

**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 Ferrellgas Partners, L.P. and Ferrellgas L.P., by their duly authorized officers, hereinafter sometimes referred to as Blue Rhino 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 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. Respondent Ferrellgas, L.P., doing business as Blue Rhino, operates a Propane Tank Exchange Business.
3. Blue Rhino 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. Blue Rhino Respondents admit all the jurisdictional facts set forth in the Complaint.

5. Blue Rhino 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 Blue Rhino 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 Blue Rhino Respondents and take such other action as it may consider appropriate; or, without further notice to the Blue Rhino 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 Blue Rhino 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 Blue Rhino Respondents' Counsel as identified in this Consent Agreement – shall constitute service. Blue Rhino 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. Blue Rhino Respondents have read the Decision and Order contemplated hereby. Blue Rhino 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, Blue Rhino 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. Blue Rhino Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement; *provided, however*, that Blue Rhino 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. Blue Rhino 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 Blue Rhino Respondents and shall set forth in detail the manner in which the Blue Rhino 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), Blue Rhino Respondents shall file an original and one copy of all compliance reports with the Commission. Blue Rhino 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.

FERRELLGAS PARTNERS, L.P.

FEDERAL TRADE COMMISSION

Stephen L. Wambold
Chief Executive Officer of
Ferrellgas, Inc., the General Partner of
Ferrellgas Partners, L.P.

Eric D. Edmondson
Attorney
Bureau of Competition

Approved:

Dated: _____

FERRELLGAS, L.P.

Thomas Dahdouh
Director, Western Regional Office
Bureau of Competition

Stephen L. Wambold
Chief Executive Officer of
Ferrellgas, Inc., the General Partner of
Ferrellgas Partners, L.P.

Norman Armstrong, Jr.
Deputy Director
Bureau of Competition

Dated: _____

Deborah L. Feinstein
Director
Bureau of Competition

Daniel M. Wall
Niall E. Lynch
Latham & Watkins LLP

Attorney for Ferrellgas Partners, L.P. and
Ferrellgas, L.P.

Dated: _____