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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended January 31, 1996

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-11331

FERRELLGAS PARTNERS, L.P.

(Exact name of registrants as specified in their charters)

Delaware

43-1698480

-----  
(States or other jurisdictions of  
incorporation or organization)

-----  
(I.R.S. Employer Identification Nos.)

One Liberty Plaza, Liberty, Missouri 64068

(Address of principal executive offices) (Zip Code)

Registrants' telephone number, including area code: (816) 792-1600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

At February 15, 1996, the registrant had units outstanding as follows:

|                             |            |                    |
|-----------------------------|------------|--------------------|
| Ferrellgas Partners, L.P. - | 14,540,810 | Common Units       |
|                             | 16,593,721 | Subordinated Units |

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FERRELLGAS PARTNERS, L.P.  
FERRELLGAS, L.P.  
FERRELLGAS FINANCE CORP.

Table of Contents

|  | Page |
|--|------|
| PART I - FINANCIAL INFORMATION   |      |
| ITEM 1. FINANCIAL STATEMENTS   |      |
| FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY   |      |
| Consolidated Balance Sheets - January 31, 1996 and July 31, 1995                                     | 1    |
| Consolidated Statements of Earnings -<br>Three months and six months ended January 31, 1996 and 1995 | 2    |
| Consolidated Statements of Partners' Capital -<br>Six months ended January 31, 1996                  | 3    |
| Consolidated Statements of Cash Flows -<br>Six months ended January 31, 1996 and 1995                | 4    |
| Notes to Consolidated Financial Statements   | 5    |
| FERRELLGAS, L.P. AND SUBSIDIARIES  |      |
| Consolidated Balance Sheets - January 31, 1996 and July 31, 1995                                     | 7    |
| Consolidated Statements of Earnings -<br>Three months and six months ended January 31, 1996 and 1995 | 8    |
| Consolidated Statements of Partners' Capital -<br>Six months ended January 31, 1996                  | 9    |
| Consolidated Statements of Cash Flows -<br>Six months ended January 31, 1996 and 1995                | 10   |
| Notes to Consolidated Financial Statements   | 11   |
| FERRELLGAS FINANCE CORP.   |      |
| Balance Sheets - January 31, 1996 and July 31, 1995  | 12   |
| Statements of Earnings -<br>Three months and six months ended January 31, 1996 and 1995              | 12   |
| Statements of Stockholder's Equity - Six months ended<br>January 31, 1996                            | 13   |
| Statements of Cash Flows - Six months ended January 31, 1996<br>and 1995                             | 13   |
| Note to Financial Statements   | 13   |
| ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL<br>CONDITION AND RESULTS OF OPERATIONS     | 14   |
| PART II - OTHER INFORMATION  |      |
| ITEM 1. LEGAL PROCEEDINGS  | 17   |
| ITEM 2. CHANGES IN SECURITIES  | 17   |
| ITEM 3. DEFAULTS UPON SENIOR SECURITIES  | 17   |
| ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS  | 17   |
| ITEM 5. OTHER INFORMATION  | 17   |
| ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K   | 17   |
| SIGNATURES   | 18   |

## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS  
(in thousands, except unit data)

| ASSETS   | January 31,<br>1996 | July 31,<br>1995 |
|--|---------------------|------------------|
|  | (unaudited)         |                  |
| Current Assets:  |                     |                  |
| Cash and cash equivalents  | \$ 22,253           | \$ 29,877        |
| Accounts and notes receivable  | 135,462             | 58,239           |
| Inventories  | 37,587              | 44,090           |
| Prepaid expenses and other current assets  | 6,593               | 5,884            |
| Total Current Assets   | 201,895             | 138,090          |
| Property, plant and equipment, net   | 339,217             | 345,642          |
| Intangible assets, net   | 86,817              | 86,886           |
| Other assets, net  | 7,731               | 7,978            |
| Total Assets   | \$635,660           | \$578,596        |
| LIABILITIES AND PARTNERS' CAPITAL  |                     |                  |
| Current Liabilities:   |                     |                  |
| Accounts payable   | \$ 93,991           | \$ 57,729        |
| Other current liabilities  | 37,107              | 31,433           |
| Short-term borrowings  | 19,000              | 20,000           |
| Total Current Liabilities  | 150,098             | 109,162          |
| Long-term debt   | 347,186             | 338,188          |
| Other liabilities  | 12,438              | 11,398           |
| Minority interest  | 1,274               | 1,211            |
| Partners' Capital:   |                     |                  |
| Common unitholders, (14,540,810 and 14,398,942<br>units outstanding in January 1996 and July 1995, respectively) | 89,032              | 84,489           |
| Subordinated unitholders (16,593,721 units outstanding<br>in both January 1996 and July 1995)                    | 93,248              | 91,824           |
| General partner  | (57,616)            | (57,676)         |
| Total Partners' Capital  | 124,664             | 118,637          |
| Total Liabilities and Partners' Capital  | \$635,660           | \$578,596        |

