

**UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION**

**In the Matter of  
FERRELLGAS PARTNERS, L.P, a limited  
partnership, and**

**Docket No. 9360**

**FERRELLGAS, L.P., a limited partnership,  
also doing business as BLUE RHINO, and**

**AMERIGAS PARTNERS, L.P., a limited  
Partnership, also doing business as  
AMERIGAS CYLINDER EXCHANGE, and**

**UGI CORPORATION, a corporation.**

**AGREEMENT CONTAINING CONSENT ORDERS**

This Agreement Containing Consent Order (“Consent Agreement”), by and between Complaint Counsel and AmeriGas Partners, L.P. and UGI Corporation, by their duly authorized officers, hereinafter sometimes referred to as ACE Respondents, and their attorneys is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent AmeriGas Partners, L.P., is a publicly traded master limited partnership, organized, existing, and doing business, under, and by virtue of, the laws of the State of Delaware, with its office and principal place of business located at 460 North Gulph Road, King of Prussia, Pennsylvania. AmeriGas Partners, L.P.’s subsidiary AmeriGas Propane, L.P. operates a Propane Tank Exchange Business known as the AmeriGas Cylinder Exchange program.
2. Respondent UGI Corporation is a corporation, organized, existing and doing business under and by virtue of the laws of the Commonwealth of Pennsylvania, with its office and principal place of business located at 460 North Gulph Road, King of Prussia, Pennsylvania. UGI Corporation is the parent and sole owner of AmeriGas Inc., which is the sole owner of AmeriGas Propane, Inc. AmeriGas Propane, Inc. is the general partner of Respondent AmeriGas Partners, L.P., and is a corporation organized, existing, and doing business under and by virtue of the laws of the Commonwealth of Pennsylvania, with its office and principal place of business located at 460 North Gulph Road, King of Prussia, Pennsylvania.
3. ACE Respondents have been served with a copy of the Complaint issued by the Commission charging them with violation of Section 5 of the Federal Trade Commission Act, as amended, and have filed Answers to the Complaint denying those charges.
4. ACE Respondents admit all the jurisdictional facts set forth in the Complaint.

5. ACE Respondents waive:
  - a. Any further procedural steps;
  - b. Any requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
  - c. All rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
  - d. Any claim under the Equal Access to Justice Act.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by ACE Respondents that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.
7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If the Commission accepts this Consent Agreement the Commission will place the Consent Agreement on the public record for a period of thirty (30) days and publicly release information in respect thereto. Thereafter, pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. §2.34, the Commission may withdraw its acceptance of the Consent Agreement, so notify the ACE Respondents and take such other action as it may consider appropriate; or, without further notice to the ACE Respondents, issue and serve its Decision and Order in disposition of the proceeding and make information public with respect thereto.
8. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to ACE Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to ACE Respondents' Counsel as identified in this Consent Agreement – shall constitute service. ACE Respondents waive any right they may have to any other manner of service.
9. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
10. ACE Respondents have read the Decision and Order contemplated hereby. ACE Respondents understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

11. By signing this Consent Agreement, ACE Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order; and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement or are within the control of the parties to this Consent Agreement.
12. ACE Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement; *provided, however*, that ACE Respondents will have no obligation to comply with the terms of the proposed Decision and Order in the event the Commission withdraws its acceptance of this Consent Agreement.
13. ACE Respondents shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R § 2.33, within thirty (30) days of the date on which they execute this Consent Agreement, and shall submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final. Each report shall be signed by the ACE Respondents and shall set forth in detail the manner in which the ACE Respondents have to date complied, are complying, and will comply with the Decision and Order, and shall include, inter alia, all information required to be filed in verified written reports under Paragraph V.A. of the Decision and Order. Such reports will not become part of the public record unless and until the Commission accepts for public comment the Consent Agreement and the Decision and Order.
14. The reports referenced in the paragraph above shall be verified by a notarized signature or sworn statement, or self-verified in the manner set forth in 28 U.S.C. § 1746. Pursuant to Commission Rule 2.41(a), ACE Respondents shall file an original and one copy of all compliance reports with the Commission. ACE Respondents shall file the original report with the Secretary of the Commission and shall send one copy via electronic mail directly to the Bureau of Competition's Compliance Division.

**AMERIGAS PARTNERS, L.P.**

**FEDERAL TRADE COMMISSION**

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Jerry E. Sheridan  
President and Chief Executive Officer of  
AmeriGas Propane Inc., the General Partner  
of AmeriGas Partners, L.P.

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Eric D. Edmondson  
Attorney  
Bureau of Competition

Dated: \_\_\_\_\_

**Approved:**

**UGI CORPORATION**

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Thomas Dahdouh  
Director, Western Regional Office  
Bureau of Competition

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John L. Walsh  
President and Chief Executive Officer

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Norman Armstrong, Jr.  
Deputy Director  
Bureau of Competition

Dated: \_\_\_\_\_

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Deborah L. Feinstein  
Director  
Bureau of Competition

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Jay N. Varon  
Foley & Lardner LLP

Attorney for AmeriGas Partners, L.P. and  
UGI Corporation

Dated: \_\_\_\_\_