

FERRELLGAS CODE OF BUSINESS CONDUCT AND ETHICS

I. Purpose

The Ferrellgas Code of Business Conduct and Ethics (the “Code”) is for the directors, officers and employees of Ferrellgas, Inc. (collectively, the “Employees”), whether they provide services to Ferrellgas, Inc. in its capacity as the general partner of Ferrellgas Partners, L.P. and Ferrellgas, L.P. or to the extent they serve as directors or officers of subsidiaries of Ferrellgas, Inc., Ferrellgas Partners, L.P. and Ferrellgas, L.P. All of those entities are collectively referred to as “Ferrellgas” in this Code.

All Employees must become familiar and fully comply with this Code. Only through Employee accountability for this Code can the Code work for the benefit of all Employees and Ferrellgas. Because this Code cannot and does not cover every applicable law or provide answers to all questions that might arise, all persons are expected to use common sense about what is right and wrong, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

Ethical Code

Ferrellgas’ success depends on the fair and honest way Employees conduct themselves when dealing with other Employees, customers, and suppliers. Employees must all share the goal of maintaining high standards of ethical and professional behavior and dedicate themselves to excellence and integrity in conducting business relationships. This Code covers conflicts of interest, confidential information, use of Ferrellgas assets, business dealings, and other similar topics. Employees are expected to obey all laws in conducting Ferrellgas business and always act with honesty, integrity, loyalty, trustworthiness, fairness, and responsibility.

Think before Acting

Employees should be alert to situations in which these important values could be compromised. Always seek advice from a superior before taking any action that may or may be perceived to violate or compromise this Code.

II. Ferrellgas Culture

As a member of the Ferrellgas team, Employees are expected to maintain the highest standards of professional conduct and personal integrity consistent with Ferrellgas’ values. Employees are expected to treat others with dignity and to respect all other Employees and all people with whom Ferrellgas does business. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Ferrellgas Values

We are proud owners.

We own our business with a focus on achievement and accountability. Through individual and collective actions, we define our ownership. We take pride in our efforts and share in the rewards of ownership. We step up to every opportunity to serve our customers and grow our business. We care enough to make a difference and operate our business with excellence that surpasses the competition. When challenged, we defend our business. Constant improvement, with continuous dedication to finding and fixing problems describes our owner pride.

We treat each other with trust and respect.

We trust each other to make the right decisions. We coach and develop each other for success, setting clear expectations, providing timely feedback, and giving appropriate rewards while maintaining uncompromising integrity. We communicate openly, candidly, and frankly with one another, balancing courage with consideration. We seek first to understand, then to be understood. We keep our promises.

We earn customer loyalty.

We care about our customers and always strive to build strong, long-lasting relationships with them. We offer customers solutions by demonstrating extra effort and maintaining a healthy attitude toward meeting their needs. We realize customers have a choice in suppliers and we make every effort to keep them.

We make safety a part of everything we do.

We hold each other accountable to provide a safe work environment and exemplify safe practices for our customers. We aim to set and maintain industry standards. We expect, promote, measure, and reward safe practices. We continuously focus on safety.

We encourage finding a better way.

We realize success requires change. Through creativity, innovation, and intelligent risk-taking, we seize opportunities. When solving problems, we seek to determine root causes and then work proactively with the right people to knock down barriers. We encourage initiative. In success we celebrate, in failure we learn. Despite encountering difficulties, we expect challenge to the status quo.

We build enduring value.

We are committed to growing our business, balancing short- and long-term needs. We make decisions based upon long-term prosperity and sustainability of this organization. Through the development of people, strategic acquisitions, and a continuous focus on sales, we grow our business. We do what's right for the business.

We demonstrate personal leadership.

We lead by example while focusing on meeting the legitimate needs of those around us. We strive daily to model the organization's values. We demonstrate self-control, give necessary attention, show appreciation, and hold ourselves and others accountable. We believe all Employees are entitled to outstanding leadership. We lead from a position of trust by consistently demonstrating patience, kindness, humility, respect, selflessness, forgiveness, honesty, and commitment. We take personal responsibility.

