individual serve as an officer or director of any bank, trust company, banking association or firm that is authorized to underwrite or participate in the marketing of public utility securities. 18 C.F.R. § 45.2(b)(2) (2010).

(4) An explanation of the corporate relationship between or among the public utilities listed above which qualifies the person for automatic authorization under Section 45.9.

XO Energy NY, LP, XO Energy MA, LP, and XO Energy MW, LP have filed an application with the Commission to seek market-based rate authorization. These entities will be considered public utilities once their market-based rate authorization is granted by the Commission, thus creating interlocking positions for Mr. Shawn Sheehan. Pursuant to 18 C.F.R. § 45.9(a), XO Energy NY, LP, XO Energy MA, LP, and XO Energy MW, LP are all affiliates with the following ownership structure: XO Energy NY, LP is owned 99 percent by Mr. Shawn Sheehan and one percent by its General Partner, XO Energy NY, Inc.; XO Energy MA, LP is owned 99 percent by Mr. Shawn Sheehan and one percent by its General Partner, XO Energy MA, Inc.; and XO Energy MW, LP is owned 99 percent by Mr. Shawn Sheehan and one percent by its General Partner, XO Energy MW, Inc. Since each public utility on which the Applicant serves as an officer or director meets the requirements of Section 45.9(a), the Commission authorizes the holding of that interlocking position upon receipt of this Informational Report.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, the Applicant respectfully requests that the Commission accept for filing this informational report for interlocking positions.

Respectfully submitted,

/s/

Carol A. Smoots, Esq.
Nidhi J. Thakar, Esq.
Perkins Coie LLP
700 Thirteenth Street, N.W.
Suite 600
Washington, D.C. 20005
Telephone: (202) 654-6242
Facsimile: (202) 654-9942
csmoots@perkinscoie.com
nthakar@perkinscoie.com
Attorneys for
XO Energy NY, LP
XO Energy MA, LP
XO Energy MW, LP

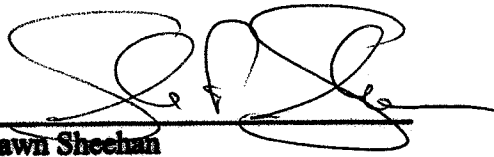
April 15, 2011

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

AFFIRMATION OF SHAWN SHEEHAN

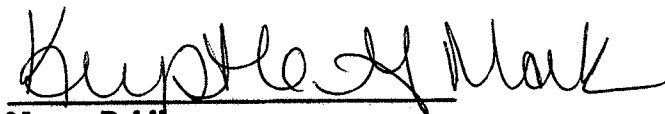
County of Chester)
)
State of Pennsylvania) ss.

Mr. Shawn Sheehan, being duly sworn, attests that he is the Applicant listed in the foregoing Informational Report, that the information contained therein is true and correct to the best of his knowledge, information and belief, and that as of the date of this report he is not performing the duties or responsibilities of the positions with XO Energy NY, LP, XO Energy MA, LP, or XO Energy MW, LP that gave rise to the filing of this Informational Report.



Shawn Sheehan

SUBSCRIBED AND SWORN BEFORE ME, this 22 day of March, 2011.



Notary Public

KRYSTLE G. MAKIN
Notary Public, State of Delaware
My Commission Expires August 7, 2011

My Commission expires: August 7, 2011