See notes to consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF EARNINGS  
(in thousands, except per unit data)  
(unaudited)

|  | Three months ended  |                     | Six months ended    |                     |
|--|---------------------|---------------------|---------------------|---------------------|
|  | January 31,<br>1996 | January 31,<br>1995 | January 31,<br>1996 | January 31,<br>1995 |
| Revenues:  |                     |                     |                     |                     |
| Gas liquids and related product sales                                    | \$226,676           | \$208,685           | \$341,205           | \$320,469           |
| Other  | 11,705              | 9,976               | 21,764              | 17,605              |
| Total revenues   | 238,381             | 218,661             | 362,969             | 338,074             |
| Cost of product sold (exclusive of depreciation, shown separately below) | 126,472             | 122,889             | 195,581             | 190,300             |
| Gross profit   | 111,909             | 95,772              | 167,388             | 147,774             |
| Operating expense  | 47,750              | 44,646              | 88,620              | 79,697              |
| Depreciation and amortization expense                                    | 8,810               | 8,265               | 17,136              | 15,412              |
| General and administrative expense                                       | 3,119               | 2,934               | 6,554               | 5,248               |
| Vehicle lease expense  | 1,117               | 1,107               | 2,203               | 2,147               |
| Operating income   | 51,113              | 38,820              | 52,875              | 45,270              |
| Interest expense   | (9,196)             | (8,217)             | (18,208)            | (15,315)            |
| Interest income  | 369                 | 345                 | 625                 | 514                 |
| Loss on disposal of assets   | (386)               | (109)               | (770)               | (303)               |
| Earnings before minority interest  | 41,900              | 30,839              | 34,522              | 30,166              |
| Minority interest  | 424                 | 312                 | 349                 | 305                 |
| Net earnings   | 41,476              | 30,527              | 34,173              | 29,861              |
| General partner's interest in net earnings                               | 415                 | 305                 | 342                 | 299                 |
| Limited partners' interest in net earnings                               | \$ 41,061           | \$ 30,222           | \$ 33,831           | \$ 29,562           |
| Net earnings per limited partner unit                                    | \$ 1.32             | \$ 0.98             | \$ 1.09             | \$ 0.96             |
| Weighted average number of units outstanding                             | 31,135              | 30,956              | 31,085              | 30,824              |

See notes to consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL  
(in thousands)  
(unaudited)

|   | Number of units |               | Common   | Sub-ordinated | General partner | Total partners' capital |
|---|-----------------|---------------|----------|---------------|-----------------|-------------------------|
|   | Common          | Sub-ordinated |          |               |                 |                         |
| July 31, 1995   | 14,398.9        | 16,593.7      | \$84,489 | \$91,824      | \$ (57,676)     | \$118,637               |
| Common units issued<br>in connection with<br>acquisitions | 141.9           |               | 3,200    |               | 32              | 3,232                   |
| Quarterly distributions                                   |                 |               | (14,470) | (16,594)      | (314)           | (31,378)                |
| Net earnings  |                 |               | 15,813   | 18,018        | 342             | 34,173                  |
| January 31, 1996  | 14,540.8        | 16,593.7      | \$89,032 | \$93,248      | \$(57,616)      | \$124,664               |

See notes to consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)  
(unaudited)