We enjoy our work and have fun along the way.

We encourage and celebrate both individual and team accomplishments. We generate enthusiasm and believe fun is a necessary ingredient in a productive workplace. We go out of our way to recognize each other.

We exercise self-renewal.

We strive to balance our work, family, and community commitments. We seek to develop ourselves through reflection and continuous learning. We understand that, to be effective, we must attend to our unique selves.

Our word is our promise; We hold ourselves and each other accountable to these principles.

III. Notification/Non-Retaliation

Employee Help Line

If Employees know of or suspect (i) dishonest or fraudulent acts by another Employee, (ii) actions by an Employee that violates this Code, (iii) actions of an Employee that violates any applicable law, rules or regulation, or (iv) any other unethical behavior of an Employee, Employees should first discuss their concerns with their Manager or second-level Manager. If Employees are not comfortable doing that, they can call the toll-free Employee Help Line at 888-792-1112 or FN6882. Employees may also e-mail the Employee Help Line at emprrelations@ferrellgas.com.

The Employee Help Line is designed to allow Employees another avenue to report policy or procedural violations in a confidential or anonymous manner. Employees will be able to speak directly to a member of the Safety, Internal Audit, or Employee Relations departments depending on the nature of their concern. The Employee Help Line is available 24 hours a day. During business hours, each call will be answered promptly by a staff representative. If a person cannot answer, the call rolls into a confidential voice mail that an Employee can leave a message. After business hours and on weekends, Employees are encouraged to leave a confidential voice-mail message. Each call will be investigated based on the information provided. All calls will be returned promptly if requested and confidentiality will be maintained to the greatest extent possible.

What to do if asked to act dishonestly

If an Employee is asked by their Manager to participate in a dishonest or fraudulent activity, that Employee is to refuse to do so and immediately report the request to their second-level Manager or call the Employee Help Line. Failure to report known or suspected dishonest or fraudulent activity by a Manager or another Employee could result in disciplinary action up to and including termination.

Retaliation is not permitted

Ferrellgas prohibits any form of retaliation against any Employee for filing a complaint under this Code or for assisting in a complaint investigation. However, if, after investigating any complaint, Ferrellgas determines that any Employee has provided false information regarding the complaint, disciplinary action may be taken against the individual who gave the false information, up to and including termination.

IV. Non-disclosure of Confidential, Proprietary, and Trade Secret Information

An important part of every Employee's job is to protect Ferrellgas' assets. Ferrellgas is successful because of its unique way of doing business. The loss of this information would have detrimental effect on Ferrellgas' financial health. This knowledge and customer information represents Ferrellgas' secrets and must not be disclosed to anyone outside the Ferrellgas family.

Keep it confidential

It is essential that the operations, activities, and business affairs and confidential, proprietary, and trade secret information of Ferrellgas, the Employees, customers, vendors and suppliers are kept confidential. As Employees perform their job duties, they will acquire confidential and proprietary information about Ferrellgas, the Employees, customers, vendors and suppliers. Such information must be handled in strict confidence and not be discussed with outsiders or other Employees who are not authorized to have the information.

Employees are prohibited from using or revealing confidential, proprietary or trade secret information to anyone other than for or on behalf of Ferrellgas both during and after that Ferrellgas Employee's employment. Employees are required to return to Ferrellgas all confidential or proprietary trade secret information immediately upon termination of employment for any reason.

Ferrellgas policy also strictly prohibits Employees from directly or indirectly using or revealing information designated as the confidential, proprietary or trade secret information of a prior employer, the prior employer of any other Employee, or from directly or indirectly using such information provided from any other source (such as a current employee of another company) unless that company has authorized the information to be provided to Ferrellgas, it has been developed independently, obtained from a legitimate public source or third party with a right to disclose such information.

