

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

Docket No. 9360

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

UGI CORPORATION, a corporation.

DECISION AND ORDER

The Federal Trade Commission ("Commission"), having heretofore issued its complaint charging Ferrellgas Partners, L.P. and Ferrellgas (hereinafter referred to as "Blue Rhino Respondents") and AmeriGas Partners, L.P. and AmeriGas (hereinafter referred to as "AmeriGas Respondents") and UGI Corporation (hereinafter referred to as "UGI") in violation of Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 57a, 57b, 57c, 57d, 57e, 57f, 57g, 57h, 57i, 57j, 57k, 57l, 57m, 57n, 57o, 57p, 57q, 57r, 57s, 57t, 57u, 57v, 57w, 57x, 57y, 57z, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 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1961, 1962, 1963, 1964, 1965, 1966, 1967, 1968, 1969, 1970, 1971, 1972, 1973, 1974, 1975, 1976, 1977, 1978, 1979, 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2

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, and having duly considered the comments received from interested persons pursuant to Commission Rule 2.34, 16 C.F.R. § 2.34, now in further conformity with the procedure described in Commission R

Employee of the Competitor except that Restricted Employees of the Competitor 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

- B. As part of establishing and maintaining an antitrust compliance program under this Paragraph Blue Rhino Respondents shall:
1. Appoint and retain for the duration of the Order an antitrust compliance officer to supervise Blue Rhino Respondents' antitrust compliance program. Blue Rhino Respondents may appoint ~~successive~~ antitrust compliance officers, but each must be an employee or officer of, or antitrust counsel for, Blue Rhino Respondents;
 2. Provide training regarding Blue Rhino Respondents' obligations under ~~Order~~ and the Antitrust Laws as applied to Blue Rhino Respondents' Propane Tank Exchange Business in the United States
 - a) at least annually to all Propane Tank Employees and Representatives of Blue Rhino Respondents, and
 - b) within thirty (30) days after an individual first becomes a Propane Tank Employee or Representative of Blue Rhino,

PROVIDED, HOWEVER, that the antitrust training obligations ~~in~~ this Paragraph III.B.2 shall not apply to (i) non-management production and transportation employees and representatives who do not have access to Blue Rhino Respondents' Competitively Sensitive Non-Public Information and do not, in the course of their employment or representation, communicate with any Competitors; and (ii) employees and representatives who are not involved in Blue Rhino Respondents' Propane Tank Exchange Business in the United States;

3. Enable Propane Tank Employees and Representatives of Blue Rhino Respondents to ask questions about, and report violations of, this Order and the Antitrust Laws confidentially and without fear of retaliation of any kind;
4. Discipline Propane Tank Employees and Representatives of Blue Rhino Respondents for failure to comply with this Order and the Antitrust Laws; and
5. Maintain records showing that Blue Rhino Respondents have complied with and are complying with the provisions of the antitrust compliance program, including but not limited to, records showing that Propane Tank Employees and Representatives have received all trainings required under this Order during the during the preceding two (2) years.

IV.

IT IS FURTHER ORDERED that

- A. Blue Rhino Respondents shall submit to the Commission a verified written report:
1. within thirty (30) days after the ~~date~~ this Order is issued; and
 2. one (1) year after the date this Order is issued, and annually for four (4) years thereafter

which report shall set forth in detail the manner and form in which they are complying, and have complied with this Order, and shall, in addition, identify the antitrust compliance officer and describe the antitrust compliance program required by Paragraph III of this Order, and, to the extent not included in a prior report, provide the following information regarding each agreement or circumstance pursuant to which a Blue Rhino Respondent communicated Competitively Sensitive Non-Public Information with or among Competitors: i) the nature of such agreement or circumstance; ii) the Competitor or Competitors with whom Competitively Sensitive Non-Public Information was Communicated; and iii) the Propane Tank Employees and Representatives of Blue Rhino Respondents or categories of Propane Tank Employees and Representatives of Blue Rhino Respondents involved in Communicating such Competitively Sensitive Non-Public Information.

- B. For purposes of determining or securing compliance with this Order, and subject to any legally recognized privilege, and upon written request and upon five (5) days' notice to any Blue Rhino Respondent made to its principal United States offices, registered office of its United States subsidiary, or its headquarters address, that Respondent shall, without restraint or interference, permit any duly authorized representative of the Commission:
1. access, during business hours of that Respondent and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda and all other records and documents in the possession or under the control of that Respondent related to compliance with this Order, which copying services shall be provided by that Respondent at the request of the authorized representative(s) of the Commission and at the expense of the that Respondent; and
 2. to interview officers, directors, or employees of that Respondent, who may have counsel present, regarding such matters.

V.

IT IS FURTHER ORDERED that Blue Rhino Respondents shall notify the Commission at least thirty (30) days prior to:

- A. any proposed dissolution of a Blue Rhino Respondent; or
- B. any proposed acquisition, merger or consolidation of a Blue Rhino Respondent; or
- C. any other change in a Blue Rhino Respondent, including without limitation, assignment and the creation, sale or dissolution of subsidiaries, if such change may affect compliance obligations arising out of this Order.

VI.

IT IS FURTHER ORDERED that this Order shall terminate on January 7, 2035.

By the Commission, Commissioner Ohlhausen dissenting and Commissioner McSweeney not participating.

Donald S. Clark
Secretary

SEAL:
ISSUED: January 7, 2015