|  | Six months ended    |                     |
|--|---------------------|---------------------|
|  | January 31,<br>1996 | January 31,<br>1995 |
| Cash Flows From Operating Activities:  |                     |                     |
| Net earnings   | \$34,173            | \$29,861            |
| Reconciliation of net earnings to net cash from operating activities:                  |                     |                     |
| Depreciation and amortization  | 17,136              | 15,412              |
| Other  | 2,475               | 1,514               |
| Changes in operating assets and liabilities net of effects from business acquisitions: |                     |                     |
| Accounts and notes receivable  | (77,355)            | (43,304)            |
| Inventories  | 6,631               | 837                 |
| Prepaid expenses and other current assets  | (744)               | (1,492)             |
| Accounts payable   | 36,986              | 43,287              |
| Other current liabilities  | 5,082               | 4,281               |
| Other liabilities  | 1,041               | 71                  |
| Net cash provided by operating activities  | 25,425              | 50,467              |
| Cash Flows From Investing Activities:  |                     |                     |
| Business acquisitions  | (3,079)             | (15,693)            |
| Capital expenditures   | (7,218)             | (9,216)             |
| Other  | 1,288               | 49                  |
| Net cash used by investing activities  | (9,009)             | (24,860)            |
| Cash Flows From Financing Activities:  |                     |                     |
| Net reductions to short-term borrowings  | (1,000)             | (3,000)             |
| Additions to long-term debt  | 7,752               | 60,000              |
| Reductions of long-term debt   | (354)               | (45,784)            |
| Distributions  | (31,378)            | (20,348)            |
| Other  | 940                 | (193)               |
| Net cash used by financing activities  | (24,040)            | (9,325)             |
| (Decrease) Increase in cash and cash equivalents                                       | (7,624)             | 16,282              |
| Cash and cash equivalents - beginning of period  | 29,877              | 14,535              |
| Cash and cash equivalents - end of period  | \$22,253            | \$30,817            |
| Cash paid for interest   | \$16,996            | \$ 2,571            |

See notes to consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 JANUARY 31, 1996  
 Unaudited

- A. The unaudited consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the interim periods presented. All adjustments to the financial statements were of a normal recurring nature.
- B. The propane industry is seasonal in nature because propane is used primarily for heating in residential and commercial buildings. Therefore, the results of operations for the periods ended January 31, 1996 and January 31, 1995 are not necessarily indicative of the results to be expected for a full year.
- C. Supplemental balance sheet information (in thousands)

Inventories consist of:

|  | January 31,<br>1996 | July 31,<br>1995 |
|--|---------------------|------------------|
|  | -----               | -----            |
| Liquefied propane gas and related products | \$30,865            | \$37,550         |
| Appliances, parts and supplies             | 6,722               | 6,540            |
|  | -----               | -----            |
|  | \$37,587            | \$44,090         |
|  | =====               | =====            |

In addition to inventories on hand, the Partnership enters into contracts to buy product for supply purposes. All such contracts have terms of less than one year and call for payment based on market prices at date of delivery.

Property, plant and equipment, net consist of:

|                                | January 31,<br>1996 | July 31,<br>1995 |
|--------------------------------|---------------------|------------------|
|                                | -----               | -----            |
| Property, plant and equipment  | \$523,721           | \$521,110        |
| Less: accumulated depreciation | 184,504             | 175,468          |
|                                | -----               | -----            |
|                                | \$339,217           | \$345,642        |
|                                | =====               | =====            |

Intangibles, net consist of:

|                                | January 31,<br>1996 | July 31,<br>1995 |
|--------------------------------|---------------------|------------------|
|                                | -----               | -----            |
| Intangibles                    | \$173,565           | \$168,881        |
| Less: accumulated amortization | 86,748              | 81,995           |
|                                | -----               | -----            |
|                                | \$ 86,817           | \$ 86,886        |
|                                | =====               | =====            |

- D. The Partnership is threatened with or named as a defendant in various lawsuits which, among other items, claim damages for product liability. It is not possible to determine the ultimate disposition of these matters; however, management is of the opinion that there are no known claims or contingent claims that are likely to have a material adverse effect on the results of operations, financial condition or liquidity of the Partnership.

E. Summary of distributions to Unitholders

| Quarter Ending<br>----- | Declaration Date<br>----- | Record Date<br>----- | Paid Date<br>----- | Cash<br>Distribution<br>Per Unit<br>----- |     |
|-------------------------|---------------------------|----------------------|--------------------|---|-----|
| 10/31/94                | 11/18/94                  | 11/30/94             | 12/14/94           | \$0.65                                    | (a) |
| 01/31/95                | 02/17/95                  | 02/28/95             | 03/14/95           | \$0.50                                    |     |
| 04/30/95                | 05/19/95                  | 05/31/95             | 06/12/95           | \$0.50                                    |     |
| 07/31/95                | 08/16/95                  | 08/31/95             | 09/13/95           | \$0.50                                    |     |
| 10/31/95                | 11/17/95                  | 11/30/95             | 12/14/95           | \$0.50                                    |     |

(a) This initial cash distribution covered the period from July 5, 1994, when the Partnership began operations, to October 31, 1994, the end of the first full fiscal quarter. Accordingly, the distribution was prorated.



