

**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

5. ACE Respondents waive:
 - a. Any further procedural steps;
 - b.

AMERIGAS PARTNERS, L.P.

FEDERAL TRADE COMMISSION

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

Eric D. Edmondson
Attorney
Bureau of Competition

Dated: _____

Approved:

UGI CORPORATION

Thomas Dahdouh
Director, Western Regional Office
Bureau of Competition

John L. Walsh
President and Chief Executive Officer

Norman Armstrong, Jr.
Deputy Director
Bureau of Competition

Dated: _____

Deborah L. Feinstein
Director
Bureau of Competition

Jay N. Varon
Foley & Lardner LLP

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

Dated: _____