V. Record Retention

Ferrellgas has detailed document retention policies to systematically establish retention periods for records created or received in the normal course of business. A record is information, regardless of physical format, which has been created or received in the transaction of Ferrellgas' business. Physical format of a record includes hard copy, electronic, magnetic tape, disk, audio, video, optical image, etc. Each department and Field office is responsible for the maintenance, retrieval, transfer, and destruction of its records in accordance with the established filing procedures, records retention schedules and procedures.

The alteration, destruction or falsification of corporate documents or records may constitute a criminal act. Destruction or alteration of documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in large fines and a prison sentence. Document destruction or falsification in other contexts can result in a violation of the federal securities laws or the obstruction of justice laws.

Before any destruction of any documents or records, an Employee must consult with their Manager and Ferrellgas' policies. Employees are required to review, follow and abide by the terms of these Ferrellgas policies and related procedures. If the policy or procedure is not clear, questions arise, or there is a pending or anticipated official proceeding, then the applicable Manager must approve any document destruction.

VI. Filing Of Government Reports

Any reports or information provided, on our behalf, to federal, state, local or foreign governments should be true, complete and accurate. Any omission, misstatement or lack of attention to detail could result in a violation of the reporting laws, rules and regulations.

VII. Conflicts of Interest

Any transaction that raises questions of possible ethical or legal conflict between the interest of Ferrellgas and an Employee's personal interest should be avoided. Examples of such conflicts include, but are not limited to:

- Owning a financial interest in a business along with a competitor, a current or prospective supplier, a customer or a contractor.

- Providing services, that can otherwise be obtained from Ferrellgas, to a competitor, a current or prospective supplier, a customer or a contractor.
- Directly or indirectly engaging or participating in any business dealing that may profit the Employee or the Employee's spouse, friend or relative to the detriment of Ferrellgas.
- Asking for or accepting gifts or favors with a total value of more than \$100 in any year from any individual or firm doing business or seeking to do business with Ferrellgas.
- Giving or offering gifts or favors with a total value greater than \$100 in any year to any individual or firm doing business or seeking to do business with Ferrellgas.

VIII. Responsible Use of Ferrellgas Assets

This Code communicates guidelines for the use of all Ferrellgas-owned assets, including computer, e-mail and telephone systems, software, and personal computers by Employees. Ferrellgas' assets are to be used for Ferrellgas business and benefit only.

Ferrellgas has a large variety of assets, including extremely valuable proprietary information and physical assets. Proprietary information includes Ferrellgas' intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, engineering ideas, designs, databases, computer programs, records, salary information, and unpublished financial information and reports, and also the confidential data entrusted to employees in connection with their jobs. All Employees should protect Ferrellgas' assets and ensure their efficient use. Theft or misappropriation of Ferrellgas assets will not be tolerated. Carelessness or waste with respect to Ferrellgas assets has a direct impact on Ferrellgas' profitability.

Employees who learn of any misuse of Ferrellgas assets should notify their Manager.

Abuse of privileges

Ferrellgas' assets, including hardware, software, telephones, voice mail, and e-mail are the property of Ferrellgas and to be used only for Ferrellgas' benefit, and are subject to monitor or review. They may not be used to harass, disparage, take legal action or violate Ferrellgas policy. No privacy right exists for system use. System information is Ferrellgas property and cannot be used outside Ferrellgas without written consent. Using the telephone, e-mail, electronic systems and related equipment to violate any Ferrellgas policies, either specifically stated here or in any other Ferrellgas statement or publication, is prohibited and may lead to disciplinary action, up to and including termination. If user activity is prohibited by criminal law, Ferrellgas will notify the proper authorities and prosecution may result.

No right of privacy

Employees should be aware that there is no right of privacy that attaches to Ferrellgas' electronic systems. The electronic systems should be used cautiously and with the knowledge that computer and phone messages, like other computer documents, may be saved and read by third parties, may be retrieved even after "deletion" and may, under some circumstances, be deemed to constitute official, authorized communications of Ferrellgas.