FERRELLGAS, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
(in thousands)

| ASSETS                                    | January 31,<br>1996 | July 31,<br>1995 |
|---|---------------------|------------------|
|   | (unaudited)         |                  |
| Current Assets:                           |                     |                  |
| Cash and cash equivalents                 | \$ 22,253           | \$ 29,877        |
| Accounts and notes receivable             | 135,462             | 58,239           |
| Inventories                               | 37,587              | 44,090           |
| Prepaid expenses and other current assets | 6,593               | 5,884            |
| Total Current Assets                      | 201,895             | 138,090          |
| Property, plant and equipment, net        | 339,217             | 345,642          |
| Intangible assets, net                    | 86,817              | 86,886           |
| Other assets, net                         | 7,731               | 7,978            |
| Total Assets                              | \$635,660           | \$578,596        |
|   | =====               | =====            |
|   |                     |                  |
| LIABILITIES AND PARTNERS' CAPITAL         |                     |                  |
| Current Liabilities:                      |                     |                  |
| Accounts payable                          | \$ 93,991           | \$ 57,729        |
| Other current liabilities                 | 37,106              | 31,432           |
| Short-term borrowings                     | 19,000              | 20,000           |
| Total Current Liabilities                 | 150,097             | 109,161          |
| Long-term debt                            | 347,186             | 338,188          |
| Other liabilities                         | 12,438              | 11,398           |
| Partners' Capital:                        |                     |                  |
| Limited partner                           | 124,665             | 118,638          |
| General partner                           | 1,274               | 1,211            |
| Total Partners' Capital                   | 125,939             | 119,849          |
| Total Liabilities and Partners' Capital   | \$635,660           | \$578,596        |
|   | =====               | =====            |

See notes to consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS  
(in thousands)  
(unaudited)

|   | Three months ended  |                     | Six months ended    |                     |
|---|---------------------|---------------------|---------------------|---------------------|
|   | January 31,<br>1996 | January 31,<br>1995 | January 31,<br>1996 | January 31,<br>1995 |
| Revenues:   |                     |                     |                     |                     |
| Gas liquids and related product sales                                       | \$226,676           | \$208,685           | \$341,205           | \$320,469           |
| Other   | 11,705              | 9,976               | 21,764              | 17,605              |
| Total revenues  | 238,381             | 218,661             | 362,969             | 338,074             |
| Cost of product sold (exclusive of<br>depreciation, shown separately below) | 126,472             | 122,889             | 195,581             | 190,300             |
| Gross profit  | 111,909             | 95,772              | 167,388             | 147,774             |
| Operating expense   | 47,750              | 44,645              | 88,620              | 79,696              |
| Depreciation and amortization expense                                       | 8,810               | 8,265               | 17,136              | 15,412              |
| General and administrative expense  | 3,119               | 2,934               | 6,554               | 5,248               |
| Vehicle lease expense   | 1,117               | 1,107               | 2,203               | 2,147               |
| Operating income  | 51,113              | 38,821              | 52,875              | 45,271              |
| Interest expense  | (9,196)             | (8,217)             | (18,208)            | (15,315)            |
| Interest income   | 369                 | 345                 | 625                 | 514                 |
| Loss on disposal of assets  | (386)               | (109)               | (770)               | (303)               |
| Net earnings  | \$ 41,900           | \$ 30,840           | \$ 34,522           | \$ 30,167           |

See notes to consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL  
 (in thousands)  
 (unaudited)

|   | Limited<br>partner | General<br>partner | Total partners'<br>capital |
|---|--------------------|--------------------|----------------------------|
|   | -----              | -----              | -----                      |
| July 31, 1995   | \$118,638          | \$1,211            | \$119,849                  |
| Additions to capital in connection<br>with acquisitions | 3,232              | 34                 | 3,266                      |
| Quarterly distributions                                 | (31,378)           | (320)              | (31,698)                   |
| Net earnings  | 34,173             | 349                | 34,522                     |
|   | -----              | -----              | -----                      |
| January 31, 1996  | \$124,665          | \$1,274            | \$125,939                  |
|   | =====              | =====              | =====                      |

See notes to consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands)  
(unaudited)

|  | Six months ended    |                     |
|--|---------------------|---------------------|
|  | January 31,<br>1996 | January 31,<br>1995 |
| Cash Flows From Operating Activities:  |                     |                     |
| Net earnings   | \$34,522            | \$30,167            |
| Reconciliation of net earnings to net cash from operating activities:                  |                     |                     |
| Depreciation and amortization  | 17,136              | 15,412              |
| Other  | 2,126               | 1,514               |
| Changes in operating assets and liabilities net of effects from business acquisitions: |                     |                     |
| Accounts and notes receivable  | (77,355)            | (43,304)            |
| Inventories  | 6,631               | 837                 |
| Prepaid expenses and other current assets  | (744)               | (1,492)             |
| Accounts payable   | 36,986              | 43,287              |
| Other current liabilities  | 5,082               | 4,280               |
| Other  | 1,041               | 71                  |
| Net cash provided by operating activities  | 25,425              | 50,772              |
| Cash Flows From Investing Activities:  |                     |                     |
| Business acquisitions  | (3,079)             | (15,693)            |
| Capital expenditures   | (7,218)             | (9,216)             |
| Other  | 1,288               | 49                  |
| Net cash used by investing activities  | (9,009)             | (24,860)            |
| Cash Flows From Financing Activities:  |                     |                     |
| Net reductions to short-term borrowings  | (1,000)             | (3,000)             |
| Additions to long-term debt  | 7,752               | 60,000              |
| Reductions of long-term debt   | (354)               | (45,784)            |
| Distributions  | (31,698)            | (20,556)            |
| Other  | 1,260               | (290)               |
| Net cash used by financing activities  | (24,040)            | (9,630)             |
| (Decrease) Increase in cash and cash equivalents                                       | (7,624)             | 16,282              |
| Cash and cash equivalents - beginning of period  | 29,877              | 14,535              |
| Cash and cash equivalents - end of period  | \$22,253            | \$30,817            |
| Cash paid for interest   | \$16,996            | \$ 2,571            |

See notes to consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 JANUARY 31, 1996  
 (unaudited)

- A. The unaudited consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the interim periods presented. All adjustments to the financial statements were of a normal recurring nature.
- B. The propane industry is seasonal in nature because propane is used primarily for heating in residential and commercial buildings. Therefore, the results of operations for the periods ended January 31, 1996 and January 31, 1995 are not necessarily indicative of the results to be expected for a full year.
- C. Supplementary balance sheet information (in thousands)

Inventories consist of:

|  | January 31,<br>1996 | July 31,<br>1995 |
|--|---------------------|------------------|
|  | -----               | -----            |
| Liquefied propane gas and related products | \$30,865            | \$37,550         |
| Appliances, parts and supplies             | 6,722               | 6,540            |
|  | -----               | -----            |
|  | \$37,587            | \$44,090         |
|  | =====               | =====            |

In addition to inventories on hand, the Partnership enters into contracts to buy product for supply purposes. All such contracts have terms of less than one year and call for payment based on market prices at date of delivery.

Property, plant and equipment, net consist of:

|                                | January 31,<br>1996 | July 31,<br>1995 |
|--------------------------------|---------------------|------------------|
|                                | -----               | -----            |
| Property, plant and equipment  | \$523,721           | \$521,110        |
| Less: accumulated depreciation | 184,504             | 175,468          |
|                                | -----               | -----            |
|                                | \$339,217           | \$345,642        |
|                                | =====               | =====            |

Intangibles, net consist of:

|                                | January 31,<br>1996 | July 31,<br>1995 |
|--------------------------------|---------------------|------------------|
|                                | -----               | -----            |
| Intangibles                    | \$173,565           | \$168,881        |
| Less: accumulated amortization | 86,748              | 81,995           |
|                                | -----               | -----            |
|                                | \$ 86,817           | \$ 86,886        |
|                                | =====               | =====            |

- D. The Partnership is threatened with or named as a defendant in various lawsuits which, among other items, claim damages for product liability. It is not possible to determine the ultimate disposition of these matters; however, management is of the opinion that there are no known claims or contingent claims that are likely to have a material adverse effect on the results of operations, financial condition or liquidity of the Partnership.

FERRELLGAS FINANCE CORP.  
(A wholly owned subsidiary of Ferrellgas, L.P.)

BALANCE SHEETS

| ASSETS   | January 31,<br>1996<br><br>(unaudited) | July 31,<br>1995 |
|--|--|------------------|
| Cash   | \$1,000                                | \$697            |
| Total Assets   | \$1,000                                | \$697            |
| <b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>  |  |                  |
| Payable to affiliate   | \$ -                                   | \$153            |
| Common stock, \$1.00 par value; 2,000 shares authorized; 1,000 shares issued and outstanding | 1,000                                  | 1,000            |
| Additional paid in capital   | 545                                    | -                |
| Accumulated deficit  | (545)                                  | (456)            |
| Total Stockholder's Equity   | 1,000                                  | 544              |
| Total Liabilities and Stockholder's Equity   | \$1,000                                | \$697            |

STATEMENTS OF EARNINGS  
(unaudited)

|                                    | Three Months Ended  |                     | Six Months Ended    |                     |
|------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                    | January 31,<br>1996 | January 31,<br>1995 | January 31,<br>1996 | January 31,<br>1995 |
| General and administrative expense | \$ -                | \$ -                | \$ 89               | \$ 40               |
| Net earnings (loss)                | \$ -                | \$ -                | \$(89)              | \$(40)              |

See note to financial statements.

FERRELLGAS FINANCE CORP.  
(a wholly owned subsidiary of Ferrellgas, L.P.)

STATEMENTS OF STOCKHOLDER'S EQUITY

|                      | Common Stock |         | Additional<br>paid in<br>capital | Accumulated<br>deficit | Total<br>stockholder's<br>equity |
|----------------------|--------------|---------|----------------------------------|------------------------|----------------------------------|
|                      | Shares       | Dollars |                                  |                        |                                  |
| July 31, 1995        | 1,000        | \$1,000 | \$ -                             | \$(456)                | \$ 544                           |
| Capital contribution |              |         | 545                              | -                      | 545                              |
| Net earnings (loss)  |              |         | -                                | (89)                   | (89)                             |
| January 31, 1996     | 1,000        | \$1,000 | \$545                            | \$(545)                | \$1,000                          |

STATEMENTS OF CASH FLOWS  
(unaudited)

|                                       | Six Months Ended    |                     |
|---------------------------------------|---------------------|---------------------|
|                                       | January 31,<br>1996 | January 31,<br>1995 |
| Cash Flows From Operating Activities: |                     |                     |
| Net earnings (loss)                   | \$ (89)             | \$ (40)             |
| Cash used by operating activities     | (89)                | (40)                |
| Cash Flows From Financing Activities: |                     |                     |
| Capital contribution                  | 545                 | -                   |
| Net payment to affiliate              | (153)               | -                   |
| Cash provided by financing activities | 392                 | -                   |
| Increase (decrease) in cash           | 303                 | (40)                |
| Cash - beginning of period            | 697                 | 1,000               |
| Cash - end of period                  | \$1,000             | \$960               |

See note to financial statements.

NOTE TO FINANCIAL STATEMENTS  
JANUARY 31, 1996  
(unaudited)

The unaudited financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the interim periods presented. All adjustments to the financial statements were of a normal recurring nature.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Unaudited)

The following is a discussion of the results of operations and liquidity and capital resources of the Ferrellgas, L.P. (the "Operating Partnership"). Because the Operating Partnership accounts for all of the consolidated assets, sales and earnings of the Ferrellgas Partners, L.P. (the "Partnership" or "MLP"), a separate discussion of the results of operations and liquidity and capital resources of the Partnership is not presented.

Ferrellgas Finance Corp. has nominal assets and does not conduct any operations. Accordingly, a discussion of the results of operations and liquidity and capital resources is not presented.

Results of Operations

The propane industry is seasonal in nature with peak activity during the winter months. Due to the seasonality of the business, results of operations for the three and six months ended January 31, 1996 and 1995, are not necessarily indicative of the results to be expected for a full year. Other factors affecting the results of operations include competitive conditions, demand for product, variations in weather and fluctuations in propane prices.

Three Months Ended January 31, 1996 vs. January 31, 1995

**Total Revenues.** Total revenues increased 9.0% to \$238,381,000 as compared to \$218,661,000 for the prior period. The increase is principally due to the impact of colder weather on retail propane operations partially offset by declines in chemical feedstocks activity. For the quarter ended January 31, 1996, winter temperatures, as reported by the American Gas Association, were 17.5% colder than the same period last year and 2.6% colder than normal. Weak petrochemical demand as compared to the prior period contributed to the \$19,229,000 decline in chemical feedstocks revenues.

**Gross Profit.** Gross profit increased 16.8% to \$111,909,000 as compared to \$95,772,000 for the prior period primarily due to favorable retail performance. Retail propane operations results improved due to a 16.7% increase in gallons sold to 243,070,000 gallons as compared to 208,361,000 for the prior period. These favorable results are attributable to the colder weather, partially offset by aggressive pricing strategies by competitors, higher cost of product and warm weather in the western third of the country.

**Operating Expenses.** Operating expenses increased 7.0% to \$47,750,000 as compared to \$44,645,000 for the prior period. The increase is attributable to principally incremental costs of acquisition and higher retail volumes.

**Depreciation and Amortization.** Depreciation and amortization expense increased 6.6% to \$8,810,000 as compared to \$8,265,000 for the prior period primarily due to acquisitions of propane businesses.

**Interest Expense.** Interest expense increased 11.9% to \$9,196,000 as compared to \$8,217,000 in the prior period. This increase is primarily the result of the increase in the net borrowings from the Partnership's revolving credit loans, partially offset by lower interest rates.



Six months ended January 31, 1996 vs. January 31, 1995

**Total Revenues.** Total revenues increased 7.4% to \$362,969,000 as compared to \$338,074,000 for the prior period. The increase is primarily attributable to the impact of colder weather on retail operations in the second quarter and acquisitions of propane businesses, partially offset by declines in chemical feedstocks activity and warmer weather in the first quarter. To date, fiscal 1996 winter temperatures, as reported by the American Gas Association, are 16.9% colder than the same period last year and 2.0% colder than normal. The \$26,552,000 decrease in chemical feedstocks marketing revenues is due to a decrease in sales volume and selling price. Both volume and price decreased as a result of decreased availability of product from refineries and decreased demand from petrochemical companies.

**Gross Profit.** Gross profit increased 13.3% to \$167,388,000 as compared with \$147,774,000 for the prior period. The increase is primarily attributable to an increase in retail operations gross profit partially offset by a decrease in trading gross profit. Retail operations results increased due to an increase in gallons sold to 374,439,000 gallons as compared to 330,670,000 for the prior period, partially offset by a decrease in retail margins. The increase in gallons is primarily attributable to favorable weather and acquisition related growth, while margins have been reduced by greater price competition by independent operators and some major marketers. Other operations gross profit decreased primarily due to relatively weaker margins.

**Operating Expenses.** Operating expenses increased 11.2% to \$88,620,000 as compared to \$79,696,000 for the prior period. The increase is primarily attributable to acquisitions of propane businesses as well as general increases in various components of operating expenses due to increased retail activity.

**Depreciation and Amortization.** Depreciation and amortization expense increased 11.2% to \$17,136,000 as compared to \$15,412,000 for the prior period due primarily to acquisitions of propane businesses.

**Interest Expense.** Interest expense increased 18.9% to \$18,208,000 as compared to \$15,315,000 in the prior period. This increase is primarily the result of the increase in the net borrowings from the Partnership's revolving credit loans, partially offset by decreasing interest rates.

#### Liquidity and Capital Resources

The ability of the Operating Partnership to satisfy its obligations is dependent upon future performance, which will be subject to prevailing economic, financial, business and weather conditions and other factors, many of which are beyond its control. For the fiscal year ending July 31, 1996, the General Partner believes that the Operating Partnership will generate sufficient Cash from Operations (as defined in the Partnership Agreement) to meet its obligations and enable it to distribute the Minimum Quarterly Distribution (\$0.50 per Unit) on all Common Units and Subordinated Units. Future maintenance and working capital needs of the Operating Partnership are expected to be provided by cash generated from future operations, existing cash balances and the working capital borrowing facility. In order to fund expansive capital projects and future acquisitions, the Operating Partnership may borrow on existing bank lines or the MLP may issue additional Common Units. Toward this purpose, the MLP maintains a shelf registration statement filed with the Securities and Exchange Commission registering 2,400,000 Common Units representing limited partner interests in the MLP. The Common Units may be issued from time to time by the MLP in connection with the Operating Partnership's acquisition of other businesses, properties or securities in business combination transactions.

The Partnership declared and paid its first quarter cash distribution of \$0.50 per unit on November 17, 1995 and December 14, 1995, respectively. On February 20, 1996, the Partnership declared its second quarter cash distribution of \$0.50 per unit, payable March 14, 1996.

**Cash Flows From Operating Activities.** Cash provided by operating activities was \$25,425,000 for the six months ended January 31, 1996. This decrease of \$25,347,000 as compared to the six months ended January 31, 1995 is primarily due to the increase in accounts receivable due to the timing of increased deliveries of product at the end of the second quarter and the increase in accounts receivable from trading activity.

**Cash Flows From Investing Activities.** During the six months ended January 31, 1996, the Operating Partnership made aggregate growth and maintenance capital expenditures of \$7,218,000 consisting primarily of the following: 1) additions to Partnership-owned customer tanks and cylinders, 2) vehicle lease buyouts, 3) relocating and upgrading district plant facilities, and 4) development and upgrading computer equipment and software. Capital requirements for repair and maintenance of property, plant and equipment are relatively low since technological change is limited and the useful lives of propane tanks and cylinders, the Operating Partnership's principal physical assets, are generally long. The Operating Partnership maintains its vehicle and transportation equipment fleet by leasing light- and medium-duty trucks and trailers. The General Partner believes vehicle leasing is a cost effective method for meeting the Partnership's transportation equipment needs. The Partnership does not have any material commitments of funds for capital expenditures other than to support the current level of operations.

During the six months ended January 31, 1996, the Operating Partnership made total acquisition capital expenditures of \$7,100,000 (including working capital acquired of \$494,000). This amount was funded by \$3,079,000 cash, \$3,200,000 issuance of MLP equity units, and \$821,000 other costs and consideration. The Partnership continues seeking to expand its operations through strategic acquisitions of smaller retail propane operations located throughout the United States. These acquisitions will be funded through internal cash flow, external borrowings or the issuance of additional Partnership interests.

**Cash Flows From Financing Activities.** During the six months ended January 31, 1996, the Operating Partnership borrowed \$6,752,000 from its Credit Facility to fund business acquisitions, capital expenditures and seasonal working capital needs.

**Effects of Inflation.** In the past the Partnership has generally been able to adjust its sales price of product in response to market demand, cost of product, competitive factors and other industry trends. Consequently, changing prices as a result of inflationary pressures has not had a material adverse effect on profitability although revenues may be affected. Inflation has not materially impacted the results of operations and management does not believe normal inflationary pressures will have a material adverse effect on the profitability of the Partnership in the future.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.  
None.

ITEM 2. CHANGES IN SECURITIES.  
None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.  
None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.  
None.

ITEM 5. OTHER INFORMATION.  
None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

27 Financial Data Schedule (filed in electronic format only)

(b) Reports on Form 8-K

There were no reports on Form 8-K filed for the three months ended January 31, 1996.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FERRELLGAS PARTNERS, L.P.

By Ferrellgas, Inc. (General Partner)

Date: March 12, 1996

By /s/ Danley K. Sheldon  
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Danley K. Sheldon  
Senior Vice President and  
Chief Financial Officer (Principal  
Financial and Accounting Officer

(THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FERRELLGAS PARTNERS, L.P. AND SUBSIDIARY BALANCE SHEET ON JANUARY 31, 1996 AND THE STATEMENT OF EARNINGS ENDING JANUARY 31, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS)

0000922358  
 Ferrellgas Partners, L.P.  
 1,000  
 U.S. Dollars

|         |             |          |
|---------|-------------|----------|
| 3-MOS   |             |          |
|         | JUL-31-1996 |          |
|         | NOV-01-1995 |          |
|         | JAN-31-1996 |          |
|         | 1           |          |
|         |             | 22,253   |
|         |             | 0        |
|         |             | 135,462  |
|         |             | 0        |
|         |             | 37,587   |
|         | 201,895     |          |
|         |             | 523,721  |
|         |             | 184,504  |
|         | 150,098     | 635,660  |
|         |             | 347,186  |
|         |             | 182,280  |
| 0       |             |          |
|         | 0           |          |
|         |             | (57,616) |
| 635,660 |             |          |
|         |             | 226,676  |
|         | 238,381     |          |
|         |             | 126,472  |
|         |             | 184,149  |
|         | 0           |          |
|         | 0           |          |
|         | 9,196       |          |
|         | 41,476      |          |
|         | 0           |          |
| 41,476  |             |          |
|         | 0           |          |
|         | 0           |          |
|         |             | 41,476   |
|         |             | 1.32     |
|         |             | 1.32     |

1. For the MLP, the Common and Subordinated are considered to possess the characteristics of Common Stock. Note that both are included in the determination of EPS providing support for such a classification.
2. For the OLP, ownership is maintained by the MLP and GP. Thus, there is no market and no relevant characteristics of either Common or Preferred Stock. Classification is reasonable.
3. Ferrell Finance has no income statement items other than totals as their only costs are G&A, and such costs are not required in the Financial Data Schedule.
4. A determination was made that Deprec. & Amort. and Vehicle leases are more appropriately reflected as costs and expenses related to sales and revenues. Therefore, there will be no amounts reported for item 5-03(b)3 "other costs/expenses".