

BLUE RHINO CORP  
Form SC 13G/A  
December 11, 2003

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

**Blue Rhino Corporation**

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(Name of Issuer)

Common Stock, par value \$.001 per share

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(Title of Class of Securities)

095811105

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(CUSIP Number)

December 9, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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CUSIP No. 095811105

13G

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1. NAME OF REPORTING PERSONS  
**Allied Capital Corporation**  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
**52-1081052**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Maryland**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	-0-
	6.	SHARED VOTING POWER	-0-
	7.	SOLE DISPOSITIVE POWER	-0-
	8.	SHARED DISPOSITIVE POWER	-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 -0-

12.

TYPE OF REPORTING PERSON\*

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**Item 1(a). Name of Issuer:**

Blue Rhino Corporation

**Item 1(b). Address of Issuer:**

104 Cambridge Plaza Drive  
Winston-Salem, North Carolina 27104

**Item 2(b). Name of Person Filing:**

Allied Capital Corporation

**Item 2(b). Address of Principal Business Office:**

1919 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-3434

**Item 2(c). Citizenship:**

Maryland

**Item 2(d). Title of Class of Securities**

Common Stock, par value \$.001 per share

**Item 2(e). CUSIP No.:**

095811105

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**Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

With respect to the beneficial ownership of shares of common stock of Blue Rhino Corporation by Allied Capital Corporation, see Items 5 through 8 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [x].

**Item 6. Ownership of More Than 5 Percent on Behalf of Another Person**

Not applicable.

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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: December 11, 2003

ALLIED CAPITAL CORPORATION

By: /s/ Penni F. Roll

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Penni F. Roll  
Chief Financial Officer