IX. Insider Trading Policy

Ferrellgas has adopted the Policy Against Insider Trading of Ferrellgas, Inc. A copy of this policy is attached as Exhibit "A."

X. Antitrust Laws

Ferrellgas' intention is to conduct operations in strict compliance with all applicable federal, state and foreign antitrust laws. The antitrust laws are designed to ensure a fair and competitive market system and protect consumers from unfair business arrangements and practices. These laws generally prohibit business activities that constitute unreasonable restraints of trade. Among other things, they also prohibit certain conduct between competitors, such as price fixing agreements. Severe criminal and civil penalties, both corporate and individual, exist for violations of the antitrust laws.

XI. Bribery

Employees are strictly forbidden from offering, promising, or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary (either inside or outside the United States) which is prohibited by law. Those paying a bribe may subject Ferrellgas and themselves to civil and criminal penalties. If an Employee receives any offer of money or gifts that is intended to influence a business decision, then it should be reported to their Manager or the Employee Help Line immediately. Ferrellgas prohibits improper payments in all of its activities, whether these activities are with governments or in the private sector.

XII. Disclosure Policies And Controls

The continuing excellence of Ferrellgas' reputation is dependent upon full and complete disclosure of important information about Ferrellgas that is used in the securities marketplace. Ferrellgas' financial and non-financial disclosures and filings with the SEC must be transparent, accurate and timely. Proper reporting of reliable, truthful and accurate information is a complex process involving cooperation between many departments and disciplines. Employees must all work together to insure that reliable, truthful and accurate information is disclosed to the public.

Ferrellgas shall disclose to the SEC, current security holders and the investing public information that is required, and any additional information that may be necessary to ensure the required disclosures are not misleading or inaccurate. Ferrellgas requires Employees to participate in the disclosure process, which is overseen by the Materiality and Disclosure Committee, the Chief Executive Officer and the Chief Financial Officer. The disclosure process is designed to record, process, summarize and report material information as required by all applicable laws, rules and regulations. Participation in the disclosure process is a requirement of a public company, and full cooperation and participation by members of the Materiality and Disclosure Committee, the Chief Executive Officer, the Chief Financial Officer and, upon request, other Employees in the disclosure process is a requirement of this Code.

XIII. Employee Handbook

Ferrellgas maintains an Employee Handbook that is every Employee's responsibility to understand. The handbook includes a discussion of employee benefits, employment practices, pay practices and employee conduct, which includes applicable health, safety and environment issues. It is

Ferrellgas' intention to comply fully with applicable health, safety and environmental laws and regulations.

XIV. Disclosure of this Code

This Code shall be disclosed to the public by posting the text of this Code on the Ferrellgas Partners, L.P. Internet website and disclosing, in its most recent annual report on Form 10-K, its Internet address and the fact that it has posted this Code on its Internet website. In addition, a copy of this Code shall be provided at no charge to any Ferrellgas security holder or Employee who may request a copy.

XV. Waivers

Any waiver of this Code, including an implicit waiver, granted to any Ferrellgas officer or director may be made only by the Board of Directors of Ferrellgas, Inc. (the "Board") or a committee of the Board to which such responsibility has been delegated, and must be disclosed by Ferrellgas in the manner prescribed by law and as set forth above in Section 14 (Disclosure of this Code).

XVI. Amendments

This Code may be amended by the affirmative vote of a majority of the Board, including a majority of the independent members thereof. Any amendment of this Code must be disclosed by Ferrellgas in the manner prescribed by law and as set forth above in Section 14 (Disclosure of this Code), unless such amendment is deemed to be technical, administrative, or otherwise non-substantive.

XVII. Confidentiality

All reports and records prepared or maintained pursuant to this Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law or this Code, such matters shall not be disclosed to anyone other than the Board, applicable committees of the Board, applicable Employees as specified in Section 3 (Notification/Non-Retaliation), Ferrellgas legal counsel and such other persons as a majority of the Board, including a majority of the independent members thereof, shall determine to be appropriate.