



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

May 31, 2012

Dionne C. Lomax
Vinson & Elkins LLP
2200 Pennsylvania Avenue NW
Suite 500 West
Washington, DC 20037-1701

Re: *AmeriGas Partners, L.P./Energy Transfer Partners L.P., Docket No. C-4346*

Dear Ms. Lomax:

This is in reference to the Petition of Energy Transfer Partners, L.P. and Energy Transfer Partners, GP, L.P. for Approval of the Proposed Divestiture of Heritage Propane Express to JP Energy Partners, LP ("the Petition"). Pursuant to the Decision and Order in Docket No. C-4346, Energy Transfer Partners requests prior Commission approval of its proposal to sell its Heritage Propane Express business and related assets to JP Energy Partners.

After consideration of Energy Transfer Partner's Petition and other available information, the Commission has determined to approve the proposed sale as set forth in the Petition. In according its approval, the Commission has relied upon the information submitted and the representations made by Energy Transfer Partners and JP Energy Partners in connection with Energy Transfer Partner's Application and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Ohlhausen not participating.

Donald S. Clark
Secretary

cc: Amanda P. Reeves
Latham & Watkins LLP
555 Eleventh Street NW Suite 1000
Washington, DC 20004-1304