

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

**COMMISSIONERS:**      **Edith Ramirez, Chairwoman**  
                                 **Julie Brill**  
                                 **Maureen K. Ohlhausen**  
                                 **Joshua D. Wright**  
                                 **Terrell McSweeney**

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

**Docket No. 9360**

**DECISION AND ORDER**

The Federal Trade Commission (“Commission”), having heretofore issued its complaint charging Ferrellgas Partners, L.P. and Ferrellgas L.P. (hereinafter referred to as “Blue Rhino Respondents”) and AmeriGas Partners, L.P. (hereinafter referred to as “AmeriGas Respondent”) and UGI Corporation (hereinafter referred to as “UGI”) answered the complaint denying said charges but admitting the jurisdictional allegations set forth therein; and

Blue Rhino Respondents, their attorneys, and counsel for the Commission having thereafter executed an Agreement Containing Consent Order (“Consent Agreement”), an admission by Blue Rhino Respondents of all the jurisdictional facts set forth in the Complaint, a statement that the signing of said Consent Agreement is for settlement purposes only and does not constitute an admission by Blue Rhino Respondents that the law has been violated as alleged in such Complaint, or that the facts as alleged in such Complaint, other than jurisdictional facts, are true, and waivers and other provisions as required by the Commission’s Rules; and

The Secretary of the Commission having thereafter withdrawn the matter from adjudication in accordance with §3.25(c) of its Rules; and

The Commission having thereafter considered the matter and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure described in Commission Rule 2.25(f), 16 C.F.R. § 2.25(f), the Commission hereby makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent Ferrellgas Partners, L.P., is a limited partnership organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business located at 7500 College Boulevard, Overland Park, Kansas.
2. Respondent Ferrellgas, L.P., is a limited partnership organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business located at 7500 College Boulevard, Overland Park, Kansas.

strategic plans, marketing, customer information and Communications with customers, advertising, promotion or research and development,

*provided, however,* that “Competitively Sensitive Non-Public Information” shall not include (1) information that is publicly available or has been widely Communicated to customers or investors through methods such as website postings, analyst conference calls, press releases, and widely disseminated faxes, letters, electronic mailings and phone calls; nor (2) information required to be publicly disclosed under Federal Securities Laws, as that term is defined in §3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. §78c(47), and any regulation or order of the Securities and Exchange Commission issued under such laws.

- E. “Competitor” means any other Person other than Blue Rhino Respondents that participates in the Propane Tank Exchange Business in the United States.
- F. “Fill Level” means the weight of propane Blue Rhino Respondents put in their Propane Tanks. As of the date this Order is issued the Fill Level identified on Blue Rhino Respondents’ Propane Tanks is 15 pounds.
- G. “Person” means any natural person or artificial person, including, but not limited to, any corporation, unincorporated entity, or government. For the purpose of this Order, any



Competitively Sensitive Non-Public Information is not Communicated and cannot be derived from the documents and information that are Communicated: individual and non-aggregated customer data (e.g. costs, margins, prices or strategies by customer); non-aggregated costs, margins, sales and pricing data; current or prospective pricing strategies; marketing plans; and strategic plans;

3. Solicit or receive Competitively Sensitive Non-Public Information from a Competitor if doing so is reasonably necessary to engage in legally supervised due diligence for a potential sale, acquisition, or joint venture, or to participate in a joint venture, *so long as* Blue Rhino Respondents take all reasonable steps to ensure that none of the Competitor's current or prospective Competitively Sensitive Non-Public Information is disclosed to any of Blue Rhino Respondents' Restricted Employees; except that Restricted Employees may receive financial modeling, generalized segment data, transition plans and other due diligence documents and information to be used solely for the assessment and approval of a sale, acquisition or joint venture, provided that the following Competitively Sensitive Non-Public Information is not Communicated and cannot be derived from the documents and information that are Communicated: individual and non-aggregated customer data (e.g. costs, margins, prices or strategies by customer); non-aggregated costs, margins, sales and pricing data; current or prospective pricing strategies; marketing plans; and strategic plans;
4. Respond to health, safety, emergency or regulatory matters so long as Blue Rhino Respondents disclose Competitively Sensitive Non-Public Information in the course of responding to such matters only to the extent reasonably necessary; and
5. Participate in industry-wide data exchange or market research so long as i) neither Blue Rhino Respondents nor Competitors participate in collecting or aggregating Competitively Sensitive Non-Public Information; ii) Blue Rhino Respondents only provide Competitively Sensitive Non-Public Information that is at least three (3) months old; and iii) no Competitively Sensitive Non-Public Information is Communicated to Blue Rhino Respondents or any Competitor except as part of aggregated industry-wide data collected from at least five (5) firms, none of whose data accounts for more than 25% of the total data collected and Communicated.

### **III.**

**IT IS FURTHER ORDERED** that, within five (5) days of issuance of this Order:

- A. Blue Rhino Respondents shall establish and maintain an antitrust compliance program for their Propane Tank Exchange Business in the United States





**VI.**

**IT IS FURTHER ORDERED** that this Order shall terminate twenty (20) years from the date on which the Order is issued.

By the Commission.

Donald S. Clark  
Secretary

SEAL:  
ISSUED: