

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, 2023

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 numbers: 001-11331, 000-50182, 333-06693-02 and 000-50183

Ferrellgas Partners, L.P.
Ferrellgas, L.P.
Ferrellgas Partners Finance Corp.
Ferrellgas Finance Corp.
(Exact name of registrants as specified in their charters)

Delaware Delaware Delaware Delaware	43-1698480 43-1698481 43-1742520 14-1866671
(States or other jurisdictions of incorporation or organization)	(I.R.S. Employer Identification Nos.)
One Liberty Plaza, Liberty, Missouri	64068
(Address of principal executive office)	(Zip Code)

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

Indicate by check mark whether the registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "Large Accelerated Filer," "Accelerated Filer," "Smaller Reporting Company," and "Emerging Growth Company" in Rule 12b-2 of the Exchange Act.

Ferrellgas Partners, L.P.:
Large Accelerated Filer ☐ Accelerated Filer ☐ Non-accelerated Filer ☒ Smaller Reporting Company ☒
Emerging Growth Company ☐

Ferrellgas, L.P., Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp.:
Large Accelerated Filer ☐ Accelerated Filer ☐ Non-accelerated Filer ☒ Smaller Reporting Company ☒
Emerging Growth Company ☐

If an Emerging Growth Company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

Ferrellgas Partners, L.P. and Ferrellgas, L.P. ☐

Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp. ☐

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act).

Ferrellgas Partners, L.P. and Ferrellgas, L.P. Yes ☐ No ☒

Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp. Yes ☒ No ☐

Indicate by check mark whether the registrants have filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. Yes ☒ No ☐

Ferrellgas, L.P. and Ferrellgas Finance Corp. N/A

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol	Name of each exchange on which registered:
N/A	N/A	N/A
At February 28, 2023, the registrants had Class A Units, Class B Units or shares of common stock outstanding as follows:		
Ferrellgas Partners, L.P.	4,857,605	Class A Units
	1,300,000	Class B Units
Ferrellgas, L.P.	n/a	n/a
Ferrellgas Partners Finance Corp.	1,000	Common Stock
Ferrellgas Finance Corp.	1,000	Common Stock

Documents Incorporated by Reference: None

EACH OF FERRELLGAS PARTNERS FINANCE CORP. AND FERRELLGAS FINANCE CORP. MEET THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION H(1)(A) AND (B) OF FORM 10-Q AND ARE THEREFORE, WITH RESPECT TO EACH SUCH REGISTRANT, FILING THIS FORM 10-Q WITH THE REDUCED DISCLOSURE FORMAT.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended January 31, 2023 of Ferrellgas Partners, L.P. together with its consolidated subsidiaries, including Ferrellgas, L.P., Ferrellgas Partners Finance Corp., and Ferrellgas Finance Corp. Unless stated otherwise or the context otherwise requires, references to “Ferrellgas Partners” refers to Ferrellgas Partners, L.P. itself, without its consolidated subsidiaries. References to the “operating partnership” mean Ferrellgas, L.P., together (except where the context indicates otherwise) with its consolidated subsidiaries, including Ferrellgas Finance Corp. The terms “us,” “we,” “our,” “ours,” “consolidated,” the “Company” or “Ferrellgas” refer to Ferrellgas Partners, L.P. together with its consolidated subsidiaries, including Ferrellgas, L.P., Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp., except when used in connection with “Class A Units” or “Class B Units,” in which case these terms refer to Ferrellgas Partners, L.P. without its consolidated subsidiaries.

Ferrellgas Partners is a publicly traded Delaware limited partnership formed in 1994 and is primarily engaged in the retail distribution of propane and related equipment sales. Our Class A Units are traded on the OTC Pink Market under the symbol “FGPR.” The operating partnership was formed on April 22, 1994, and accounts for substantially all of our consolidated assets, sales and operating earnings.

Ferrellgas Partners is a holding entity that conducts no operations and has two direct subsidiaries, the operating partnership and Ferrellgas Partners Finance Corp. Our activities are primarily conducted through the operating partnership. Ferrellgas Partners and the Preferred Unitholders are the only limited partners of the operating partnership. Ferrellgas, Inc. is the sole general partner of Ferrellgas Partners and the operating partnership and, excluding the economic interests attributable to the Class B Units and the Preferred Units, owns an approximate 1% general partner economic interest in each, and, therefore, an effective 2% general partner economic interest in the operating partnership. Excluding the economic interests attributable to the Preferred Units, Ferrellgas Partners owns an approximate 99% limited partner interest in the operating partnership.

Our general partner performs all management functions for us. The parent company of our general partner, Ferrell Companies, currently beneficially owns approximately 23.4% of our outstanding Class A Units. Ferrell Companies is owned 100% by an employee stock ownership trust.

We believe that combining the quarterly reports on Form 10-Q for these entities provides the following benefits:

- enhances investors’ understanding of Ferrellgas Partners and the operating partnership by enabling investors to view the business as a whole in the same manner that management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation, since a substantial portion of the disclosure applies to both Ferrellgas Partners and the operating partnership; and
- creates time and cost efficiencies through the preparation of a combined presentation.

To help investors understand the differences between Ferrellgas Partners and the operating partnership, this report provides separate condensed consolidated financial statements for Ferrellgas Partners and the operating partnership. Noncontrolling interests, Class A Units, Class B Units, shareholders' equity (deficit) and partners' capital (deficit) are the main areas of difference between the condensed consolidated financial statements of Ferrellgas Partners and those of the operating partnership. A single set of notes to condensed consolidated financial statements is presented that includes separate discussions for Ferrellgas Partners and the operating partnership, when applicable. A combined Management's Discussion and Analysis of Financial Condition and Results of Operations section is also included that presents combined information and discrete information related to each entity, as applicable.

In order to highlight the differences between Ferrellgas Partners and the operating partnership, this report includes the following sections that provide separate financial information for Ferrellgas Partners and the operating partnership:

- condensed consolidated financial statements; and
- certain accompanying notes to condensed consolidated financial statements, which denote “Ferrellgas Partners” and “The operating partnership” in sections where applicable.

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

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I - FINANCIAL INFORMATION</u>	
<u>ITEM 1. FINANCIAL STATEMENTS (unaudited)</u>	
<u>Ferrellgas Partners, L.P. and Subsidiaries</u>	
<u>Condensed Consolidated Balance Sheets – January 31, 2023 and July 31, 2022</u>	4
<u>Condensed Consolidated Statements of Operations – Three and six months ended January 31, 2023 and 2022</u>	5
<u>Condensed Consolidated Statements of Comprehensive Income – Three and six months ended January 31, 2023 and 2022</u>	6
<u>Condensed Consolidated Statement of Equity (Deficit) – Three and six months ended January 31, 2023 and 2022</u>	7
<u>Condensed Consolidated Statements of Cash Flows – Six months ended January 31, 2023 and 2022</u>	8
<u>Ferrellgas, L.P. and Subsidiaries</u>	
<u>Condensed Consolidated Balance Sheets – January 31, 2023 and July 31, 2022</u>	9
<u>Condensed Consolidated Statements of Operations – Three and six months ended January 31, 2023 and 2022</u>	10
<u>Condensed Consolidated Statements of Comprehensive Income – Three and six months ended January 31, 2023 and 2022</u>	11
<u>Condensed Consolidated Statement of Partners' Deficit – Three and six months ended January 31, 2023 and 2022</u>	12
<u>Condensed Consolidated Statements of Cash Flows – Six months ended January 31, 2023 and 2022</u>	13
<u>Ferrellgas Partners, L.P. and Subsidiaries and Ferrellgas, L.P. and Subsidiaries</u>	
<u>Notes to Condensed Consolidated Financial Statements</u>	14
<u>Ferrellgas Partners Finance Corp.</u>	
<u>Condensed Balance Sheets – January 31, 2023 and July 31, 2022</u>	33
<u>Condensed Statements of Operations – Three and six months ended January 31, 2023 and 2022</u>	34
<u>Condensed Statements of Cash Flows – Six months ended January 31, 2023 and 2022</u>	35
<u>Notes to Condensed Financial Statements</u>	36
<u>Ferrellgas Finance Corp.</u>	
<u>Condensed Balance Sheets – January 31, 2023 and July 31, 2022</u>	37
<u>Condensed Statements of Operations – Three and six months ended January 31, 2023 and 2022</u>	38
<u>Condensed Statements of Cash Flows – Six months ended January 31, 2023 and 2022</u>	39
<u>Notes to Condensed Financial Statements</u>	40
<u>ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	41
<u>ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	58
<u>ITEM 4. CONTROLS AND PROCEDURES</u>	59
<u>PART II - OTHER INFORMATION</u>	
<u>ITEM 1. LEGAL PROCEEDINGS</u>	60
<u>ITEM 1A. RISK FACTORS</u>	60
<u>ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	60
<u>ITEM 3. DEFAULTS UPON SENIOR SECURITIES</u>	60
<u>ITEM 4. MINE SAFETY DISCLOSURES</u>	60
<u>ITEM 5. OTHER INFORMATION</u>	60
<u>ITEM 6. EXHIBITS</u>	61

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (unaudited)

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except unit data) (unaudited)

	January 31, 2023	July 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents (including \$11,130 and \$11,208 of restricted cash at January 31, 2023 and July 31, 2022, respectively)	\$ 123,777	\$ 158,737
Accounts and notes receivable, net	233,625	150,395
Inventories	113,382	115,187
Price risk management asset	18,276	43,015
Prepaid expenses and other current assets	47,980	30,764
Total current assets	537,040	498,098
Property, plant and equipment, net	608,340	603,148
Goodwill, net	257,006	257,099
Intangible assets (net of accumulated amortization of \$345,261 and \$440,121 at January 31, 2023 and July 31, 2022, respectively)	108,407	97,638
Operating lease right-of-use assets	63,438	72,888
Other assets, net	66,762	79,244
Total assets	\$ 1,640,993	\$ 1,608,115
LIABILITIES, MEZZANINE AND EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	\$ 87,354	\$ 57,586
Broker margin deposit liability	11,450	32,805
Current portion of long-term debt	2,152	1,792
Current operating lease liabilities	24,559	25,824
Other current liabilities	210,397	185,805
Total current liabilities	335,912	303,812
Long-term debt	1,453,716	1,450,016
Operating lease liabilities	39,567	47,231
Other liabilities	33,605	43,518
Contingencies and commitments (Note L)		
Mezzanine equity:		
Senior preferred units, net of issue discount and offering costs (700,000 units outstanding at January 31, 2023 and July 31, 2022)	651,349	651,349
Equity (Deficit):		
Limited partner unitholders		
Class A (4,857,605 units outstanding at January 31, 2023 and July 31, 2022)	(1,167,936)	(1,229,823)
Class B (1,300,000 units outstanding at January 31, 2023 and July 31, 2022)	383,012	383,012
General partner unitholder (49,496 units outstanding at January 31, 2023 and July 31, 2022)	(70,695)	(71,320)
Accumulated other comprehensive (loss) income	(10,098)	37,907
Total Ferrellgas Partners, L.P. deficit	(865,717)	(880,224)
Noncontrolling interest	(7,439)	(7,587)
Total deficit	(873,156)	(887,811)
Total liabilities, mezzanine and deficit	\$ 1,640,993	\$ 1,608,115

See notes to condensed consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per unit data)
(unaudited)

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Revenues:				
Propane and other gas liquids sales	\$ 651,886	\$ 657,504	\$ 1,037,730	\$ 1,030,208
Other	32,057	27,434	59,502	49,236
Total revenues	683,943	684,938	1,097,232	1,079,444
Costs and expenses:				
Cost of sales - propane and other gas liquids sales	347,492	383,213	560,573	603,751
Cost of sales - other	4,243	3,557	9,019	7,167
Operating expense - personnel, vehicle, plant and other	157,355	128,013	287,095	245,125
Operating expense - equipment lease expense	5,586	6,022	11,610	11,712
Depreciation and amortization expense	23,069	21,944	45,700	42,239
General and administrative expense	23,115	15,784	37,948	28,359
Non-cash employee stock ownership plan compensation charge	722	751	1,445	1,660
Loss (gain) on asset sales and disposals	290	(9,275)	1,970	(7,865)
Operating income	122,071	134,929	141,872	147,296
Interest expense	(23,177)	(25,139)	(48,186)	(50,534)
Other income, net	544	43	1,013	4,307
Earnings before income taxes	99,438	109,833	94,699	101,069
Income tax expense	503	481	521	577
Net earnings	98,935	109,352	94,178	100,492
Net earnings attributable to noncontrolling interest	835	947	623	693
Net earnings attributable to Ferrellgas Partners, L.P.	\$ 98,100	\$ 108,405	\$ 93,555	\$ 99,799
Class A unitholders' interest in net earnings (Note M)	\$ 11,557	\$ 13,001	\$ 8,592	\$ 9,354
Basic and diluted net earnings per Class A Unit (Note M)	\$ 2.38	\$ 2.68	\$ 1.77	\$ 1.93

See notes to condensed consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Net earnings	\$ 98,935	\$ 109,352	\$ 94,178	\$ 100,492
Other comprehensive income (loss):				
Change in value of risk management derivatives	(6,238)	(17,860)	(42,423)	55,072
Reclassification of losses (gains) on derivatives to earnings, net	6,716	(30,210)	(6,072)	(52,820)
Other comprehensive income (loss):	478	(48,070)	(48,495)	2,252
Comprehensive income	99,413	61,282	45,683	102,744
Comprehensive (income) loss attributable to noncontrolling interest	(840)	487	(133)	(22)
Comprehensive income attributable to Ferrellgas Partners, L.P.	<u>\$ 98,573</u>	<u>\$ 61,769</u>	<u>\$ 45,550</u>	<u>\$ 102,722</u>

See notes to condensed consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF EQUITY (DEFICIT)
(in thousands)
(unaudited)

	Number of units			Class A unitholders	Class B unitholders	General partner unitholder	Accumulated other comprehensive income (loss)	Total Ferrellgas Partners, L.P. partners' deficit	Non-controlling interest	Total partners' deficit
	Class A unitholders	Class B unitholders	General partner unitholder							
Balance at July 31, 2022	<u>4,857.6</u>	<u>1,300.0</u>	<u>49.5</u>	<u>\$ (1,229,823)</u>	<u>\$ 383,012</u>	<u>\$ (71,320)</u>	<u>\$ 37,907</u>	<u>\$ (880,224)</u>	<u>\$ (7,587)</u>	<u>\$ (887,811)</u>
Contributions in connection with non-cash ESOP compensation charges	—	—	—	709	—	7	—	716	7	723
Net earnings allocated to preferred units	—	—	—	(16,088)	—	(163)	—	(16,251)	—	(16,251)
Net loss	—	—	—	(4,500)	—	(45)	—	(4,545)	(212)	(4,757)
Other comprehensive loss	—	—	—	—	—	—	(48,478)	(48,478)	(495)	(48,973)
Balance at October 31, 2022	<u>4,857.6</u>	<u>1,300.0</u>	<u>49.5</u>	<u>(1,249,702)</u>	<u>383,012</u>	<u>(71,521)</u>	<u>(10,571)</u>	<u>(948,782)</u>	<u>(8,287)</u>	<u>(957,069)</u>
Contributions in connection with non-cash ESOP compensation charges	—	—	—	707	—	7	—	714	8	722
Net earnings allocated to preferred units	—	—	—	(16,060)	—	(162)	—	(16,222)	—	(16,222)
Net earnings	—	—	—	97,119	—	981	—	98,100	835	98,935
Other comprehensive income	—	—	—	—	—	—	473	473	5	478
Balance at January 31, 2023	<u>4,857.6</u>	<u>1,300.0</u>	<u>49.5</u>	<u>\$ (1,167,936)</u>	<u>\$ 383,012</u>	<u>\$ (70,695)</u>	<u>\$ (10,098)</u>	<u>\$ (865,717)</u>	<u>\$ (7,439)</u>	<u>\$ (873,156)</u>

	Number of units			Class A unitholders	Class B unitholders	General partner unitholder	Accumulated other comprehensive income	Total Ferrellgas Partners, L.P. partners' deficit	Non-controlling interest	Total partners' deficit
	Class A unitholders	Class B unitholders	General partner unitholder							
Balance at July 31, 2021	<u>4,857.6</u>	<u>1,300.0</u>	<u>49.5</u>	<u>\$ (1,214,813)</u>	<u>\$ 383,012</u>	<u>\$ (72,178)</u>	<u>\$ 88,866</u>	<u>\$ (815,113)</u>	<u>\$ (7,966)</u>	<u>\$ (823,079)</u>
Contributions in connection with non-cash ESOP compensation charges	—	—	—	892	—	8	—	900	9	909
Distributions to Class B unitholders	—	—	—	—	(49,998)	—	—	(49,998)	—	(49,998)
Net earnings allocated to preferred units	—	—	—	(16,835)	—	(170)	—	(17,005)	—	(17,005)
Net loss	—	—	—	(8,520)	—	(86)	—	(8,606)	(254)	(8,860)
Other comprehensive income	—	—	—	—	—	—	49,813	49,813	509	50,322
Balance at October 31, 2021	<u>4,857.6</u>	<u>1,300.0</u>	<u>49.5</u>	<u>(1,239,276)</u>	<u>333,014</u>	<u>(72,426)</u>	<u>138,679</u>	<u>(840,009)</u>	<u>(7,702)</u>	<u>(847,711)</u>
Contributions in connection with non-cash ESOP compensation charges	—	—	—	736	—	7	—	743	8	751
Net earnings allocated to preferred units	—	—	—	(16,154)	—	(163)	—	(16,317)	—	(16,317)
Net earnings	—	—	—	57,323	49,998	1,084	—	108,405	947	109,352
Other comprehensive loss	—	—	—	—	—	—	(47,583)	(47,583)	(487)	(48,070)
Balance at January 31, 2022	<u>4,857.6</u>	<u>1,300.0</u>	<u>49.5</u>	<u>\$ (1,197,371)</u>	<u>\$ 383,012</u>	<u>\$ (71,498)</u>	<u>\$ 91,096</u>	<u>\$ (794,761)</u>	<u>\$ (7,234)</u>	<u>\$ (801,995)</u>

See notes to condensed consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	For the six months ended January 31,	
	2023	2022
Cash flows from operating activities:		
Net earnings	\$ 94,178	\$ 100,492
Reconciliation of net earnings to net cash provided by operating activities:		
Depreciation and amortization expense	45,700	42,239
Non-cash employee stock ownership plan compensation charge	1,445	1,660
Loss (gain) on asset sales and disposals	1,970	(7,865)
Provision for expected credit losses	684	1,041
Other	4,006	3,701
Changes in operating assets and liabilities, net of effects from business acquisitions:		
Accounts and notes receivable	(83,914)	(123,352)
Inventories	1,805	(29,764)
Prepaid expenses and other current assets	(17,216)	(8,432)
Accounts payable	29,456	64,770
Accrued interest expense	(172)	751
Other current liabilities	(16,276)	13,137
Other assets and liabilities	(4,495)	(6,857)
Net cash provided by operating activities	57,171	51,521
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	(19,388)	(9,609)
Capital expenditures	(41,382)	(40,599)
Proceeds from sale of assets	1,488	1,527
Net cash used in investing activities	(59,282)	(48,681)
Cash flows from financing activities:		
Preferred unit distributions	(31,206)	(31,151)
Distributions to Class B unitholders	—	(49,998)
Payments on long-term debt	(1,179)	(876)
Proceeds from short-term borrowings	45,000	—
Repayments of short-term borrowings	(45,000)	—
Cash paid for financing costs	—	(337)
Cash payments for principal portion of lease liability	(464)	(2,795)
Net cash used in financing activities	(32,849)	(85,157)
Net change in cash, cash equivalents and restricted cash	(34,960)	(82,317)
Cash, cash equivalents and restricted cash - beginning of period	158,737	281,952
Cash, cash equivalents and restricted cash - end of period	\$ 123,777	\$ 199,635

See notes to condensed consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)
(unaudited)

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
ASSETS		
Current assets:		
Cash and cash equivalents (including \$11,130 and \$11,208 of restricted cash at January 31, 2023 and July 31, 2022, respectively)	\$ 123,503	\$ 158,466
Accounts and notes receivable, net	233,625	150,395
Inventories	113,382	115,187
Price risk management asset	18,276	43,015
Prepaid expenses and other current assets	47,959	30,743
Total current assets	<u>536,745</u>	<u>497,806</u>
Property, plant and equipment, net	608,340	603,148
Goodwill, net	257,006	257,099
Intangible assets (net of accumulated amortization of \$345,261 and \$440,121 at January 31, 2023 and July 31, 2022, respectively)	108,407	97,638
Operating lease right-of-use assets	63,438	72,888
Other assets, net	66,762	79,244
Total assets	<u>\$ 1,640,698</u>	<u>\$ 1,607,823</u>
LIABILITIES, MEZZANINE AND DEFICIT		
Current liabilities:		
Accounts payable	\$ 87,354	\$ 57,586
Broker margin deposit liability	11,450	32,805
Current portion of long-term debt	2,152	1,792
Current operating lease liabilities	24,559	25,824
Other current liabilities	210,118	185,528
Total current liabilities	<u>335,633</u>	<u>303,535</u>
Long-term debt	1,453,716	1,450,016
Operating lease liabilities	39,567	47,231
Other liabilities	33,605	43,518
Contingencies and commitments (Note L)		
Mezzanine equity:		
Senior preferred units, net of issue discount and offering costs (700,000 units outstanding at January 31, 2023 and July 31, 2022)	651,349	651,349
Deficit:		
Limited partners	(855,635)	(918,146)
General partner	(7,349)	(7,987)
Accumulated other comprehensive (loss) income	(10,188)	38,307
Total deficit	<u>(873,172)</u>	<u>(887,826)</u>
Total liabilities, mezzanine and deficit	<u>\$ 1,640,698</u>	<u>\$ 1,607,823</u>

See notes to condensed consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands)
(unaudited)

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Revenues:				
Propane and other gas liquids sales	\$ 651,886	\$ 657,504	\$ 1,037,730	\$ 1,030,208
Other	32,057	27,432	59,502	49,234
Total revenues	683,943	684,936	1,097,232	1,079,442
Costs and expenses:				
Cost of sales - propane and other gas liquids sales	347,492	383,213	560,573	603,751
Cost of sales - other	4,243	3,557	9,019	7,167
Operating expense - personnel, vehicle, plant and other	157,355	128,013	287,095	245,125
Operating expense - equipment lease expense	5,586	6,022	11,610	11,712
Depreciation and amortization expense	23,069	21,944	45,700	42,239
General and administrative expense	23,114	15,778	37,945	28,353
Non-cash employee stock ownership plan compensation charge	722	751	1,445	1,660
Loss (gain) on asset sales and disposals	290	(9,275)	1,970	(7,865)
Operating income	122,072	134,933	141,875	147,300
Interest expense	(23,177)	(25,139)	(48,186)	(50,534)
Other income, net	541	772	1,009	5,729
Earnings before income taxes	99,436	110,566	94,698	102,495
Income tax expense	503	481	521	577
Net earnings	<u>\$ 98,933</u>	<u>\$ 110,085</u>	<u>\$ 94,177</u>	<u>\$ 101,918</u>

See notes to condensed consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Net earnings	\$ 98,933	\$ 110,085	\$ 94,177	\$ 101,918
Other comprehensive income (loss):				
Change in value of risk management derivatives	(6,238)	(17,860)	(42,423)	55,072
Reclassification of losses (gains) on derivatives to earnings, net	6,716	(30,210)	(6,072)	(52,820)
Other comprehensive income (loss)	478	(48,070)	(48,495)	2,252
Comprehensive income	<u>\$ 99,411</u>	<u>\$ 62,015</u>	<u>\$ 45,682</u>	<u>\$ 104,170</u>

See notes to condensed consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF PARTNERS' DEFICIT
(in thousands)
(unaudited)

	Limited partner	General partner	Accumulated other comprehensive income (loss)	Total partners' deficit
Balance at July 31, 2022	<u>\$ (918,146)</u>	<u>\$ (7,987)</u>	<u>\$ 38,307</u>	<u>\$ (887,826)</u>
Contributions in connection with non-cash ESOP compensation charges	716	7	—	723
Net earnings allocated to preferred units	(16,251)	—	—	(16,251)
Net loss	(4,544)	(212)	—	(4,756)
Other comprehensive loss	—	—	(48,973)	(48,973)
Balance at October 31, 2022	<u>(938,225)</u>	<u>(8,192)</u>	<u>(10,666)</u>	<u>(957,083)</u>
Contributions in connection with non-cash ESOP compensation charges	714	8	—	722
Net earnings allocated to preferred units	(16,222)	—	—	(16,222)
Net earnings	98,098	835	—	98,933
Other comprehensive income	—	—	478	478
Balance at January 31, 2023	<u>\$ (855,635)</u>	<u>\$ (7,349)</u>	<u>\$ (10,188)</u>	<u>\$ (873,172)</u>

	Limited partner	General partner	Accumulated other comprehensive income	Total partners' deficit
Balance at July 31, 2021	<u>\$ (887,043)</u>	<u>\$ (8,886)</u>	<u>\$ 89,786</u>	<u>\$ (806,143)</u>
Contributions in connection with non-cash ESOP compensation charges	900	9	—	909
Distributions	(50,000)	—	—	(50,000)
Net earnings allocated to preferred units	(17,005)	—	—	(17,005)
Net loss	(7,913)	(254)	—	(8,167)
Other comprehensive income	—	—	50,322	50,322
Balance at October 31, 2021	<u>(961,061)</u>	<u>(9,131)</u>	<u>140,108</u>	<u>(830,084)</u>
Contributions in connection with non-cash ESOP compensation charges	743	8	—	751
Net earnings allocated to preferred units	(16,317)	—	—	(16,317)
Net earnings	109,138	947	—	110,085
Other comprehensive loss	—	—	(48,070)	(48,070)
Balance at January 31, 2022	<u>\$ (867,497)</u>	<u>\$ (8,176)</u>	<u>\$ 92,038</u>	<u>\$ (783,635)</u>

See notes to condensed consolidated financial statements.

FERRELLGAS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	For the six months ended January 31,	
	2023	2022
Cash flows from operating activities:		
Net earnings	\$ 94,177	\$ 101,918
Reconciliation of net earnings to net cash provided by operating activities:		
Depreciation and amortization expense	45,700	42,239
Non-cash employee stock ownership plan compensation charge	1,445	1,660
Loss (gain) on asset sales and disposals	1,970	(7,865)
Provision for expected credit losses	684	1,041
Other	4,007	3,704
Changes in operating assets and liabilities, net of effects from business acquisitions:		
Accounts and notes receivable	(83,914)	(123,352)
Inventories	1,805	(29,764)
Prepaid expenses and other current assets	(17,216)	(8,412)
Accounts payable	29,456	64,770
Accrued interest expense	(172)	751
Other current liabilities	(16,278)	13,039
Other assets and liabilities	(4,496)	(8,182)
Net cash provided by operating activities	57,168	51,547
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	(19,388)	(9,609)
Capital expenditures	(41,382)	(40,599)
Proceeds from sale of assets	1,488	1,527
Net cash used in investing activities	(59,282)	(48,681)
Cash flows from financing activities:		
Distributions to Ferrellgas Partners	—	(50,000)
Preferred unit distributions	(31,206)	(31,151)
Payments on long-term debt	(1,179)	(876)
Proceeds from short-term borrowings	45,000	—
Repayments of short-term borrowings	(45,000)	—
Cash payments for principal portion of finance lease liability	(464)	(2,795)
Cash paid for financing costs	—	(337)
Net cash used in financing activities	(32,849)	(85,159)
Net change in cash, cash equivalents and restricted cash	(34,963)	(82,293)
Cash, cash equivalents and restricted cash - beginning of period	158,466	281,688
Cash, cash equivalents and restricted cash - end of period	\$ 123,503	\$ 199,395

See notes to condensed consolidated financial statements.

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
FERRELLGAS, L.P. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per unit data, unless otherwise designated)
(unaudited)

A. Partnership organization and formation

Ferrellgas Partners

Ferrellgas Partners, L.P. (“Ferrellgas Partners”) was formed on April 19, 1994, and is a publicly traded limited partnership. Ferrellgas Partners is a holding entity that conducts no operations and has two direct subsidiaries, Ferrellgas Partners Finance Corp. and Ferrellgas, L.P. (the “operating partnership”). Ferrellgas Partners was formed to acquire and hold a limited partner interest in the operating partnership. Ferrellgas Partners owns a 100% equity interest in Ferrellgas Partners Finance Corp., whose only business activity is to act as the co-issuer and co-obligor of any debt securities issued by Ferrellgas Partners. Our activities are primarily conducted through the operating partnership. Ferrellgas Partners and the operating partnership, collectively referred to as “Ferrellgas,” are both Delaware limited partnerships and are governed by their respective partnership agreements. These agreements contain specific provisions for the allocation of net earnings and loss to each of the partners for purposes of maintaining the partner capital accounts.

Ferrellgas, Inc. (the “general partner”), a Delaware corporation and a wholly-owned subsidiary of Ferrell Companies, is the sole general partner of Ferrellgas Partners and the operating partnership and, excluding the economic interests attributable to Ferrellgas Partners’ Class B Units and the operating partnership’s Preferred Units (as defined in Note F – Preferred units), owns an approximate 1% general partner economic interest in each, and, therefore, an effective 2% general partner economic interest in the operating partnership. Excluding the economic interests attributable to the Preferred Units, Ferrellgas Partners owns an approximate 99% limited partner interest in the operating partnership. Our general partner performs all management functions for us. Unless contractually provided for, creditors of the operating partnership have no recourse with regards to Ferrellgas Partners. As of January 31, 2023, Ferrell Companies Inc., a Kansas corporation (“Ferrell Companies”), the parent company of our general partner, beneficially owns approximately 23.4% of Ferrellgas Partners’ outstanding Class A Units. Ferrell Companies is owned 100% by an employee stock ownership trust.

The operating partnership

The operating partnership was formed on April 22, 1994, and accounts for substantially all of our consolidated assets, sales and operating earnings. The operating partnership is a limited partnership that owns and operates propane distribution and related assets. Ferrellgas Partners and the holders of the Preferred Units are the only limited partners of the operating partnership.

The operating partnership owns a 100% equity interest in Ferrellgas Finance Corp., whose only business activity is to act as the co-issuer and co-obligor of debt securities issued by the operating partnership.

The operating partnership is primarily engaged in the retail distribution of propane and related equipment sales. The propane distribution market is seasonal because propane is used primarily for heating in residential and commercial buildings. Ferrellgas serves residential, industrial/commercial, portable tank exchange, agricultural, wholesale and other customers in all 50 states, the District of Columbia, and Puerto Rico.

Basis of presentation

Due to seasonality, the results of operations for the six months ended January 31, 2023 are not necessarily indicative of the results to be expected for the full fiscal year ending July 31, 2023.

The condensed consolidated financial statements of Ferrellgas reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the interim periods presented. All adjustments to the condensed consolidated financial statements were of a normal recurring nature. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with (i) the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and (ii) the consolidated financial statements and accompanying notes included in Ferrellgas’ Annual Report on Form 10-K for fiscal 2022.

B. Summary of significant accounting policies

(1) Accounting estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from these estimates. Significant estimates impacting the condensed consolidated financial statements include accruals that have been established for contingent liabilities, pending claims and legal actions arising in the normal course of business, useful lives of property, plant and equipment, residual values of tanks, capitalization of customer tank installation costs, amortization methods of intangible assets, valuation methods used to value sales returns and allowances, allowance for expected credit losses, recoverability of long-lived assets, assumptions used to value business combinations, determination of incremental borrowing rate used to measure right-of-use asset and lease liability, and fair values of derivative contracts.

(2) Goodwill, net

Goodwill is tested for impairment annually during the second fiscal quarter, or more frequently if events or changes in circumstances indicate that it is more likely than not the fair value of a reporting unit is less than the carrying value. Ferrellgas has determined that it has one reporting unit for goodwill impairment testing purposes. Ferrellgas completed its most recent annual goodwill impairment test on January 31, 2023 and did not incur an impairment loss.

(3) New accounting standards

Recently adopted accounting pronouncements

No new accounting standards were adopted during the six months ended January 31, 2023.

Recently issued accounting pronouncements not yet adopted

There were no recently issued accounting standards that could have a material impact to our financial position, results of operations, cash flows, or notes to condensed consolidated financial statements upon their adoption.

C. Supplemental financial statement information

Inventories

Inventories consist of the following:

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
Propane gas and related products	\$ 94,015	\$ 96,679
Appliances, parts and supplies, and other	19,367	18,508
Inventories	<u>\$ 113,382</u>	<u>\$ 115,187</u>

In addition to inventories on hand, Ferrellgas enters into contracts to take delivery of propane for supply procurement purposes with terms that generally do not exceed 36 months. Most of these contracts call for payment based on market prices at the date of delivery. As of January 31, 2023, Ferrellgas had committed, for supply procurement purposes, to deliver approximately 2.9 million gallons of propane at net fixed prices.

Prepaid expenses and other current assets

Ferrellgas Partners

Prepaid expenses and other current assets consist of the following:

	January 31, 2023	July 31, 2022
Broker margin deposit assets	\$ 24,312	\$ 12,338
Other	23,668	18,426
Prepaid expenses and other current assets	<u>\$ 47,980</u>	<u>\$ 30,764</u>

The operating partnership

Prepaid expenses and other current assets consist of the following:

	January 31, 2023	July 31, 2022
Broker margin deposit assets	\$ 24,312	\$ 12,338
Other	23,647	18,405
Prepaid expenses and other current assets	<u>\$ 47,959</u>	<u>\$ 30,743</u>

Other current liabilities

Ferrellgas Partners

Other current liabilities consist of the following:

	January 31, 2023	July 31, 2022
Accrued interest	\$ 29,531	\$ 29,703
Customer deposits and advances	35,047	33,189
Accrued payroll	30,277	29,717
Accrued insurance	15,698	16,114
Accrued senior preferred units distributions	18,574	17,466
Other	81,270	59,616
Other current liabilities	<u>\$ 210,397</u>	<u>\$ 185,805</u>

The operating partnership

Other current liabilities consist of the following:

	January 31, 2023	July 31, 2022
Accrued interest	\$ 29,531	\$ 29,703
Customer deposits and advances	35,047	33,189
Accrued payroll	30,277	29,717
Accrued insurance	15,698	16,114
Accrued senior preferred units distributions	18,574	17,466
Other	80,991	59,339
Other current liabilities	<u>\$ 210,118</u>	<u>\$ 185,528</u>

Shipping and handling expenses

Shipping and handling expenses are classified in the following condensed consolidated statements of operations line items:

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Operating expense - personnel, vehicle, plant and other	\$ 75,844	\$ 58,194	\$ 140,016	\$ 112,641
Depreciation and amortization expense	5,474	3,801	9,311	6,336
Operating expense - equipment lease expense	1,783	3,132	5,537	7,667
	<u>\$ 83,101</u>	<u>\$ 65,127</u>	<u>\$ 154,864</u>	<u>\$ 126,644</u>

Cash, cash equivalents and restricted cash

For purposes of the condensed consolidated statements of cash flows, Ferrellgas considers cash equivalents to include all highly liquid debt instruments purchased with an original maturity of three months or less. Restricted cash in the tables below as of January 31, 2023 and July 31, 2022 consists of the balance of a cash deposit made with the administrative agent under the operating partnership's senior secured credit facility that was terminated in April 2020, which may be used by the administrative agent to pay contingent obligations arising under the financing agreement that governed the terminated senior secured credit facility.

Ferrellgas Partners

Cash, cash equivalents and restricted cash consist of the following:

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
Cash and cash equivalents	\$ 112,647	\$ 147,529
Restricted cash	11,130	11,208
Cash, cash equivalents and restricted cash	<u>\$ 123,777</u>	<u>\$ 158,737</u>

The operating partnership

Cash, cash equivalents and restricted cash consist of the following:

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
Cash and cash equivalents	\$ 112,373	\$ 147,258
Restricted cash	11,130	11,208
Cash, cash equivalents and restricted cash	<u>\$ 123,503</u>	<u>\$ 158,466</u>

Certain cash flow and non-cash activities

Certain cash flow and significant non-cash activities are presented below:

	<u>For the six months ended January 31,</u>	
	<u>2023</u>	<u>2022</u>
Cash paid for:		
Interest	\$ 44,416	\$ 46,020
Income taxes	\$ 496	\$ 407
Non-cash investing and financing activities:		
Liabilities incurred in connection with acquisitions	\$ 2,638	\$ 644
Change in accruals for property, plant and equipment additions	\$ 313	\$ 1,140
Lease liabilities arising from operating right-of-use assets	\$ 3,102	\$ 9,045
Lease liabilities arising from finance right-of-use assets	\$ —	\$ 872
Accrued senior preferred units distributions	\$ 18,574	\$ 17,738

D. Accounts and notes receivable, net

Accounts and notes receivable, net consist of the following:

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
Accounts receivable	\$ 237,816	\$ 154,570
Note receivable	2,500	2,517
Less: Allowance for expected credit losses	(6,691)	(6,692)
Accounts and notes receivable, net	<u>\$ 233,625</u>	<u>\$ 150,395</u>

E. Debt

Short-term borrowing

Ferrellgas classifies borrowings on its Senior secured revolving credit facility (as defined below) as short-term because they are primarily used to fund working capital needs that management intends to pay down within the twelve month period following the balance sheet date. As of January 31, 2023, we did not have any short-term borrowings. For further discussion, see the "Senior secured revolving credit facility" section below.

Long-term debt

Long-term debt consists of the following:

	January 31, 2023	July 31, 2022
Unsecured senior notes		
Fixed rate, 5.375%, due 2026	\$ 650,000	\$ 650,000
Fixed rate, 5.875%, due 2029	825,000	825,000
Notes payable		
8.3% and 8.9% weighted average interest rate at January 31, 2023 and July 31, 2022, respectively, due 2023 to 2028, net of unamortized discount of \$1,218 and \$465 at January 31, 2023 and July 31, 2022, respectively	6,188	4,539
Total debt, excluding unamortized debt issuance and other costs	1,481,188	1,479,539
Unamortized debt issuance and other costs	(25,320)	(27,731)
Less: current portion of long-term debt	2,152	1,792
Long-term debt	\$ 1,453,716	\$ 1,450,016

Senior secured revolving credit facility

On March 30, 2021, the operating partnership, the general partner and certain of the operating partnership's subsidiaries entered into a credit agreement (the "Credit Agreement"), which provides for a four-year revolving credit facility (the "Credit Facility") in an aggregate principal amount of up to \$350.0 million. The Credit Agreement includes a sublimit not to exceed \$200.0 million for the issuance of letters of credit. During the six months ended January 31, 2023, the operating partnership borrowed \$45.0 million under the Credit Facility at a weighted-average interest rate of 6.875% and repaid \$45.0 million of these borrowings during the six months ended January 31, 2023. As of January 31, 2023, the operating partnership had no short-term borrowings.

All borrowings under the Credit Facility are guaranteed by the general partner and the direct and indirect subsidiaries of the operating partnership (other than Ferrellgas Finance Corp. and Ferrellgas Receivables, LLC) and a limited-recourse guaranty from Ferrellgas Partners (limited to its equity interests in the operating partnership). Additionally, all borrowings are secured, on a first priority basis, by substantially all of the assets of the operating partnership and its subsidiaries and all of the equity interests in the operating partnership held by the general partner and Ferrellgas Partners.

Availability under the Credit Facility is, at any time, an amount equal to (a) the lesser of the revolving commitment and the Borrowing Base (as defined below) minus (b) the sum of the aggregate outstanding amount of borrowings under the Credit Facility plus the undrawn amount of outstanding letters of credit under the Credit Facility plus unreimbursed drawings in respect of letters of credit (unless otherwise converted into revolving loans). The "Borrowing Base" equals the sum of: (a) \$200.0 million, plus (b) 80% of the eligible accounts receivable of the operating partnership and its subsidiaries, plus (c) 70% of the eligible propane inventory of the operating partnership and its subsidiaries, valued at weighted average cost, less (d) certain reserves, as determined and subject to certain modifications by the administrative agent in its permitted discretion.

Amounts borrowed under the Credit Facility bear interest, at the operating partnership's option, at either (a) for base rate loans, (i) a base rate determined by reference to the highest of (A) the rate of interest last quoted by *The Wall Street Journal* in the U.S. as the prime rate in effect, (B) the NYFRB Rate from time to time plus 0.50% per annum and (C) the Adjusted LIBO Rate for a one-month interest period plus 1.00% per annum plus (ii) a margin of 1.50% to 2.00% per annum depending on total net leverage or (b) for Eurodollar rate loans, (i) a rate determined by reference to the Adjusted LIBO Rate plus (ii) a margin of 2.50% to 3.00% per annum depending on total net leverage. The operating partnership will be required to pay an undrawn fee to the lenders on the average daily unused amount of the Credit Facility at a rate of 0.375% to 0.50% per annum depending on total net leverage.

The Credit Agreement contains customary representations, warranties, covenants and events of default and requires the operating partnership to maintain the following financial covenants:

Financial Covenant	Ratio
Minimum interest coverage ratio ⁽¹⁾	2.50x
Maximum secured leverage ratio ⁽²⁾	2.50x
Maximum total net leverage ratio ^{(3) (4)}	5.00x

- (1) Defined generally as the ratio of adjusted EBITDA to cash interest expense.
- (2) Defined generally as the ratio of total first priority secured indebtedness to adjusted EBITDA.
- (3) Defined generally as the ratio of total indebtedness (net of unrestricted cash, subject to certain limits) to adjusted EBITDA.
- (4) Was 5.25x immediately prior to the quarter ended October 31, 2022 and will be 4.75x beginning with the quarter ended April 30, 2023.

In addition to the financial covenants, the Credit Agreement includes covenants that may (or if not met will) restrict the ability of the operating partnership to take certain actions. In particular, under these covenants, subject to certain exceptions and additional requirements, the operating partnership is permitted to make cash distributions to holders of Preferred Units, Ferrellgas Partners and the general partner, redemptions of Preferred Units and other restricted payments (i) only in limited amounts specified in the Credit Agreement and (ii) only if availability under the Credit Facility exceeds the greater of \$50.0 million and 15% of the Borrowing Base and the operating partnership's total net leverage ratio is not greater than 5.0 to 1.0 (or 4.75 to 1.0 starting on April 30, 2023). As of January 31, 2023, the operating partnership is in compliance with all of its debt covenants.

Senior unsecured notes

On March 30, 2021, \$650.0 million aggregate principal amount of 5.375% senior notes due 2026 (the "2026 Notes") and \$825.0 million aggregate principal amount of 5.875% senior notes due 2029 (the "2029 Notes") were issued. The 2026 Notes and 2029 Notes are the senior unsecured obligations of the operating partnership and Ferrellgas Finance Corp. and are unconditionally guaranteed, jointly and severally, on a senior unsecured basis by the general partner and all domestic subsidiaries of the operating partnership other than Ferrellgas Finance Corp. and Ferrellgas Receivables, LLC.

The 2026 Notes may be redeemed prior to April 1, 2023 and the 2029 Notes may be redeemed prior to April 1, 2024 at the issuers' option, in whole or in part, at a redemption price of par plus the applicable make-whole premium and accrued and unpaid interest. On and after April 1, 2023 and April 1, 2024, the 2026 Notes and the 2029 Notes, respectively, may be redeemed at the issuers' option, in whole or in part, at the redemption prices set forth in the respective indenture governing such notes, plus accrued and unpaid interest. Beginning on April 1, 2025 and April 1, 2026, the 2026 Notes and 2029 Notes, respectively, may be redeemed at par plus accrued and unpaid interest.

The indentures governing the 2026 Notes and 2029 Notes contain customary affirmative and negative covenants restricting, among other things, the ability of the operating partnership and its restricted subsidiaries to take certain actions. In particular, under these covenants, subject to certain exceptions and additional requirements, the operating partnership is permitted to make cash distributions to holders of Preferred Units, Ferrellgas Partners and the general partner, redemptions of Preferred Units and other restricted payments (i) only in limited amounts specified in the indentures and (ii) only if the operating partnership's net leverage ratio (defined generally to mean the ratio of consolidated total net debt to trailing four quarters consolidated EBITDA, both as adjusted for certain, specified items) is not greater than 5.0 to 1.0, on a pro forma basis giving effect to the restricted payment and, if applicable, certain other specified events. Further, if the operating partnership's consolidated fixed charge coverage ratio (defined generally to mean the ratio of trailing four quarters consolidated EBITDA to consolidated fixed charges, both as adjusted for certain, specified items) is equal to or less than 1.75 to 1.00 (on a pro forma basis giving effect to the restricted payment and, if applicable, certain other specified events), the amount of distributions and other restricted payments the operating partnership is permitted to make under the indentures is further limited. As of January 31, 2023, the operating partnership is in compliance with all of its debt covenants.

The scheduled annual principal payments on long-term debt are as follows:

Payment due by fiscal year	Scheduled principal payments
2023	\$ 657
2024	2,057
2025	1,927
2026	651,545
2027	810
Thereafter	825,410
Total	\$ 1,482,406

Letters of credit outstanding at January 31, 2023 and July 31, 2022 totaled \$76.5 million and \$87.6 million, respectively, and were used to secure insurance arrangements, product purchases and commodity hedges. As of January 31, 2023, Ferrellgas had available borrowing capacity under its Credit Facility of \$273.5 million.

F. Preferred units

On March 30, 2021, pursuant to an Investment Agreement, the operating partnership issued an aggregate of 700,000 Preferred Units (the "Preferred Units"), having an aggregate initial liquidation preference of \$700.0 million.

Redemption of the Preferred Units in the near term is not probable because of the high redemption price in the first three to four years. As described in greater detail under "Issuer Redemption Right" below, the Redemption Price for the Preferred Units is based upon the greater of the amount that would result in a 1.47x MOIC (defined below) and the amount that would result in a 12.25% internal rate of return. If the Preferred Units were redeemed during the first three to four years after issuance, the 1.47x MOIC would require a large premium payment and that large premium payment would result in an internal rate of return far in excess of the minimum 12.25%. Consequently, it is unlikely that Ferrellgas would be able to achieve any savings in its cost of capital by redeeming the Preferred Units during the first three to four years after issuance.

"MOIC" means, with respect to a Preferred Unit, a multiple on invested capital equal to the quotient determined by dividing (A) the sum of (x) the aggregate amount of all distributions made in cash with respect to such Preferred Unit prior to the applicable date of determination, with certain exclusions, plus (y) each Redemption Price paid in cash in respect of such Preferred Unit, on or prior to the applicable date of determination, by (B) the Purchase Price (defined below) of such Preferred Unit.

The preferences, rights, privileges and other terms of the Preferred Units are set forth in the First Amendment to the Amended OpCo LPA (the "OpCo LPA Amendment") entered into by the general partner on March 30, 2021 (along with the Fifth Amended and Restated Agreement of Limited Partnership of Ferrellgas, L.P. (the "Amended OpCo LPA")) and are described below.

Issuer Redemption Right

The operating partnership has the right to redeem all or a portion of the Preferred Units for cash, pro rata and at any time and from time to time, including in connection with a Change of Control (as defined in the OpCo LPA Amendment), at an amount per Preferred Unit (the "Redemption Price") equal to, without duplication, the sum of (a) the greater of (i) the amount necessary to result in a MOIC of 1.47x in respect of the purchase price, before discount, of such Preferred Unit, which is \$1,000 per Preferred Unit (the "Purchase Price"), and (ii) the amount necessary to result in the applicable internal rate of return equal to 12.25%, which is increased by 150 basis points if the operating partnership has elected to pay more than four Quarterly Distributions (as defined below) in PIK Units (as defined below) and (b) the accumulated but unpaid Quarterly Distributions to the date of redemption, if any. A partial redemption of the Preferred Units is permitted only in the event the aggregate amount to be paid in respect of all Preferred Units included in such partial redemption is at least \$25.0 million.

Investor Redemption Right

In the event that (i) any Class B Units are outstanding, or (ii) (x) no Class B Units are outstanding and (y) no more than 233,300 Preferred Units are outstanding, at any time on and after March 30, 2031, the Required Holders may elect, by delivery of written notice, to have the operating partnership fully redeem each remaining outstanding Preferred Unit for an amount in cash equal to the Redemption Price. "Required Holders" refers to both (i) holders owning at least 33.3% of the total Preferred Units outstanding at any time and (ii) certain initial affiliated purchasers, for so long as such initial affiliated purchasers collectively own at least 25% of the Preferred Units outstanding at such time.

In the event that (i) no Class B Units are outstanding and (ii) more than 233,300 Preferred Units are outstanding, the Required Holders will have the right to trigger a sale of the operating partnership after March 30, 2031. If the operating partnership fails to consummate a sale that would pay the Redemption Price in full within 180 days of written notice requiring such sale, the Required Holders will have the right to appoint a majority of the members of the Board of Directors of the general partner and initiate a sale of the operating partnership.

Change of Control

Upon a Change of Control (as defined in the OpCo LPA Amendment), the Required Holders will have the option to require the redemption of all or a portion of the Preferred Units in cash in an amount equal to the Redemption Price; provided, that such Redemption Price shall not be payable unless the operating partnership shall have first made any required change of control offer pursuant to the indentures governing the 2026 Notes and the 2029 Notes and purchased all such 2026 Notes and 2029 Notes tendered pursuant to such offer (unless otherwise waived by such noteholders); provided, further that the Redemption Price shall be paid immediately following the purchase of such tendered Notes (if any).

Fair Value of Embedded Derivatives

Ferrellgas identified the investor redemption right and the change in control option as embedded derivatives that require bifurcation as they are not clearly and closely related to the debt host contract and has concluded that the fair values at issuance and at January 31, 2023 and July 31, 2022, are immaterial to the financial statements.

Distributions

Pursuant to the OpCo LPA Amendment, the operating partnership is required to pay to the holders of each Preferred Unit a cumulative, quarterly distribution (the "Quarterly Distribution") at the Distribution Rate (as defined below) on the Purchase Price.

"Distribution Rate" means, for the first five years after March 30, 2021, a rate per annum equal to 8.956%, with certain increases in the Distribution Rate on each of the 5th, 6th and 7th anniversaries of March 30, 2021, subject to a maximum rate of 11.125% and certain other adjustments and exceptions.

The Quarterly Distribution may be paid in cash or, at the election of the operating partnership, "in kind" through the issuance of additional Preferred Units ("PIK Units") at the quarterly Distribution Rate plus an applicable premium that escalates each year from 75 bps to 300 bps so long as the Preferred Units remain outstanding. In the event the operating partnership fails to make any Quarterly Distribution in cash, such Quarterly Distribution will automatically be paid in PIK Units.

The Distribution Rate on the Preferred Units will increase upon violation of certain protective provisions for the benefit of Preferred Unit holders notwithstanding the cap mentioned above.

As of January 31, 2023, the Quarterly Distribution accrued was \$18.6 million. On February 15, 2023, \$15.4 million of the Quarterly Distribution was paid in cash to holders of Preferred Units. The remaining Quarterly Distribution accrual of \$3.2 million represents Additional Amounts payable to certain holders of Preferred Units pursuant to the side letters outlined in the OpCo LPA Amendment. As of January 31, 2022, the Quarterly Distribution accrued was \$17.7 million. On February 15, 2022, \$15.4 million of the Quarterly Distribution was paid in cash to holders of the Preferred Units. The remaining Quarterly Distribution accrued of \$2.3 million represented Additional Amounts payable to certain holders of Preferred Units pursuant to the side letters.

Tax Distributions

For any quarter in which the operating partnership makes a Quarterly Distribution in PIK Units in lieu of cash, it will be required to make a subsequent cash tax distribution for such quarter in an amount equal to the (i) the lesser of (x) 25% and (y) the highest combined federal, state and local tax rate applicable for corporations organized in New York, multiplied by (ii) the excess (if any) of (A) one-fourth (1/4th) of the estimated taxable income to be allocated to the holders of Preferred Units for the year in which the Quarterly Tax Payment Date (which refers to certain specified dates that next follow a Quarterly Distribution date on which PIK Units were issued) occurs, over (B) any cash paid on the Quarterly Distribution date immediately preceding the Quarterly Tax Payment Date on which a quarterly tax amount would otherwise be paid (such amount, the "Tax Distribution"). Tax Distributions are treated as advances against, and reduce, future cash distributions for any reason, including payments in redemption of Preferred Units or PIK Units, or payments to the holders in their capacity as such pursuant to any side letter or other agreement.

Additional Amounts for Certain Purchasers

The operating partnership is required to pay certain additional amounts of cash (the "Additional Amounts") as necessary to certain holders of Preferred Units that hold their interests through a "blocker," which is a U.S. entity that is owned and organized by certain original purchasers of Preferred Units who are non-U.S. persons or tax exempt for U.S. tax purposes and is treated as a corporation for U.S. tax purposes. Only certain original purchasers of Preferred Units who hold their Preferred Units through such blockers are, and none of their transferees is, entitled to Additional Amounts. Additional Amounts are capped at the lesser of: (a) the product of 20% multiplied by taxable income allocated to a "blocker" (as defined) divided by 0.8, and (b) the actual taxes payable by the "blocker" as a result of holding Senior Preferred Units.

Board Rights

For so long as at least 140,000 Preferred Units remain outstanding, holders of the Preferred Units have the right to designate one director to the Board of the general partner, subject to approval by the general partner.

Protective Provisions

The OpCo LPA Amendment and the Sixth Amended and Restated Agreement of Limited Partnership of Ferrellgas Partners, L.P. (the "Amended Ferrellgas Partners LPA") include, among other things, certain covenants for the benefit of holders of Preferred Units applicable to the operating partnership and, in certain instances, Ferrellgas Partners, for so long as at least \$35,000,000 of Preferred Units and PIK Units remain outstanding. These covenants include, among other things, limitations on (i) effecting a Change of Control, (ii) amending organizational documents, (iii) issuing certain equity securities, (iv) issuing Preferred Units, (v) filing for bankruptcy, (vi) non-ordinary course investments, and (vii) incurring certain levels of indebtedness.

Ranking and Liquidation Preference

The Preferred Units rank senior to any other class or series of equity interests of the operating partnership (including the partnership interests held by Ferrellgas Partners and the general partner). Upon a liquidation, dissolution or winding up of the operating partnership, each holder of Preferred Units will be entitled to receive, prior and in preference to any distribution of any assets of the operating partnership to the holders of any other class or series of equity interests in the operating partnership (including Ferrellgas Partners and the general partner), an amount per Preferred Unit equal to the Redemption Price.

Restrictions on Cash Distributions to Ferrellgas Partners and the General Partner

The operating partnership is permitted to make distributions of Available Cash (as defined in the Amended OpCo LPA) to Ferrellgas Partners only if (i) the operating partnership has made all required Quarterly Distributions (in cash or PIK Units), Tax Distributions and payments of Additional Amounts, (ii) the operating partnership has redeemed all PIK Units issued, (iii) the operating partnership's consolidated net leverage (defined generally to mean the ratio of the operating partnership's consolidated total net debt (including the total redemption price of all outstanding Preferred Units and PIK Units but excluding certain letters of credit and capital lease obligations) as of each Quarterly Distribution Date to trailing four quarters consolidated EBITDA, both as adjusted for certain, specified items) is below 7.25x through May 15, 2022 and 7.00x thereafter, net of cash, immediately before and after giving effect to such distribution, (iv) the operating partnership has at least \$100 million of liquidity, consisting of unrestricted cash on hand and available capacity under the Credit Agreement or any replacement thereof, and (v) the operating partnership is in compliance with the other protective provisions in the OpCo LPA Amendment.

G. Equity (Deficit)

Ferrellgas Partners

Class B Units

On March 30, 2021, Ferrellgas Partners issued 1.3 million Class B Units to the holders of the \$357.0 million aggregate principal amount of its 8.625% senior unsecured notes due June 2020 (the "Ferrellgas Partners Notes") in exchange for such holders' contribution of the Ferrellgas Partners Notes to Ferrellgas Partners as a capital contribution and in satisfaction of such holders' claims in respect of the Ferrellgas Partners Notes. The terms of the Class B Units are set forth in the Amended Ferrellgas Partners LPA entered into by the general partner on March 30, 2021.

Ferrellgas Partners may, subject to certain conditions, issue additional Class A Units to such parties as determined at the discretion of Ferrellgas Partners, upon consent by the holders of the requisite percentage of Class B Units as specified in the Amended Ferrellgas Partners LPA (the "Requisite Class B Units"), which refers to: (i) if the initial majority holder of Class B Units holds at least 50% of Class B Units, holders of at least 50% of the outstanding Class B Units, or (ii) if the initial majority holder of Class B Units holds less than 50% of Class B Units, holders of at least one-third of the outstanding Class B Units.

Pursuant to the Amended Ferrellgas Partners LPA, while any Class B Units remain outstanding, any distributions by Ferrellgas Partners to its partners must be made such that the ratio of (i) the amount of distributions made to holders of Class B Units to (ii) the amount of distributions made to holders of Class A Units and the general partner is not less than 6:1.

Once holders of Class B Units receive distributions in the aggregate amount of \$357.0 million (which was the outstanding principal amount of the Ferrellgas Partners Notes), the Class B Units will be (i) convertible into Class A Units at the option of Ferrellgas Partners, if that distribution threshold is reached prior to March 30, 2026, the fifth anniversary post-emergence, or (ii) converted automatically into Class A Units, if the distribution threshold is reached on or after March 30, 2026, in each case at the applicable conversion rate set forth in the following table:

<i>Period</i>	<i>Conversion Factor</i>
Through March 30, 2023	2.00x
March 31, 2023 through March 30, 2024	3.50x
March 31, 2024 through March 30, 2025	4.00x
March 31, 2025 through March 30, 2026	5.00x
March 31, 2026 through March 30, 2027	6.00x
March 31, 2027 through March 30, 2028	7.00x
March 31, 2028 through March 30, 2029	10.00x
March 31, 2029 through March 30, 2030	12.00x
March 31, 2030 through March 30, 2031	25.00x

Ferrellgas Partners may redeem the Class B Units through March 30, 2026, in full, at a price equal to an amount that will result in an internal rate of return with respect to the Class B Units equal to the sum of (i) 300 basis points and (ii) the internal rate of return for the Preferred Units as specified in the Amended Ferrellgas Partners LPA, subject to the minimum redemption price of \$302.08 per unit. The total internal rate of return required to redeem the Class B Units is 15.85%, but that amount increases under certain circumstances, including if the operating partnership paid distributions on the Preferred Units in-kind rather than in cash for a certain number of quarters. There have not been any in-kind distributions through January 31, 2023.

During the period through March 30, 2026, after Ferrellgas Partners has distributed \$356 million in distributions to holders of the Class B Units, Ferrellgas Partners will have the option to hold cash for six months at either Ferrellgas Partners or Ferrellgas Partners Finance Corp. for the sole purpose of redeeming the Class B Units. However, if the funds held are not used to redeem the Class B Units, the funds must either be distributed to holders of the Class B Units and, if applicable, holders of the Class A Units and the general partner or returned to the operating partnership.

Ferrellgas Partners will only be able to redeem the Class B Units to the extent it receives sufficient distributions from the operating partnership, and the operating partnership is limited in its ability to make distributions by the indentures that govern the 2026 Notes and the 2029 Notes, the Credit Agreement and the OpCo LPA Amendment governing the Preferred Units.

The holders of the Class B Units will have the right to acquire the general partner interests in Ferrellgas Partners and the operating partnership, without the approval of the general partner, Ferrellgas Partners, the holders of the Class A Units or the operating partnership, if the Class B Units are still outstanding and have not been converted to Class A Units by the earlier of (i) a material breach of the covenants in favor of the Class B Units under the Amended Ferrellgas Partners LPA or the Amended OpCo LPA that is not cured within the time period specified therein and (ii) March 30, 2031.

Board Rights

The holders of Class B Units will be permitted to designate one independent director to the Board of the general partner in accordance with a voting agreement among the general partner, Ferrell Companies, Inc. ("FCI"), the sole stockholder of the general partner, and the holders of the Class B Units and the general partner's bylaws.

Class A Units

As of January 31, 2023 and July 31, 2022, Class A Units were beneficially owned by the following:

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
Public Class A Unitholders ⁽¹⁾	3,480,621	3,480,621
James E. Ferrell ⁽²⁾	238,172	238,172
Ferrell Companies ⁽³⁾	1,126,468	1,126,468
FCI Trading Corp. ⁽⁴⁾	9,784	9,784
Ferrell Propane, Inc. ⁽⁵⁾	2,560	2,560
Total	<u>4,857,605</u>	<u>4,857,605</u>

(1) These Class A Units are traded on the OTC Pink Market under the symbol "FGPR".

(2) James E. Ferrell is the Chief Executive Officer and President of our general partner; and is the Chairman of the Board of Directors of our general partner and a related party. JEF Capital Management owns 237,942 of these Class A Units and is owned by the James E. Ferrell Revocable Trust Two and other family trusts, all of which James E. Ferrell and/or his family members are the trustees and beneficiaries. James E. Ferrell holds all voting common stock of JEF Capital Management. The remaining 230 Class A Units are held by Ferrell Resources Holdings, Inc., which is wholly-owned by the James E. Ferrell Revocable Trust One, for which James E. Ferrell is the trustee and sole beneficiary.

(3) Ferrell Companies is the owner of the general partner and an approximate 23% direct owner of Ferrellgas Partners' Class A Units and thus a related party. Ferrell Companies also beneficially owns 9,784 and 2,560 Class A Units of Ferrellgas Partners held by FCI Trading Corp. ("FCI Trading") and Ferrell Propane, Inc. ("Ferrell Propane"), respectively, bringing Ferrell Companies' total beneficial ownership of Class A Units to 23.4%.

(4) FCI Trading is an affiliate of the general partner and thus a related party.

(5) Ferrell Propane is controlled by the general partner and thus a related party.

Together these Class A Units represent (i) a 99% limited partner economic interest in Ferrellgas Partners, excluding the economic interest attributable to the Class B Units, and (ii) an effective 98% economic interest in the operating partnership, excluding the economic interests attributable to the Class B Units and the Preferred Units. In liquidation, allocations and distributions will be made in accordance with each Class A Unitholder's positive capital account.

The Class A Units of Ferrellgas Partners represent limited partner interests in Ferrellgas Partners, which give the holders thereof the right to participate in distributions made by Ferrellgas Partners, subject to the rights of holders of Class B Units, and to exercise the other rights or privileges available to such holders under the Amended Ferrellgas Partners LPA. Under the terms of the Amended Ferrellgas Partners LPA, holders of Class A Units have limited voting rights on matters affecting the business of Ferrellgas Partners. Generally, persons or groups owning 20% or more of Ferrellgas Partners' outstanding Class A Units cannot vote any of their Class A Units in excess of the 20% threshold. However, this limitation does not apply under certain circumstances and does not apply to Class A Units owned by Ferrell Companies, our general partner and its affiliates, and this limitation expires on the later of (a) March 30, 2026 and (b) the conversion of the Class B Units to Class A Units.

The Amended Ferrellgas Partners LPA allows the general partner to issue an unlimited number of additional general and limited partner interests of Ferrellgas Partners for such consideration and on such terms and conditions as shall be established by the general partner without the approval of any Class A Unitholders.

Partnership distributions

Ferrellgas Partners did not declare or pay any distributions to its Class A Unitholders or the general partner during the six months ended January 31, 2023 and 2022. On October 8, 2021, Ferrellgas Partners made a cash distribution in the aggregate amount of approximately \$49.9 million to its Class B Unitholders. See Note M – Net earnings (loss) per unitholders' interest for additional information.

Accumulated other comprehensive (loss) income ("AOCI")

See Note J – Derivative instruments and hedging activities for details regarding changes in fair value on risk management financial derivatives recorded within AOCI for the three and six months ended January 31, 2023 and 2022.

Ferrellgas Partners

General partner's commitment to maintain its capital account

Ferrellgas' partnership agreements allow the general partner to have an option to maintain its effective 2% general partner interest (excluding the interest attributable to the Class B Units and the Preferred Units) concurrent with the issuance of other additional equity.

During the six months ended January 31, 2023 and 2022, the general partner made non-cash contributions of \$29.0 thousand and \$32.0 thousand, respectively, to Ferrellgas to maintain its effective 2% general partner interest.

The operating partnership

Partnership distributions

The operating partnership has recognized the following distributions:

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Ferrellgas Partners	\$ —	\$ —	\$ —	\$ 50,000
General partner	—	—	—	—

See additional discussions about transactions with related parties in Note K – Transactions with related parties.

General partner's commitment to maintain its capital account

Ferrellgas, L.P.'s partnership agreement allows the general partner to have an option to maintain its 1.0101% general partner interest (excluding the interest attributable to the Preferred Units) concurrent with the issuance of other additional equity.

During the six months ended January 31, 2023 and 2022, the general partner made non-cash contributions of \$15.0 thousand and \$17.0 thousand, respectively, to the operating partnership to maintain its 1.0101% general partner interest.

H. Revenue from contracts with customers

Disaggregation of revenue

Ferrellgas disaggregates revenues based upon the type of customer and on the type of revenue. The following table presents retail propane revenues, wholesale propane revenues and other revenues. Retail revenues result from sales to end use customers, wholesale revenues result from sales to or through resellers and all other revenues include sales of appliances and other materials, other fees charged to customers and equipment rental charges.

Ferrellgas Partners

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Retail - Sales to End Users	\$ 498,449	\$ 496,745	\$ 764,423	\$ 749,255
Wholesale - Sales to Resellers	148,608	154,594	264,622	268,565
Other Gas Sales	4,829	6,165	8,685	12,388
Other	32,057	27,434	59,502	49,236
Propane and related equipment revenues	<u>\$ 683,943</u>	<u>\$ 684,938</u>	<u>\$ 1,097,232</u>	<u>\$ 1,079,444</u>

The operating partnership

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Retail - Sales to End Users	\$ 498,449	\$ 496,745	\$ 764,423	\$ 749,255
Wholesale - Sales to Resellers	148,608	154,594	264,622	268,565
Other Gas Sales	4,829	6,165	8,685	12,388
Other	32,057	27,432	59,502	49,234
Propane and related equipment revenues	<u>\$ 683,943</u>	<u>\$ 684,936</u>	<u>\$ 1,097,232</u>	<u>\$ 1,079,442</u>

Contract assets and liabilities

Ferrellgas' performance obligations are generally limited to the delivery of propane for its retail and wholesale contracts. Ferrellgas' performance obligations with respect to sales of appliances and other materials and other revenues are limited to the delivery of the agreed upon good or service. Ferrellgas does not have material performance obligations that are delivered over time, thus all of its revenue is recognized at the time the goods, including propane, are delivered or installed. Ferrellgas offers "even pay" and other billing programs that can create customer deposits or advances, depending on whether Ferrellgas has delivered more propane than the customer has paid for or whether the customer has paid for more propane than what has been delivered. Revenue is recognized from these customer deposits or advances to customers at the time product is delivered. The advance or deposit is considered to be a contract asset or liability. Additionally, from time to time, we have customers that pay in advance for goods or services, and such amounts result in contract liabilities.

Ferrellgas incurs incremental commissions directly related to the acquisition or renewal of customer contracts. The commissions are calculated and paid based upon the number of gallons sold to the acquired or renewed customer. The total amount of commissions that we incur is not material, and the commissions are expensed commensurate with the deliveries to which they relate; therefore, we do not capitalize these costs.

The following table presents the opening and closing balances of our contract assets and contract liabilities:

	January 31, 2023	July 31, 2022
Contract assets	\$ 15,861	\$ 11,935
Contract liabilities		
Deferred revenue ⁽¹⁾	\$ 50,062	\$ 47,929

(1) Of the beginning balance of deferred revenue, \$28.6 million was recognized as revenue during the six months ended January 31, 2023.

Remaining performance obligations

Ferrellgas' remaining performance obligations are generally limited to situations where customers have remitted payment but have not yet received deliveries of propane. This most commonly occurs in even pay billing programs and Ferrellgas expects that these balances will be recognized within a year or less as the customer takes delivery of propane.

I. Fair value measurements

Derivative financial instruments

The following table presents Ferrellgas' financial assets and financial liabilities that are measured at fair value on a recurring basis for each of the fair value hierarchy levels, including both current and noncurrent portions, as of January 31, 2023 and July 31, 2022:

	Asset (Liability)			
	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
January 31, 2023:				
Assets:				
Derivative financial instruments:				
Commodity derivatives	\$ —	\$ 19,390	\$ —	\$ 19,390
Liabilities:				
Derivative financial instruments:				
Commodity derivatives	\$ —	\$ (29,577)	\$ —	\$ (29,577)
July 31, 2022:				
Assets:				
Derivative financial instruments:				
Commodity derivatives	\$ —	\$ 51,267	\$ —	\$ 51,267
Liabilities:				
Derivative financial instruments:				
Commodity derivatives	\$ —	\$ (12,960)	\$ —	\$ (12,960)

Methodology

The fair values of Ferrellgas' non-exchange traded commodity derivative contracts are based upon indicative price quotations available through brokers, industry price publications or recent market transactions and related market indicators. There were no transfers between Levels 1, 2 or 3 during the six months ended January 31, 2023 and the fiscal year ended July 31, 2022.

Other financial instruments

The carrying amounts of other financial instruments included in current assets and current liabilities (except for current maturities of long-term debt) approximate their fair values because of their short-term nature. At January 31, 2023 and July 31, 2022, the estimated fair value of Ferrellgas' long-term debt instruments was \$1,283.2 million and \$1,327.8 million, respectively. Ferrellgas estimates the fair value of long-term debt based on quoted market prices. The fair value of Ferrellgas' consolidated debt obligations is a Level 2 valuation based on the observable inputs used for similar liabilities.

Ferrellgas has other financial instruments such as trade accounts receivable which could expose it to concentrations of credit risk. The credit risk from trade accounts receivable is limited because of a large customer base which extends across many different U.S. markets.

J. Derivative instruments and hedging activities

Ferrellgas is exposed to certain market risks related to its ongoing business operations. These risks include exposure to changing commodity prices as well as fluctuations in interest rates. Ferrellgas utilizes derivative instruments to manage its exposure to fluctuations in commodity prices. Of these, the propane commodity derivative instruments are designated as cash flow hedges.

Derivative instruments and hedging activity

During the six months ended January 31, 2023 and 2022, Ferrellgas did not recognize any gain or loss in earnings related to hedge ineffectiveness and did not exclude any component of financial derivative contract gains or losses from the assessment of hedge effectiveness related to commodity cash flow hedges.

The following tables provide a summary of the fair value of derivatives within Ferrellgas' condensed consolidated balance sheets as of January 31, 2023 and July 31, 2022:

Derivative Instrument	Final Maturity Date	January 31, 2023			
		Asset Derivatives		Liability Derivatives	
		Location	Fair value	Location	Fair value
Derivatives designated as hedging instruments	December 2024				
Commodity derivatives-propane		Price risk management asset	\$ 18,276	Other current liabilities	\$ 28,494
Commodity derivatives-propane		Other assets, net	1,114	Other liabilities	1,083
		Total	<u>\$ 19,390</u>	Total	<u>\$ 29,577</u>
Derivative Instrument	Final Maturity Date	July 31, 2022			
		Asset Derivatives		Liability Derivatives	
		Location	Fair value	Location	Fair value
Derivatives designated as hedging instruments	December 2024				
Commodity derivatives-propane		Price risk management asset	\$ 43,015	Other current liabilities	\$ 11,840
Commodity derivatives-propane		Other assets, net	8,252	Other liabilities	1,120
		Total	<u>\$ 51,267</u>	Total	<u>\$ 12,960</u>

Ferrellgas' exchange traded commodity derivative contracts require a cash margin deposit as collateral for contracts that are in a negative mark-to-market position. These cash margin deposits will be returned if mark-to-market conditions improve or will be applied against cash settlement when the contracts are settled. Liabilities represent cash margin deposits received by Ferrellgas for contracts that are in a positive mark-to-market position. The following tables provide a summary of cash margin balances as of January 31, 2023 and July 31, 2022:

Description	January 31, 2023			
	Assets		Liabilities	
	Location	Amount	Location	Amount
Margin Balances	Prepaid expense and other current assets	\$ 24,312	Broker margin deposit liability	\$ 11,450
	Other assets, net	1,833	Other liabilities	409
		<u>\$ 26,145</u>		<u>\$ 11,859</u>

Description	July 31, 2022			
	Assets		Liabilities	
	Location	Amount	Location	Amount
Margin Balances	Prepaid expense and other current assets	\$ 12,338	Broker margin deposit liability	\$ 32,805
	Other assets, net	4,797	Other liabilities	7,110
		<u>\$ 17,135</u>		<u>\$ 39,915</u>

The following tables provide a summary of the effect on Ferrellgas' condensed consolidated statements of comprehensive income (loss) for the three and six months ended January 31, 2023 and 2022 due to derivatives designated as cash flow hedging instruments:

Derivative Instrument	For the three months ended January 31, 2023			
	Amount of Gain (Loss) Recognized in AOCI	Location of Loss Reclassified from AOCI into Income	Amount of Gain (Loss) Reclassified from AOCI into Income	
			Effective portion	
				Ineffective portion
Commodity derivatives	\$ (6,238)	Cost of sales - propane and other gas liquids sales	\$ (6,716)	\$ —

Derivative Instrument	For the three months ended January 31, 2022			
	Amount of Gain (Loss) Recognized in AOCI	Location of Gain Reclassified from AOCI into Income	Amount of Gain (Loss) Reclassified from AOCI into Income	
			Effective portion	
				Ineffective portion
Commodity derivatives	\$ (17,860)	Cost of sales - propane and other gas liquids sales	\$ 30,210	\$ —

Derivative Instrument	For the six months ended January 31, 2023			
	Amount of Gain (Loss) Recognized in AOCI	Location of Gain Reclassified from AOCI into Income	Amount of Gain (Loss) Reclassified from AOCI into Income	
			Effective portion	
				Ineffective portion
Commodity derivatives	\$ (42,423)	Cost of sales - propane and other gas liquids sales	\$ 6,072	\$ —

Derivative Instrument	For the six months ended January 31, 2022			
	Amount of Gain (Loss) Recognized in AOCI	Location of Gain Reclassified from AOCI into Income	Amount of Gain (Loss) Reclassified from AOCI into Income	
			Effective portion	
				Ineffective portion
Commodity derivatives	\$ 55,072	Cost of sales - propane and other gas liquids sales	\$ 52,820	\$ —

Accumulated other comprehensive (loss) income

Ferrellgas Partners

The changes in derivatives included in AOCI for the six months ended January 31, 2023 and 2022 were as follows:

Gains and losses on derivatives included in AOCI	For the six months ended January 31,	
	2023	2022
Beginning balance attributable to Ferrellgas Partners, L.P.	\$ 37,907	\$ 88,866
Change in value of risk management commodity derivatives	(42,423)	55,072
Reclassification of gains on commodity hedges to cost of sales - propane and other gas liquids sales, net	(6,072)	(52,820)
Less: amount attributable to noncontrolling interests	490	(22)
Ending balance attributable to Ferrellgas Partners, L.P.	<u>\$ (10,098)</u>	<u>\$ 91,096</u>

The operating partnership

The changes in derivatives included in AOCI for the six months ended January 31, 2023 and 2022 were as follows:

Gains and losses on derivatives included in AOCI	For the six months ended January 31,	
	2023	2022
Beginning balance	\$ 38,307	\$ 89,786
Change in value of risk management commodity derivatives	(42,423)	55,072
Reclassification of gains on commodity hedges to cost of sales - propane and other gas liquids sales, net	(6,072)	(52,820)
Ending balance	<u>\$ (10,188)</u>	<u>\$ 92,038</u>

Ferrellgas expects to reclassify net losses of approximately \$10.2 million to earnings during the next 12 months. These net losses are expected to be offset by increased margins on propane sales commitments Ferrellgas has with its customers that qualify for the normal purchase normal sale exception.

During the six months ended January 31, 2023 and 2022, Ferrellgas had no reclassifications to operations resulting from the discontinuance of any cash flow hedges arising from the probability of the original forecasted transactions not occurring within the originally specified period of time defined within the hedging relationship.

As of January 31, 2023, Ferrellgas had financial derivative contracts covering 2.2 million barrels of propane that were entered into as cash flow hedges of forward and forecasted purchases of propane.

Derivative financial instruments credit risk

Ferrellgas is exposed to credit loss in the event of nonperformance by counterparties to derivative financial and commodity instruments. Ferrellgas' counterparties principally consist of major energy companies and major U.S. financial institutions. Ferrellgas maintains credit policies with regard to its counterparties that it believes reduces its overall credit risk. These policies include evaluating and monitoring its counterparties' financial condition, including their credit ratings, and entering into agreements with counterparties that govern credit limits. Certain of these agreements call for the posting of collateral by the counterparty or by Ferrellgas in the forms of letters of credit, parent guarantees or cash. Ferrellgas has concentrations of credit risk associated with derivative financial instruments held by certain derivative financial instrument counterparties. If these counterparties that make up the concentration failed to perform according to the terms of their contracts at January 31, 2023, the maximum amount of loss due to credit risk that Ferrellgas would incur based upon the gross fair values of the derivative financial instruments is zero.

From time to time Ferrellgas enters into derivative contracts that have credit-risk-related contingent features which dictate credit limits based upon Ferrellgas' debt rating. There were no open derivative contracts with credit-risk-related contingent features as of January 31, 2023.

K. Transactions with related parties

Ferrellgas has no employees and is managed and controlled by its general partner. Pursuant to Ferrellgas' partnership agreements, the general partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on behalf of Ferrellgas and all other necessary or appropriate expenses allocable to Ferrellgas or otherwise reasonably incurred by its general partner in connection with operating Ferrellgas' business. These costs primarily include compensation and benefits paid to employees of the general partner who perform services on Ferrellgas' behalf and are reported in the condensed consolidated statements of operations as follows:

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
Operating expense	\$ 86,727	\$ 71,803	\$ 155,709	\$ 136,752
General and administrative expense	\$ 7,789	\$ 8,786	\$ 15,659	\$ 15,015

See additional discussions about transactions with the general partner and related parties in Note G – Equity (Deficit).

L. Contingencies and commitments*Litigation*

Ferrellgas' operations are subject to all operating hazards and risks normally incidental to handling, storing, transporting and otherwise providing for use by consumers of combustible liquids such as propane and, prior to the sales of midstream operations in fiscal 2018, crude oil. As a result, at any given time, we can be threatened with or named as a defendant in various lawsuits arising in the ordinary course of business. Other than as discussed below, we are not a party to any legal proceedings other than various claims and lawsuits arising in the ordinary course of business. 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 reasonably expected to have a material adverse effect on our consolidated financial condition, results of operations and cash flows.

Ferrellgas and Bridger Logistics, LLC ("Bridger"), have been named, along with two former officers ("Rios and Gamboa"), in a lawsuit (the "EDPA Lawsuit") filed by Eddystone Rail Company ("Eddystone") on February 2, 2017 in the U.S. District Court for the Eastern District of Pennsylvania (the "Court"). On December 10, 2021, the Court dismissed Eddystone's claims against Rios and Gamboa, pursuant to a settlement agreement with Eddystone. Eddystone indicated that it has prevailed in or settled an arbitration against Jamex Transfer Services ("JTS"), previously named Bridger Transfer Services, a former subsidiary of Bridger. The arbitration involved a claim against JTS for money due for deficiency payments under a contract for the use of an Eddystone facility used to offload crude from rail onto barges. Eddystone alleges that Ferrellgas transferred assets out of JTS prior to the sale of the membership interest in JTS to Jamex Transfer Holdings, and that those transfers should be avoided so that the assets can be used to satisfy the amount owed by JTS to Eddystone as a result of the arbitration. Eddystone also alleges that JTS was an "alter ego" of Bridger and Ferrellgas and that Bridger and Ferrellgas breached both an implicit contract as well as fiduciary duties allegedly owed to Eddystone as a creditor of JTS. Ferrellgas believes that Ferrellgas and Bridger have valid defenses to these claims and to Eddystone's primary claim against JTS for breach of contract. If Eddystone ultimately prevails, however, Ferrellgas believes that the amount of damages awarded could be material to Ferrellgas. Ferrellgas intends to vigorously defend this claim.

The Court decided summary judgment motions in March 2022 and the three segments of the bench trial were completed in September 2022, December 2022 and February 2023, respectively. The Court set a briefing schedule through May 2023, and closing arguments for August 2023. Management does not currently believe a loss is probable or reasonably estimable at this time. However, we may enter into settlement discussions at any time.

Long-term debt related commitments

Ferrellgas has long and short-term payment obligations under agreements such as the indentures governing its senior notes. See Note E – Debt for a description of these debt obligations and a schedule of future maturities.

M. Net earnings per unitholders' interest

Below is a calculation of the basic and diluted net earnings per Class A Unitholders' interest in the condensed consolidated statements of operations for the periods indicated:

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
	(in thousands, except per unit amounts)			
Net earnings attributable to Ferrellgas Partners, L.P.	\$ 98,100	\$ 108,405	\$ 93,555	\$ 99,799
Less: Distributions to preferred unitholders	16,222	16,317	32,473	33,322
Less: Distribution to Class B unitholders	—	—	—	49,998
Less: Allocation of undistributed net earnings to Class B units	69,340	78,003	51,554	6,127
Less: General partner's interest in net earnings	981	1,084	936	998
Undistributed net earnings attributable to Class A unitholders	11,557	13,001	8,592	9,354
Weighted average Class A Units outstanding (in thousands)	4,857.6	4,857.6	4,857.6	4,857.6
Basic and diluted net earnings per Class A Unit	<u>\$ 2.38</u>	<u>\$ 2.68</u>	<u>\$ 1.77</u>	<u>\$ 1.93</u>

Class B Units considerations

The Class B Units meet the definition of a participating security and the two-class method is required. For any periods in which earnings are recognized, the earnings will first be allocated 100% to the Class B Units until the allocation equals the cumulative amount of all distributions paid to the Class B Units. Any remaining undistributed net earnings will be allocated between the Class B Units and the Class A Units on a six-to-one basis as if all undistributed earnings had been distributed to each class of units in accordance with their distribution rights. For any periods in which losses are recognized, no effect is given to the Class B Units as they do not contractually participate in the losses of Ferrellgas. In addition, Ferrellgas has the option to redeem all, but not less than all, of the Class B Units outstanding at any time on or prior to March 30, 2026 for cash. This call option does not impact the dilutive effect of net loss per Class A Unit due to the cash-only redemption provision, which is assumed, and therefore there would be no dilutive effect.

N. Subsequent events

Ferrellgas has evaluated events and transactions occurring after the balance sheet date through the date Ferrellgas' condensed consolidated financial statements were issued and concluded that there were no events or transactions occurring during this period that required recognition or disclosure in its condensed consolidated financial statements.

FERRELLGAS PARTNERS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas Partners, L.P.)
CONDENSED BALANCE SHEETS
(unaudited)

	<u>January 31, 2023</u>	<u>July 31, 2022</u>
ASSETS		
Cash	\$ —	\$ —
Total assets	<u>\$ —</u>	<u>\$ —</u>
LIABILITIES AND EQUITY (DEFICIT)		
Current liabilities:		
Other current liabilities	\$ —	\$ 1,706
Total current liabilities	<u>\$ —</u>	<u>\$ 1,706</u>
Contingencies and commitments (Note B)		
STOCKHOLDER'S EQUITY (DEFICIT)		
Common stock, \$1.00 par value; 2,000 shares authorized; 1,000 shares issued and outstanding	\$ 1,000	\$ 1,000
Additional paid in capital	41,624	39,486
Accumulated deficit	(42,624)	(42,192)
Total stockholder's equity (deficit)	<u>—</u>	<u>(1,706)</u>
Total liabilities and equity (deficit)	<u>\$ —</u>	<u>\$ —</u>

See notes to condensed financial statements.

FERRELLGAS PARTNERS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas Partners, L.P.)
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
General and administrative expense	\$ 94	\$ 1,415	\$ 432	\$ 1,415
Net loss	\$ (94)	\$ (1,415)	\$ (432)	\$ (1,415)

See notes to condensed financial statements.

FERRELLGAS PARTNERS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas Partners, L.P.)
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	For the six months ended January 31,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (432)	\$ (1,415)
Changes in operating assets and liabilities:		
Other current liabilities	(1,706)	682
Prepaid expenses and other current assets	—	—
Cash used in operating activities	(2,138)	(733)
Cash flows from financing activities:		
Capital contribution	2,138	—
Cash provided by financing activities	2,138	—
Net change in cash	—	(733)
Cash - beginning of period	—	1,000
Cash - end of period	\$ —	\$ 267

See notes to condensed financial statements.

FERRELLGAS PARTNERS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas Partners, L.P.)
(unaudited)

NOTES TO CONDENSED FINANCIAL STATEMENTS

A. Formation

Ferrellgas Partners Finance Corp. (“Partners Finance Corp.”), a Delaware corporation, was formed on March 28, 1996 and is a wholly-owned subsidiary of Ferrellgas Partners, L.P. (“Ferrellgas Partners”).

Ferrellgas Partners contributed \$1,000 to Partners Finance Corp. on April 8, 1996 in exchange for 1,000 shares of common stock.

Partners Finance Corp. has nominal assets, does not conduct any operations and has no employees.

B. Contingencies and commitments

Partners Finance Corp. serves as co-issuer and co-obligor for debt securities of Ferrellgas Partners. As of January 31, 2023, Ferrellgas Partners had no debt securities outstanding, and Partners Finance Corp. therefore was not liable as co-issuer for any such debt securities.

C. Subsequent events

Partners Finance Corp. has evaluated events and transactions occurring after the balance sheet date through the date Partners Finance Corp.’s condensed financial statements were issued, and concluded that there were no events or transactions occurring during this period that required recognition or disclosure in its condensed financial statements.

FERRELLGAS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas, L.P.)
CONDENSED BALANCE SHEETS
(unaudited)

	January 31, 2023	July 31, 2022
ASSETS		
Cash	\$ —	\$ —
Total assets	<u>\$ —</u>	<u>\$ —</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Other current liabilities	\$ —	\$ —
Total current liabilities	<u>\$ —</u>	<u>\$ —</u>
Contingencies and commitments (Note B)		
Equity:		
Common stock, \$1.00 par value; 2,000 shares authorized; 1,000 shares issued and outstanding	\$ 1,000	\$ 1,000
Additional paid in capital	103,875	103,928
Accumulated deficit	(104,875)	(104,928)
Total stockholder's equity	<u>\$ —</u>	<u>\$ —</u>
Total liabilities and equity	<u>\$ —</u>	<u>\$ —</u>

See notes to condensed financial statements.

FERRELLGAS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas, L.P.)
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	For the three months ended January 31,		For the six months ended January 31,	
	2023	2022	2023	2022
General and administrative expense	\$ 53	\$ 1,468	\$ 53	\$ 1,468
Net loss	<u><u>\$ (53)</u></u>	<u><u>\$ (1,468)</u></u>	<u><u>\$ (53)</u></u>	<u><u>\$ (1,468)</u></u>

See notes to condensed financial statements.

FERRELLGAS FINANCE CORP.
(a wholly-owned subsidiary of Ferrellgas, L.P.)
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	For the six months ended January 31,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (53)	\$ (1,468)
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	—	410
Cash used in operating activities	(53)	(1,058)
Cash flows from financing activities:		
Capital contribution	53	53
Cash provided by financing activities	53	53
Net change in cash	—	(1,005)
Cash - beginning of period	—	1,100
Cash - end of period	\$ —	\$ 95

See notes to condensed financial statements.

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

NOTES TO CONDENSED FINANCIAL STATEMENTS

A. Formation

Ferrellgas Finance Corp. (“Finance Corp.”), a Delaware corporation, was formed on January 16, 2003 and is a wholly-owned subsidiary of Ferrellgas, L.P. (the “operating partnership”).

The operating partnership contributed \$1,000 to Finance Corp. on January 24, 2003 in exchange for 1,000 shares of common stock.

Finance Corp. has nominal assets, does not conduct any operations and has no employees.

B. Contingencies and commitments

Finance Corp. serves as co-issuer and co-obligor for debt securities of the operating partnership. As of January 31, 2023 and July 31, 2022, the Finance Corp. was liable as co-issuer and co-obligor for the operating partnership’s (i) \$650 million aggregate principal amount of unsecured senior notes due 2026 and (ii) \$825 million aggregate principal amount of unsecured senior notes due 2029, each of which were issued on March 30, 2021.

C. Subsequent events

Finance Corp. has evaluated events and transactions occurring after the balance sheet date through the date Finance Corp.’s condensed financial statements were issued and concluded that there were no events or transactions occurring during this period that required recognition or disclosure in its condensed financial statements.

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

References and Defined Terms

In this Item 2 of this Quarterly Report on Form 10-Q, unless the context indicates otherwise:

- “us,” “we,” “our,” “ours,” “consolidated,” the “Company” or “Ferrellgas” are references to Ferrellgas Partners, L.P. together with its consolidated subsidiaries, including Ferrellgas, L.P., Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp., except when used in connection with “Class A Units” or “Class B Units,” in which case these terms refer to Ferrellgas Partners, L.P. without its consolidated subsidiaries;
- “Ferrellgas Partners” refers to Ferrellgas Partners, L.P. itself, without its consolidated subsidiaries;
- the “operating partnership” refers to Ferrellgas, L.P., together (except where the context indicates otherwise) with its consolidated subsidiaries, including Ferrellgas Finance Corp.;
- our “general partner” refers to Ferrellgas, Inc.;
- “Ferrell Companies” refers to Ferrell Companies, Inc., the sole shareholder of our general partner;
- “Board of Directors” or “Board” refers to the board of directors of our general partner;
- “GAAP” refers to accounting principles generally accepted in the United States;
- “retail sales” refers to Propane and other gas liquid sales: Retail - Sales to End Users, or the volume of propane sold primarily to our residential, industrial/commercial and agricultural customers;
- “wholesale sales” refers to Propane and other gas liquid sales: Wholesale - Sales to Resellers, or the volume of propane sold primarily to our portable tank exchange customers and bulk propane sold to wholesale customers;
- “other gas sales” refers to Propane and other gas liquid sales: Other Gas Sales, or the volume of bulk propane sold to other third-party propane distributors or marketers and the volume of refined fuel sold;
- “propane sales volume” refers to the volume of propane sold to our retail sales and wholesale sales customers;
- “Class A Units” refers to the Class A Units of Ferrellgas Partners, one of which was issued for every twenty of Ferrellgas Partners’ then-outstanding common units in a 1-for-20 reverse unit split effected on March 30, 2021;
- “Class B Units” refers to the Class B Units of Ferrellgas Partners;
- “Preferred Units” refers to the Senior Preferred Units of the operating partnership;
- “Unitholders” or “unitholders” refers to holders of Class A Units, holders of Class B Units or holders of Preferred Units, as indicated or as the context requires for each such reference; and
- references to any fiscal year are to the fiscal year ended or ending on July 31 of the applicable year.

Also, the following terms are defined in this Item 2 of this Quarterly Report on Form 10-Q:

- Amended Ferrellgas Partners LPA
- Amended OpCo LPA
- Credit Agreement
- Credit Facility
- Ferrellgas Partners Notes
- OpCo LPA Amendment

Cautionary Note Regarding Forward-looking Statements

Statements included in this report include forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. These statements often use words such as “anticipate,” “believe,” “intend,” “plan,” “projection,” “forecast,” “strategy,” “position,” “continue,” “estimate,” “expect,” “may,” “will,” or the negative of those terms or other variations of them or comparable terminology. These statements often discuss plans, strategies, events or developments that we expect or anticipate will or may occur in the future and are based upon the beliefs and assumptions of our management and on the information currently available to them. In particular, statements, express or implied, concerning our future operating results or financial position or our ability to generate sales, income or cash flow are forward-looking statements.

Forward-looking statements are not guarantees of performance. You should not put undue reliance on any forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause our actual results to differ materially from those expressed in or implied by these forward-looking statements. Many of the factors that will affect our future results are beyond our ability to control or predict. Some of the risk factors that may affect our business, financial condition or results of operations include:

- the effect of weather conditions on the demand for propane;
- the prices of wholesale propane, motor fuel and crude oil;
- disruptions to the supply of propane;
- competition from other industry participants and other energy sources;
- energy efficiency and technology advances;
- significant delays in the collection of accounts or notes receivable;
- customer, counterparty, supplier or vendor defaults;
- changes in demand for, and production of, hydrocarbon products;
- increased trucking and rail regulations;
- inherent operating and litigation risks in gathering, transporting, handling and storing propane;
- our inability to complete acquisitions or to successfully integrate acquired operations;
- costs of complying with, or liabilities imposed under, environmental, health and safety laws;
- the impact of pending and future legal proceedings;
- the interruption, disruption, failure or malfunction of our information technology systems including due to cyber-attack;
- the impact of changes in tax law that could adversely affect the tax treatment of Ferrellgas Partners for federal income tax purposes;
- economic and political instability, particularly in areas of the world tied to the energy industry;
- disruptions in the capital and credit markets; and
- access to available capital to meet our operating and debt-service requirements.

When considering any forward-looking statement, you should also keep in mind the risk factors set forth in “Item 1A. Risk Factors” of our Annual Report on Form 10-K for fiscal 2022 and in any more recent filings with the SEC. Any of these risks could impair our business, financial condition or results of operations. Any such impairment may affect our ability to make distributions to our unitholders or pay interest on the principal of any of our debt securities. In addition, the trading price of our securities could decline as a result of any such impairment.

Except for our ongoing obligations to disclose material information as required by federal securities laws, we undertake no obligation to update any forward-looking statements or risk factors after the date of this Quarterly Report on Form 10-Q.

Overview

Our management’s discussion and analysis of financial condition and results of operations relates to Ferrellgas Partners and the operating partnership.

Ferrellgas Partners is a holding entity that conducts no operations and has two direct subsidiaries, the operating partnership and Ferrellgas Partners Finance Corp. Our activities are primarily conducted through the operating partnership. Ferrellgas Partners and the Preferred Unitholders are the only limited partners of the operating partnership. Ferrellgas, Inc. is the sole general partner of Ferrellgas Partners and the operating partnership and, excluding the economic interests attributable to the Class B Units and the Preferred Units, owns an approximate 1% general partner economic interest in each, and, therefore, an effective 2% general partner economic interest in the operating partnership. Excluding the economic interests attributable to the Preferred Units, Ferrellgas Partners owns an approximate 99% limited partner interest in the operating partnership. For information regarding the economic and other terms of the Class B Units and the Preferred Units, see Note G – Equity (Deficit) and Note F – Preferred units to our condensed consolidated financial statements included elsewhere herein.

Our general partner performs all management functions for us. The parent company of our general partner, Ferrell Companies, currently beneficially owns approximately 23.4% of our outstanding Class A units. Ferrell Companies is owned 100% by an employee stock ownership trust.

The operating partnership was formed on April 22, 1994, and accounts for substantially all of our consolidated assets, sales and operating earnings.

Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp. have nominal assets, do not conduct any operations and have no employees other than officers. Ferrellgas Partners Finance Corp. has served as co-issuer and co-obligor for debt securities of Ferrellgas Partners, while Ferrellgas Finance Corp., a subsidiary of the operating partnership, serves as co-issuer and co-obligor for debt securities of the operating partnership. Accordingly, and due to the reduced disclosure format, a discussion of the results of operations, liquidity and capital resources of Ferrellgas Partners Finance Corp. and Ferrellgas Finance Corp. is not presented in this section.

The Class A Units of Ferrellgas Partners are traded on the OTC Pink Market under the symbol “FGPR”.

We file annual, quarterly, and current reports and other information with the Securities and Exchange Commission (the “SEC”). You may read and download our SEC filings over the Internet from several commercial document retrieval services as well as at the SEC’s website at www.sec.gov. Our SEC filings are also available on our website at www.ferrellgas.com at no cost as soon as reasonably practicable after our electronic filing or furnishing thereof with the SEC. Please note that any Internet addresses provided in this Quarterly Report on Form 10-Q are for informational purposes only and are not intended to be hyperlinks. Accordingly, no information found and/or provided at such Internet addresses is intended or deemed to be incorporated by reference herein.

The following is a discussion of our historical financial condition and results of operations and should be read in conjunction with our audited historical consolidated financial statements and accompanying notes thereto included in our Annual Report on Form 10-K for fiscal 2022 and in our unaudited historical condensed consolidated financial statements and accompanying notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

The discussions set forth in the “Results of Operations” and “Liquidity and Capital Resources” sections generally refer to Ferrellgas Partners and its consolidated subsidiaries.

COVID-19 developments

COVID-19, and variants thereof, continues to evolve and impact the economy of the United States and other countries around the world. While the majority of areas in the United States have reduced most or all COVID-19 restrictions, there remains uncertainty as to the magnitude and duration COVID-19 could have on our operations and sales. We will continue to monitor the situation and adapt to changing circumstances as needed for our business.

How We Evaluate Our Operations

We evaluate our overall business performance based primarily on a metric we refer to as “Adjusted EBITDA,” which is not defined by GAAP and should not be considered an alternative to earnings measures defined by GAAP. We do not utilize depreciation, depletion and amortization expense in our key measures because we focus our performance management on cash flow generation and our revenue generating assets have long useful lives. For the definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net earnings attributable to Ferrellgas Partners, L.P., the most directly comparable GAAP measure, see the subheading “Non-GAAP Financial Measures” below.

Propane operations and related equipment sales

Based on our propane sales volumes in fiscal 2022, we believe that we are the second largest retail marketer of propane in the United States and a leading national provider of propane by portable tank exchange. We serve residential, industrial/commercial, portable tank exchange, agricultural, wholesale and other customers in all 50 states, the District of Columbia and Puerto Rico. Our operations primarily include the retail distribution and sale of propane and related equipment and supplies with concentrations in the Midwest, Southeast, Southwest and Northwest regions of the United States.

We use information on temperatures to understand how our results of operations are affected by temperatures that are warmer or colder than normal. Normal temperatures computed by us are the average of the last 10 years of information published by the National Oceanic and Atmospheric Administration (“NOAA”). Based on this information we calculate a ratio of actual heating degree days to normal heating degree days. Heating degree days are a general indicator of weather impacting propane usage.

Weather conditions have a significant impact on demand for propane for heating purposes primarily during the months of November through March (the “winter heating season”). Accordingly, the volume of propane used by our customers for this purpose is directly affected by the severity of the winter weather in the regions we serve and can vary substantially from year to year. In any given region, sustained warmer-than-normal temperatures will tend to result in reduced propane usage, while sustained colder-than-normal temperatures will tend to result in greater usage. Although there is a strong correlation between weather and customer usage, general economic conditions in the United States and the wholesale price of propane can have a significant impact on this correlation. Additionally, there is a natural time lag between the onset of cold weather and increased sales to customers. If the United States were to experience a cooling trend, we could expect nationwide demand for propane to increase which could lead to greater sales, income and liquidity availability. Conversely, if the United States were to experience a continued warming trend, we could expect nationwide demand for propane for heating purposes to decrease which could lead to a reduction in our sales, income and liquidity availability as well as impact our ability to maintain compliance with our debt covenants.

We employ risk management activities that attempt to mitigate price risks related to the purchase, storage, transport and sale of propane generally in the contract and spot markets from major domestic energy companies. We attempt to mitigate these price risks through the use of financial derivative instruments and forward propane purchase and sales contracts. We enter into propane sales commitments with a portion of our customers that provide for a contracted price agreement for a specified period of time. These commitments can expose us to product price risk if not immediately hedged with an offsetting propane purchase commitment.

Our open financial derivative propane purchase commitments are designated as hedges primarily for fiscal 2023 and 2024 sales commitments and, as of January 31, 2023, we have experienced net mark-to-market losses of approximately \$10.2 million. Because these financial derivative purchase commitments qualify for hedge accounting treatment, the resulting asset, liability and related mark-to-market gains or losses are recorded on the condensed consolidated balance sheets as “Prepaid expenses and other current assets,” “Other assets, net,” “Other current liabilities,” “Other liabilities” and “Accumulated other comprehensive (loss) income,” respectively, until settled. Upon settlement, realized gains or losses on these contracts will be reclassified to “Cost of sales-propane and other gas liquid sales” in the condensed consolidated statements of operations as the underlying inventory is sold. These financial derivative purchase commitment net losses are expected to be offset by increased margins on propane sales commitments that qualify for the normal purchase normal sale exception. At January 31, 2023, we estimate 92% of currently open financial derivative purchase commitments, the related propane sales commitments and the resulting gross margin will be realized into earnings during the next twelve months.

Summary Discussion of Results of Operations:

Executive Overview

For the three months ended January 31, 2023 and 2022

During the three months ended January 31, 2023 and 2022, we recognized net earnings attributable to Ferrellgas Partners, L.P. of \$98.1 million and \$108.4 million, respectively. This \$10.3 million decrease was primarily driven by increases of \$29.3 million in “Operating expense - personnel, vehicle, plant and other” and \$7.3 million in “General and administrative expense.” Additionally, we recognized a \$0.3 million loss compared to a \$9.3 million gain on asset sales and disposals during the three months ended January 31, 2023 and 2022, respectively. These unfavorable variances were partially offset by a \$34.0 million increase in “Gross margin.”

Distributable cash flow attributable to equity investors increased to \$131.5 million for the three months ended January 31, 2023 compared to \$121.4 million for the prior year period, primarily due to a \$4.5 million increase in Adjusted EBITDA and a \$7.4 million decrease in net cash interest expense, which was partially offset by a \$1.3 million decrease in proceeds from asset sales.

For the three months ended January 31, 2023 and 2022, distributable cash flow excess was \$112.7 million and \$101.0 million, respectively. This \$11.7 million increase was primarily due to the \$10.1 million increase in distributable cash flow attributable to equity investors noted above and a \$1.8 million decrease in distributions accrued or paid to preferred unitholders.

For the six months ended January 31, 2023 and 2022

During the six months ended January 31, 2023 and 2022, we recognized net earnings attributable to Ferrellgas Partners, L.P. of \$93.6 million and \$99.8 million, respectively. This \$6.2 million decrease was primarily driven by increases of \$42.0 million in “Operating expense-personnel, vehicle, plant and other,” \$9.6 million in “General and administrative expense” and \$3.5 million in “Depreciation and amortization expense.” Additionally, we recognized a \$2.0 million loss compared to a \$7.9 million gain on asset sales and disposals during the six months ended January 31, 2023 and 2022, respectively. These unfavorable variances were partially offset by a \$59.1 million increase in “Gross margin.”

Distributable cash flow attributable to equity investors increased to \$153.5 million for the six months ended January 31, 2023 compared to \$136.7 million for the prior year period, primarily due to a \$16.8 million increase in Adjusted EBITDA and a \$3.9 million decrease in net cash interest expense, which was partially offset by a \$2.6 million increase in maintenance capital expenditures.

For the six months ended January 31, 2023 and 2022, distributable cash flow excess was \$118.0 million and \$50.6 million, respectively. This \$67.4 million increase was primarily due to a \$50.0 million distribution paid to Class B Unitholders in the prior year period and the \$16.8 million increase in distributable cash flow attributable to equity investors noted above.

Consolidated Results of Operations

(amounts in thousands)	Three months ended January 31,		Six months ended January 31,	
	2023	2022	2023	2022
Total revenues	\$ 683,943	\$ 684,938	\$ 1,097,232	\$ 1,079,444
Total cost of sales	351,735	386,770	569,592	610,918
Operating expense - personnel, vehicle, plant and other	157,355	128,013	287,095	245,125
Depreciation and amortization expense	23,069	21,944	45,700	42,239
General and administrative expense	23,115	15,784	37,948	28,359
Operating expense - equipment lease expense	5,586	6,022	11,610	11,712
Non-cash employee stock ownership plan compensation charge	722	751	1,445	1,660
Loss (gain) on asset sales and disposals	290	(9,275)	1,970	(7,865)
Operating income	122,071	134,929	141,872	147,296
Interest expense	(23,177)	(25,139)	(48,186)	(50,534)
Other income, net	544	43	1,013	4,307
Earnings before income taxes	99,438	109,833	94,699	101,069
Income tax expense	503	481	521	577
Net earnings	98,935	109,352	94,178	100,492
Net earnings attributable to noncontrolling interest	835	947	623	693
Net earnings attributable to Ferrellgas Partners, L.P.	<u>\$ 98,100</u>	<u>\$ 108,405</u>	<u>\$ 93,555</u>	<u>\$ 99,799</u>

Non-GAAP Financial Measures

In this Quarterly Report we present the following Non-GAAP financial measures: Adjusted EBITDA, Distributable cash flow attributable to equity investors, Distributable cash flow attributable to Class A and B Unitholders, and Distributable cash flow excess.

Adjusted EBITDA. Adjusted EBITDA for Ferrellgas Partners is calculated as net earnings attributable to Ferrellgas Partners, L.P., plus the sum of the following: income tax expense, interest expense, depreciation and amortization expense, non-cash employee stock ownership plan compensation charge, loss (gain) on asset sales and disposals, other income, net, severance costs, legal fees and settlements related to non-core businesses, and net earnings attributable to noncontrolling interest. Management believes the presentation of this measure is relevant and useful because it allows investors to view the partnership's performance in a manner similar to the method management uses, adjusted for items management believes make it easier to compare its results with other companies that have different financing and capital structures. Adjusted EBITDA, as management defines it, may not be comparable to similarly titled measurements used by other companies. Items added into our calculation of Adjusted EBITDA that will not occur on a continuing basis may have associated cash payments. This method of calculating Adjusted EBITDA should be viewed in conjunction with measurements that are computed in accordance with GAAP.

Distributable Cash Flow Attributable to Equity Investors. Distributable cash flow attributable to equity investors is calculated as Adjusted EBITDA minus net cash interest expense, maintenance capital expenditures and cash paid for income taxes, plus proceeds from certain asset sales. Management considers distributable cash flow attributable to equity investors a meaningful measure of Ferrellgas' ability to declare and pay quarterly distributions to equity investors, including holders of the operating partnership's Preferred Units. Distributable cash flow attributable to equity investors, as management defines it, may not be comparable to similarly titled measurements used by other companies. Items added into our calculation of distributable cash flow attributable to equity investors that will not occur on a continuing basis may have associated cash payments. Distributable cash flow attributable to equity investors should be viewed in conjunction with measurements that are computed in accordance with GAAP.

Distributable Cash Flow Attributable to Class A and B Unitholders. Distributable cash flow attributable to Class A and B Unitholders is calculated as Distributable cash flow attributable to equity investors minus distributions accrued or paid to Preferred Unitholders and distributable cash flow attributable to general partner and noncontrolling interest. Management considers Distributable cash flow attributable to Class A and B Unitholders a meaningful measure of the partnership's ability to declare and pay quarterly distributions to Class A and B Unitholders. Distributable cash flow attributable to Class A and B Unitholders, as management defines it, may not be comparable to similarly titled measurements used by other companies. Items added into our calculation of distributable cash flow attributable to Class A and B Unitholders that will not occur on a continuing basis may have associated cash payments. Distributable cash flow attributable to Class A and B Unitholders should be viewed in conjunction with measurements that are computed in accordance with GAAP.

Distributable Cash Flow Excess. Distributable cash flow excess is calculated as Distributable cash flow attributable to Class A and B Unitholders minus Distributions paid to Class A and B Unitholders. Distributable cash flow excess, if any, is retained to establish reserves, to reduce debt, to fund capital expenditures and for other partnership purposes, and any shortage is funded from previously established reserves, cash on hand or borrowings under our Credit Facility. Management considers Distributable cash flow excess a meaningful measure of the partnership's ability to effectuate those purposes. Distributable cash flow excess, as management defines it, may not be comparable to similarly titled measurements used by other companies. Items added into our calculation of distributable cash flow excess that will not occur on a continuing basis may have associated cash payments. Distributable cash flow excess should be viewed in conjunction with measurements that are computed in accordance with GAAP.

[Table of Contents](#)

The following table reconciles Adjusted EBITDA, Distributable cash flow attributable to equity investors, Distributable cash flow attributable to Class A and B Unitholders and Distributable cash flow excess to Net earnings attributable to Ferrellgas Partners, L.P., the most directly comparable GAAP measure, for the three and six months ended January 31, 2023 and 2022:

(amounts in thousands)	Three months ended January 31,		Six months ended January 31,	
	2023	2022	2023	2022
Net earnings attributable to Ferrellgas Partners, L.P.	\$ 98,100	\$ 108,405	\$ 93,555	\$ 99,799
Income tax expense	503	481	521	577
Interest expense	23,177	25,139	48,186	50,534
Depreciation and amortization expense	23,069	21,944	45,700	42,239
EBITDA	144,849	155,969	187,962	193,149
Non-cash employee stock ownership plan compensation charge	722	751	1,445	1,660
Loss (gain) on asset sales and disposals	290	(9,275)	1,970	(7,865)
Other income, net	(544)	(43)	(1,013)	(4,307)
Severance costs	634	281	644	497
Legal fees and settlements related to non-core businesses	9,107	2,807	13,979	4,938
Net earnings attributable to noncontrolling interest	835	947	623	693
Adjusted EBITDA	155,893	151,437	205,610	188,765
Net cash interest expense ^(a)	(20,265)	(27,620)	(42,871)	(46,739)
Maintenance capital expenditures ^(b)	(4,375)	(4,060)	(10,207)	(7,639)
Cash paid for income taxes	(447)	(407)	(496)	(407)
Proceeds from certain asset sales	736	2,085	1,488	2,726
Distributable cash flow attributable to equity investors	131,542	121,435	153,524	136,706
Less: Distributions accrued or paid to preferred unitholders	16,222	17,989	32,473	33,322
Distributable cash flow attributable to general partner and non-controlling interest	(2,631)	(2,437)	(3,070)	(2,742)
Distributable cash flow attributable to Class A and B unitholders	112,689	101,009	117,981	100,642
Less: Distributions paid to Class A and B unitholders ^(c)	—	—	—	49,998
Distributable cash flow excess	<u>\$ 112,689</u>	<u>\$ 101,009</u>	<u>\$ 117,981</u>	<u>\$ 50,644</u>

(a) Net cash interest expense is the sum of interest expense less non-cash interest expense and other income, net.

(b) Maintenance capital expenditures include capitalized expenditures for betterment and replacement of property, plant and equipment, and may from time to time include the purchase of assets that are typically leased.

(c) The Company did not pay any distributions to Class A unitholders during fiscal 2023 or 2022.

Operating Results for the three months ended January 31, 2023 and 2022

The following table summarizes propane sales volumes and Adjusted EBITDA results for the periods indicated:

	2023	2022	Increase (Decrease)	
As of January 31,				
Retail customers	681,409	702,154	(20,745)	(3)%
Tank exchange selling locations	60,335	61,004	(669)	(1)%
<i>(amounts in thousands)</i>				
Three months ended January 31,				
Propane sales volumes (gallons):				
Retail - Sales to End Users	213,662	215,276	(1,614)	(1)%
Wholesale - Sales to Resellers	60,945	61,957	(1,012)	(2)%
	<u>274,607</u>	<u>277,233</u>	<u>(2,626)</u>	<u>(1)%</u>
Revenues -				
Propane and other gas liquids sales:				
Retail - Sales to End Users	\$ 498,449	\$ 496,745	\$ 1,704	0 %
Wholesale - Sales to Resellers	148,608	154,594	(5,986)	(4)%
Other Gas Sales ^(a)	4,829	6,165	(1,336)	(22)%
Other ^(b)	<u>32,057</u>	<u>27,434</u>	<u>4,623</u>	<u>17 %</u>
Propane and related equipment revenues	<u>\$ 683,943</u>	<u>\$ 684,938</u>	<u>\$ (995)</u>	<u>(0)%</u>
Gross Margin -				
Propane and other gas liquids sales gross margin: ^(c)				
Retail - Sales to End Users ^(a)	\$ 246,638	\$ 220,628	\$ 26,010	12 %
Wholesale - Sales to Resellers ^(a)	57,756	53,663	4,093	8 %
Other ^(b)	<u>27,814</u>	<u>23,877</u>	<u>3,937</u>	<u>16 %</u>
Propane and related equipment gross profit	<u>\$ 332,208</u>	<u>\$ 298,168</u>	<u>\$ 34,040</u>	<u>11 %</u>
Operating, general and administrative expense ^(d)	\$ 180,470	\$ 143,797	\$ 36,673	26 %
Operating expense - equipment lease expense	5,586	6,022	(436)	(7)%
Operating income	\$ 122,071	\$ 134,929	\$ (12,858)	(10)%
Depreciation and amortization expense	23,069	21,944	1,125	5 %
Non-cash employee stock ownership plan compensation charge	722	751	(29)	(4)%
Loss (gain) on asset sales and disposals	290	(9,275)	9,565	NM
Legal fees and settlements related to non-core businesses	9,107	2,807	6,300	224 %
Severance costs	634	281	353	126 %
Adjusted EBITDA	<u>\$ 155,893</u>	<u>\$ 151,437</u>	<u>\$ 4,456</u>	<u>3 %</u>

NM – Not meaningful

- (a) Gross margin for “Other Gas Sales” is allocated to Gross margin “Retail - Sales to End Users” and “Wholesale - Sales to Resellers” based on the volumes in each respective category.
- (b) “Other” primarily includes various customer fee income and to a lesser extent appliance and material sales.
- (c) Gross margin from “Propane and other gas liquids sales” represents “Revenues - Propane and other gas liquids sales” less “Cost of sales - Propane and other gas liquids sales” and does not include depreciation and amortization.
- (d) “Operating, general and administrative expense” above includes both the “Operating expense – personnel, vehicle, plant and other” and the “General and administrative expense” captions in the condensed consolidated statement of operations.

Propane sales volumes during the three months ended January 31, 2023 decreased 1%, or 2.6 million gallons, compared to the prior year period. Average temperatures (measured by heating degree days) were 3.9% warmer than normal (based on NOAA's ten-year average) during the three months ended January 31, 2023 but 0.8% cooler than the three months ended January 31, 2022.

Our wholesale sales price per gallon partially correlates to the change in the wholesale market price of propane. The wholesale market price at major supply points in Mt. Belvieu, Texas during the three months ended January 31, 2023 averaged 31% less than the prior year period, while at the Conway, Kansas major supply point prices averaged 30% less than the prior year period. The wholesale market price at Mt. Belvieu, Texas averaged \$0.79 and \$1.15 per gallon during the three months ended January 31, 2023 and 2022, respectively, while the wholesale market price at Conway, Kansas averaged \$0.80 and \$1.15 per gallon during the three months ended January 31, 2023 and 2022, respectively. This decrease in the wholesale cost of propane contributed to our decrease in sales price per gallon.

Revenues

Retail sales were flat compared to the prior year period with a \$1.7 million increase despite a 1% decrease in gallons sold. New monitoring technology allows us to provide more gallons at each stop, thereby optimizing the use of our labor force and vehicle fleet and our fuel efficiency.

Wholesale sales decreased \$6.0 million compared to the prior year period. Wholesale gallons sold decreased 2% or 1.0 million gallons compared to the prior year period.

Other gas sales decreased \$1.3 million compared to the prior year period primarily due to a decrease in sales volume.

Other revenues increased \$4.6 million compared to the prior year period primarily due to revenue from services to customers provided in support of final mile delivery operations.

Gross margin - Propane and other gas liquids sales

Gross margin increased \$30.1 million primarily due to a \$35.7 million decrease in related cost of sales as a result of decreases in price per gallon, which was partially offset by a \$5.6 million decrease in revenue, both as discussed above. Margin per gallon for the quarter increased by \$0.12, or 12%, compared to the prior year period.

Gross margin - other

Gross margin increased \$3.9 million compared to the prior year period primarily due to increased miscellaneous fees billed to customers and increased tank rental income.

Operating income

Operating income decreased \$12.9 million primarily due to a \$36.7 million increase in "Operating, general and administrative expense." The \$9.6 million change in "Loss (gain) on asset sales and disposals" primarily related to the prior year gain for the derecognition of a lease liability and related asset. These unfavorable variances were partially offset by a \$34.0 million increase in "Gross margin."

"Operating, general and administrative expense" primarily increased due to a \$29.3 million increase in "Operating expense – personnel, vehicle, plant and other" and a \$7.3 million increase in "General and administrative expense." "Operating expense – personnel, vehicle, plant and other" increased primarily due to higher fleet costs and fuel costs. "General and administrative expense," after excluding a \$6.3 million increase in legal fees related to non-core businesses, increased slightly by \$1.0 million.

Adjusted EBITDA

Adjusted EBITDA increased \$4.5 million primarily due to EBITDA adjustments related to a decrease of \$9.6 million in gain on asset sales and disposals and an increase of \$6.3 million of "Legal fees and settlements related to non-core businesses" in addition to a \$1.9 million decrease in "Interest expense." These increases were partially offset by the \$12.9 million decrease in operating income, discussed above.

Operating Results for the six months ended January 31, 2023 and 2022

The following table summarizes propane sales volumes and Adjusted EBITDA results for the periods indicated:

	2023	2022	Increase (Decrease)	
As of January 31,				
Retail customers	681,409	702,154	(20,745)	(3)%
Tank exchange selling locations	60,335	61,004	(669)	(1)%
(amounts in thousands)				
Six months ended January 31,				
Propane sales volumes (gallons):				
Retail - Sales to End Users	332,058	331,101	957	0 %
Wholesale - Sales to Resellers	104,814	106,012	(1,198)	(1)%
	436,872	437,113	(241)	(0)%
Revenues -				
Propane and other gas liquids sales:				
Retail - Sales to End Users	\$ 764,423	\$ 749,255	\$ 15,168	2 %
Wholesale - Sales to Resellers	264,622	268,565	(3,943)	(1)%
Other Gas Sales (a)	8,685	12,388	(3,703)	(30)%
Other (b)	59,502	49,236	10,266	21 %
Propane and related equipment revenues	\$ 1,097,232	\$ 1,079,444	\$ 17,788	2 %
Gross Margin -				
Propane and other gas liquids sales gross margin: (c)				
Retail - Sales to End Users (a)	\$ 371,029	\$ 320,910	\$ 50,119	16 %
Wholesale - Sales to Resellers (a)	106,128	105,547	581	1 %
Other (b)	50,483	42,069	8,414	20 %
Propane and related equipment gross profit	\$ 527,640	\$ 468,526	\$ 59,114	13 %
Operating, general and administrative expense (d)				
Operating expense - equipment lease expense	11,610	11,712	(102)	(1)%
Operating income	\$ 141,872	\$ 147,296	\$ (5,424)	(4)%
Depreciation and amortization expense	45,700	42,239	3,461	8 %
Non-cash employee stock ownership plan compensation charge	1,445	1,660	(215)	(13)%
Loss (gain) on asset sales and disposals	1,970	(7,865)	9,835	NM
Legal fees and settlements related to non-core businesses	13,979	4,938	9,041	183 %
Severance costs	644	497	147	30 %
Adjusted EBITDA	\$ 205,610	\$ 188,765	\$ 16,845	9 %

NM – Not meaningful

- (a) Gross margin for “Other Gas Sales” is allocated to Gross margin “Retail - Sales to End Users” and “Wholesale - Sales to Resellers” based on the volumes in each respective category.
- (b) “Other” primarily includes various customer fee income and to a lesser extent appliance and material sales.
- (c) Gross margin from “Propane and other gas liquids sales” represents “Revenues - Propane and other gas liquids sales” less “Cost of sales - Propane and other gas liquids sales” and does not include depreciation and amortization.
- (d) “Operating, general and administrative expense” above includes both the “Operating expense – personnel, vehicle, plant and other” and the “General and administrative expense” captions in the condensed consolidated statement of operations.

Propane sales volumes during the six months ended January 31, 2023 were flat compared to the prior year period with a slight decrease of 0.2 million gallons. Average temperatures (measured by heating degree days) were 5.0% warmer than normal (based on NOAA's ten-year average) during the six months ended January 31, 2023 but 2.9% cooler than the six months ended January 31, 2022.

Our wholesale sales price per gallon partially correlates change in the wholesale market price of propane. The wholesale market price at major supply points in Mt. Belvieu, Texas during the six months ended January 31, 2023 averaged 27% less than the prior year period, while at the Conway, Kansas major supply point prices averaged 26% less than the prior year period. The wholesale market price at Mt. Belvieu, Texas averaged \$0.89 and \$1.22 per gallon during the six months ended January 31, 2023 and 2022, respectively, while the wholesale market price at Conway, Kansas averaged \$0.90 and \$1.22 per gallon during the six months ended January 31, 2023 and 2022, respectively. This decrease in the wholesale cost of propane contributed to our decrease in sales price per gallon and therefore revenues.

Revenues

Retail sales increased \$15.2 million compared to the prior year period due to continued focus on the management of the sales lifecycle, from asset utilization through final mile optimization and the strategic initiatives described above.

Wholesale sales decreased \$3.9 million compared to the prior year period corresponding to a 1% decrease in gallons sold as compared to the prior year period.

Other gas sales decreased \$3.7 million compared to the prior year period primarily due to a decrease in sales volume.

Other revenues increased \$10.3 million compared to the prior year period primarily due to revenue from services to customers provided in support of final mile operations.

Gross margin – Propane and other gas liquid sales

Gross margin increased \$50.7 million primarily due to a \$43.2 million decrease in related cost of sales as a result of decreases in price per gallon and a \$7.5 million increase in revenue, as discussed above.

Gross margin – other

Gross margin increased \$8.4 million compared to the prior year period primarily due to increased miscellaneous fees billed to customers and increased tank rental income.

Operating income

Operating income decreased \$5.4 million primarily due to a \$51.6 million increase in “Operating, general and administrative expense” and a \$3.5 million increase in “Depreciation and amortization expense.” The \$9.8 million change in “Loss (gain) on asset sales and disposals” primarily related to the prior year gain for the derecognition of a lease liability and related asset. These decreases were partially offset by a \$50.7 million increase in “Gross margin - Propane and other gas liquid sales” and an \$8.4 million increase in “Gross margin – other,” both as discussed above.

“Operating, general and administrative expense” increased due to a \$42.0 million increase in “Operating expense – personnel, vehicle, plant and other” and a \$9.6 million increase in “General and administrative expense.” “Operating expense – personnel, vehicle, plant and other” increased primarily due to higher fleet and fuel costs. “General and administrative expense,” after excluding a \$9.0 million increase in legal fees related to non-core businesses, was flat with a slight increase of \$0.6 million.

Adjusted EBITDA

Adjusted EBITDA increased \$16.8 million primarily due to EBITDA adjustments related to a decrease of \$9.8 million in gain on asset sales and disposals and an increase of \$9.0 million of “Legal fees and settlements related to non-core businesses” in addition to a \$3.3 million decrease in “Other income, net.” These increases were partially offset by the \$5.4 million decrease in operating income, discussed above.

Liquidity and Capital Resources

General

Our primary sources of liquidity and capital resources are cash flows from operating activities, our Credit Facility and funds received from sales of debt and equity securities. As of January 31, 2023, our total liquidity was \$386.1 million, which was comprised of \$112.6 million in unrestricted cash and \$273.5 million of availability under our Credit Facility. These sources of liquidity and short-term capital resources are intended to fund our working capital requirements, acquisitions and capital expenditures. As of January 31, 2023, letters of credit outstanding totaled \$76.5 million. Our access to long-term capital resources, to the extent needed to refinance debt or for other purposes, may be affected by our ability to access the capital markets, covenants in our debt agreements and other financial obligations, unforeseen demands on cash, or other events beyond our control.

As of January 31, 2023, we had \$11.1 million of restricted cash consisting of a cash deposit made with the administrative agent under our prior senior secured credit facility that was terminated in April 2020.

Our working capital requirements are subject to, among other things, the price of propane, delays in the collection of receivables, volatility in energy commodity prices, liquidity imposed by insurance providers, downgrades in our credit ratings, decreased trade credit, significant acquisitions, the weather, customer retention and purchasing patterns and other changes in the demand for propane. Relatively colder weather or higher propane prices during the winter heating season are factors that could significantly increase our working capital requirements.

Our material known cash requirements continue to be our long-term debt, including current portion, and fixed rate interest obligations. These obligations reflect the operating partnership's issuance of the \$650.0 million aggregate principal amount of 2026 Notes and the \$825.0 million aggregate principal amount of 2029 Notes.

Our ability to satisfy our obligations is dependent upon our future performance, which will be subject to prevailing weather, economic, financial and business conditions and other factors, many of which are beyond our control. Due to the seasonality of the retail propane distribution business, a significant portion of our propane operations and related products cash flows from operations is generated during the winter heating season. Our net cash provided by operating activities primarily reflects earnings from our business activities adjusted for depreciation and amortization and changes in our working capital accounts. Historically, we generate significantly lower net cash from operating activities in our first and fourth fiscal quarters as compared to the second and third fiscal quarters due to the seasonality of our propane operations and related equipment sales operations.

During periods of high volatility, our risk management activities may expose us to the risk of counterparty margin calls in amounts greater than we have the capacity to fund. Likewise, our counterparties may not be able to fulfill their margin calls from us or may default on the settlement of positions with us.

We believe that the liquidity available from cash flows from operating activities, unrestricted cash and the Credit Facility will be sufficient to meet our capital expenditure, working capital and letter of credit requirements for the foreseeable future.

Distributable Cash Flow

Distributable cash flow attributable to equity investors is reconciled to net earnings attributable to Ferrellgas Partners, L.P., the most directly comparable GAAP measure, in this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations under the subheading "Non-GAAP Financial Measures" above. A comparison of distributable cash flow attributable to equity investors to cash distributions accrued or paid to equity investors for the twelve months ended January 31, 2023 to the twelve months ended October 31, 2022 is as follows (in thousands):

	Distributable cash flow attributable to equity investors	Cash reserves approved by our General Partner	Cash distributions accrued or paid to equity investors	DCF ratio ^(a)
Six months ended January 31, 2023	\$ 153,524	\$ 121,051	\$ 32,473	4.7x
Fiscal 2022	226,776	161,489	65,287	
Less: Six months ended January 31, 2022	136,706	103,384	33,322	
Twelve months ended January 31, 2023	<u>\$ 243,594</u>	<u>\$ 179,156</u>	<u>\$ 64,438</u>	3.8x
Twelve months ended October 31, 2022	233,487	167,579	65,908	3.5x
Change	<u>\$ 10,107</u>	<u>\$ 11,577</u>	<u>\$ (1,470)</u>	(6.9x)

(a) DCF ratio is calculated as Distributable cash flow attributable to equity investors divided by Cash distributions accrued or paid to equity investors.

For the twelve months ended January 31, 2023, distributable cash flow attributable to equity investors increased \$10.1 million compared to the twelve months ended October 31, 2022. As of January 31, 2023, the accrued quarterly distribution to Preferred Unitholders was \$18.6 million. We paid \$15.4 million of this distribution on February 15, 2023. The remaining \$3.2 million represents Additional Amounts payable to certain holders of Preferred Units, pursuant to the side letters outlined in the OpCo LPA Amendment.

We did not pay any cash distributions to our Class A Unitholders during fiscal 2023 or fiscal 2022. Ferrellgas Partners made aggregate cash distributions of approximately \$100.0 million to its Class B Unitholders during fiscal 2022. Cash reserves, which we utilize to meet future anticipated expenditures, were \$179.2 million and \$167.6 million for the twelve months ended January 31, 2023 and October 31, 2022, respectively.

Operating Activities

Ferrellgas Partners

Net cash provided by operating activities was \$57.2 million and \$51.5 million for the six months ended January 31, 2023 and 2022, respectively. The \$5.7 million increase in cash used in operating activities was primarily due to a \$35.7 million decrease in working capital requirements, a \$6.7 million increase in cash flow from operations, and a \$2.4 million inflow associated with other assets and liabilities. These changes were partially offset by a \$29.4 million increase in requirements for other current liabilities, an \$8.8 million increase in requirements for prepaid expenses, and a \$0.9 million increase in requirements for accrued interest expense.

The \$35.7 million decrease in working capital requirements was primarily due to a \$31.6 million decrease in inventory requirements and a \$39.4 million decrease in requirements for accounts and notes receivable, net. These decreases were partially offset by an increase of \$35.3 million in requirements for accounts payable.

The \$6.7 million increase in cash flow from operations was primarily due to a \$2.4 million decrease in interest expense and a \$59.1 increase in gross profit, which was partially offset by an increase of \$41.9 million in operating expenses, a \$9.6 million increase in "General and administrative expense," and a \$3.3 million decrease in "Other income, net." The \$29.4 million increase in net cash used in operations related to other current liabilities was primarily driven by changes in the broker margin deposit liability.

The operating partnership

Net cash provided by operating activities was \$57.2 million and \$51.5 million for the six months ended January 31, 2023 and 2022, respectively. The \$5.7 million increase in cash provided by operating activities was primarily due to a \$35.7 million decrease in working capital requirements, a \$5.3 million increase in cash flow from operations, and a \$3.7 million inflow associated with other assets and liabilities. These changes were partially offset by a \$29.3 million increase in requirements for other current liabilities, an \$8.8 million increase in requirements for prepaid expenses, and a \$0.9 million increase in requirements for accrued interest expense.

The \$35.7 million decrease in working capital requirements was primarily due to a \$31.6 million decrease in inventory requirements and a \$39.4 million decrease in requirements for accounts and notes receivable, net. These decreases were partially offset by an increase of \$35.3 million in requirements for accounts payable.

The \$5.3 million increase in cash flow from operations was primarily due to a \$2.4 million decrease in interest expense and a \$59.1 increase in gross profit, which was partially offset by an increase of \$41.9 million in operating expenses, a \$9.6 million increase in “General and administrative expense,” and a \$4.7 million decrease in “Other income, net.” The \$29.3 million increase in net cash used in operations related to other current liabilities was primarily driven by changes in the broker margin deposit liability.

Investing Activities

Ferrellgas Partners

Capital Requirements

Our business requires continual investments to upgrade or enhance existing operations and to ensure compliance with safety and environmental regulations. Capital expenditures for our business consist primarily of:

- Maintenance capital expenditures - These capital expenditures include expenditures for betterment and replacement of property, plant and equipment, and may from time to time include the purchase of assets that are typically leased, rather than to generate incremental distributable cash flow. Examples of maintenance capital expenditures include a routine replacement of a worn-out asset or replacement of major vehicle components; and
- Growth capital expenditures - These expenditures are undertaken primarily to generate incremental distributable cash flow. Examples include expenditures for purchases of both bulk and portable propane tanks and other equipment to facilitate expansion of our customer base and operating capacity.

Net cash used in investing activities was \$59.3 million and \$48.7 million for the six months ended January 31, 2023 and 2022, respectively. The \$10.6 million increase in net cash used in investing activities was primarily due to increases of \$9.8 million in “Business acquisitions, net of cash acquired” and \$0.8 million in “Capital expenditures.”

Due to the mature nature of our operations, we do not anticipate significant fluctuations in maintenance capital expenditures, with the exception of future decisions regarding lease versus buy financing options. However, future fluctuations in growth capital expenditures could occur due to the opportunistic nature of these projects.

The operating partnership

The investing activities discussed above also apply to the operating partnership.

Financing Activities

Ferrellgas Partners

Net cash used in financing activities was \$32.8 million and \$85.2 million for the six months ended January 31, 2023 and 2022, respectively. The \$52.4 million decrease in cash used in financing activities was primarily due to \$50.0 million in distributions to Class B unitholders in the prior year period and a \$2.3 million decrease in cash payments for the principal portion of our finance lease liability.

Letters of credit outstanding at January 31, 2023 and July 31, 2022 totaled \$76.5 million and \$87.6 million, respectively, and were used to secure insurance arrangements, product purchases and commodity hedges. As of January 31, 2023, we had available borrowing capacity under our Credit Facility of \$273.5 million.

The operating partnership

The financing activities discussed above also apply to the operating partnership except for cash flows related to distributions paid, as discussed below.

Distributions

Partnership distributions

The Sixth Amended and Restated Agreement of Limited Partnership of Ferrellgas Partners, L.P. (the “Amended Ferrellgas Partners LPA”) requires Ferrellgas Partners to make quarterly cash distributions of all of its “available cash.” Available cash is defined in the Amended Ferrellgas Partners LPA as, generally, the sum of Ferrellgas’ Partners cash receipts less consolidated cash disbursements and net changes in reserves established by our general partner for future requirements. In general, the amount of Ferrellgas Partners’ available cash depends primarily on whether and the extent to which Ferrellgas Partners receives cash distributions from the operating partnership, as such distributions generally would be Ferrellgas Partners’ only significant cash receipts.

The Fifth Amended and Restated Agreement of Limited Partnership of Ferrellgas, L.P. (the “Amended OpCo LPA”), as amended by the First Amendment to the Amended OpCo LPA (the “OpCo LPA Amendment”), sets forth the preferences, rights, privileges and other terms of the Preferred Units.

Pursuant to the Amended Ferrellgas Partners LPA, while any Class B Units remain outstanding, any distributions by Ferrellgas Partners to its partners must be made such that the ratio of (i) the amount of distributions made to holders of Class B Units to (ii) the amount of distributions made to holders of Class A Units and the general partner is not less than 6:1. The Amended Ferrellgas Partners LPA permits Ferrellgas Partners, in the general partner’s discretion, to make distributions to the Class B Unitholders in a greater proportion than the minimum 6:1 ratio, including paying 100% of any such distribution to Class B Unitholders. The Class B Units will not be convertible into Class A Units until Class B Unitholders receive distributions in the aggregate amount of \$357.0 million, which was the \$357.0 million aggregate principal amount of Ferrellgas Partners’ unsecured senior notes due June 15, 2020 (the “Ferrellgas Partners Notes”), and the rate at which Class B Units will convert into Class A Units increases annually. Additionally, the price at which Ferrellgas Partners may redeem the Class B Units during the first five years after March 30, 2021 is based on the Class B Unitholders’ receipt of a specified internal rate of return in respect of their Class B Units. This specified internal rate of return in respect of the Class B Units is 15.85%, but that amount increases under certain circumstances, including if the operating partnership paid distributions on the Preferred Units in-kind rather than in cash for a certain number of quarters. Accordingly, distributing cash to the Class B Unitholders in a greater proportion than the minimum 6:1 ratio could result in the Class B Units becoming convertible into Class A Units more quickly or at a lower conversion rate or reduce the redemption price for the Class B Units. For additional discussion of the terms of the Class B Units, see Note G – Equity (Deficit) in the notes to condensed consolidated financial statements.

For these reasons, although the general partner has not made any decisions or adopted any policy with respect to the allocation of future distributions by Ferrellgas Partners to its partners, the general partner may determine that it is advisable to pay more than the minimum amount of any distribution, up to 100% of the amount of such distribution, to the Class B Unitholders. On October 8, 2021 and July 8, 2022, Ferrellgas Partners made cash distributions aggregating in total to approximately \$100.0 million entirely to the Class B Unitholders, without making any distribution to Class A Unitholders and the general partner. In our Annual Report on Form 10-K for fiscal 2022, see “Risk Factors—Risks Inherent in an Investment in our Class A or Class B Units or our Debt Securities and Other Risks Related to Our Capital Structure and Financing Arrangements—If Ferrellgas Partners is permitted to make and makes distributions to its partners, while any Class B Units remain outstanding, Class B Unitholders collectively will receive at least approximately 85.7% of the aggregate amount of each such distribution and may receive up to 100% of any such distribution. Accordingly, while any Class B Units remain outstanding, Class A Unitholders may not receive any distributions and, in any case, will not receive collectively more than approximately 14.1% of any distribution.”

Ferrellgas Partners did not pay any distributions to Class A Unitholders, Class B Unitholders or the general partner during the six months ended January 31, 2023 and 2022, except for the distribution to Class B Unitholders of approximately \$49.9 million on October 8, 2021.

The ability of Ferrellgas Partners to make cash distributions to its Class A Unitholders and Class B Unitholders is dependent on the receipt by Ferrellgas Partners of cash distributions from the operating partnership. For so long as any Preferred Units remain outstanding, the amount of cash that otherwise would be available for distribution by the operating partnership to Ferrellgas Partners and the general partner will be reduced by the amount of cash distributions and other payments made by the operating partnership in respect of the Preferred Units, including payments to redeem Preferred Units. Further, the indentures governing the 2026 Notes and 2029 Notes, the credit agreement (the “Credit Agreement”) that provides for a four-year revolving credit facility (the “Credit Facility”) in an aggregate principal amount of up to \$350.0 million, and the OpCo LPA Amendment which sets forth the preferences, rights, privileges and other terms governing the Preferred Units each contain covenants that limit the ability of the operating partnership to make distributions to Ferrellgas Partners and therefore effectively limit the ability of Ferrellgas Partners to make distributions to its Class A Unitholders and Class B Unitholders. See Note E – Debt and Note F – Preferred units for a discussion of these limitations. In our Annual Report on Form 10-K for fiscal 2022, see “Risk Factors—Risks Inherent in an Investment in our Class A or Class B Units or our Debt Securities and Other Risks Related to Our Capital Structure and Financing Arrangements—Restrictive covenants in the Indentures, the Credit Agreement and the agreements governing our other future indebtedness and other financial obligations may reduce our operating flexibility and ability to make cash distributions to holders of Class A Units and Class B Units. The Indentures, the Credit Agreement and the OpCo LPA Amendment contain important exceptions to the covenants.”

Preferred unit distributions

Pursuant to the OpCo LPA Amendment, the operating partnership is required to pay to the holders of each Preferred Unit a cumulative, quarterly distribution (the “Quarterly Distribution”) at the Distribution Rate (as defined below) on the unit purchase price of such Preferred Unit, which is \$1,000 per unit.

“Distribution Rate” means, for the first five years after March 30, 2021, a rate per annum equal to 8.956%, with certain increases in the Distribution Rate on each of the 5th, 6th and 7th anniversaries of March 30, 2021, subject to a maximum rate of 11.125% and certain other adjustments and exceptions.

The Quarterly Distribution may be paid in cash or, at the election of the operating partnership, “in kind” through the issuance of additional Preferred Units (“PIK Units”) at the quarterly Distribution Rate plus an applicable premium that escalates each year from 75 bps to 300 bps so long as the Preferred Units remain outstanding. In the event the operating partnership fails to make any Quarterly Distribution in cash, such Quarterly Distribution will automatically be paid in PIK Units.

The Distribution Rate on the Preferred Units will increase upon violation of certain protective provisions for the benefit of Preferred Unit holders notwithstanding the cap mentioned above.

As of January 31, 2023, the Quarterly Distribution accrued was \$18.6 million. On February 15, 2023, \$15.4 million of the Quarterly Distribution was paid in cash to holders of Preferred Units. The remaining Quarterly Distribution accrual of \$3.2 million represents Additional Amounts payable to certain holders of Preferred Units pursuant to the side letters outlined in the OpCo LPA Amendment. As of January 31, 2022, the Quarterly Distribution accrued was \$17.7 million. On February 15, 2022, \$15.4 million of the Quarterly Distribution was paid in cash to holders of the Preferred Units. The remaining Quarterly Distribution accrued of \$2.3 million represented Additional Amounts payable to certain holders of Preferred Units pursuant to the side letters.

Preferred unit tax distributions

For any quarter in which the operating partnership makes a Quarterly Distribution in PIK Units in lieu of cash, it shall make a subsequent cash tax distribution for such quarter in an amount equal to the (i) the lesser of (x) 25% and (y) the highest combined federal, state and local tax rate applicable for corporations organized in New York, multiplied by (ii) the excess (if any) of (A) one-fourth (1/4th) of the estimated taxable income to be allocated to the holders of Preferred Units for the year in which the Quarterly Tax Payment Date (which refers to certain specified dates that next follow a Quarterly Distribution date on which PIK Units were issued) occurs, over (B) any cash paid on the Quarterly Distribution date immediately preceding the Quarterly Tax Payment Date on which a quarterly tax amount would otherwise be paid (such amount, the "Tax Distribution"). Tax Distributions are treated as advances against, and reduce, future cash distributions for any reason, including payments in redemption of Preferred Units or PIK Units, or payments to the holders in their capacity as such pursuant to any side letter or other agreement.

Cash distributions paid

Ferrellgas Partners did not pay any cash distributions to its Class A Unitholders during the six months ended January 31, 2023 and 2022. On October 8, 2021, Ferrellgas Partners paid a cash distribution to holders of the Class B Units in the amount of \$38.46 per Class B Unit or approximately \$49.9 million in the aggregate. As permitted by the Amended Ferrellgas Partners LPA as described above, Ferrellgas Partners made this distribution solely to Class B Unitholders without any contemporaneous distribution to Class A Unitholders and the general partner.

On September 14, 2021, the operating partnership paid a cash distribution to Ferrellgas Partners in the amount of approximately \$49.9 million, which Ferrellgas Partners used to pay the October 8, 2021 distribution to its Class B Unitholders described above. The operating partnership also paid cash distributions for the six months ended January 31, 2023 and 2022 in respect of its Preferred Units as discussed above under "—Preferred unit distributions."

The operating partnership

The financing activities discussed above also apply to the operating partnership except for distributions by Ferrellgas Partners related to the Class B Units.

Disclosures about Effects of Transactions with Related Parties

We have no employees and are managed and controlled by our general partner. Pursuant to our partnership agreements, our general partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on our behalf, and all other necessary or appropriate expenses allocable to us or otherwise reasonably incurred by our general partner in connection with operating our business. These reimbursable costs, which totaled \$171.4 million for the six months ended January 31, 2023, include operating expenses such as compensation and benefits paid to employees of our general partner who perform services on our behalf as well as related general and administrative expenses.

During the six months ended January 31, 2023 and 2022, the operating partnership paid distributions to Ferrellgas Partners as described above.

Material Cash Requirements

As of January 31, 2023, there have been no material changes to our material cash requirements from those described under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Material Cash Requirements" in our Annual Report on Form 10-K for fiscal 2022. For additional information regarding our debt obligations, see Note E – Debt to our condensed consolidated financial statements.

The operating partnership

The contractual obligations discussed above also apply to the operating partnership.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We did not enter into any risk management trading activities during the six months ended January 31, 2023. Our remaining market risk sensitive instruments and positions have been determined to be “other than trading.”

Commodity price risk management

Our risk management activities primarily attempt to mitigate price risks related to the purchase, storage, transport and sale of propane generally in the contract and spot markets from major domestic energy companies. We attempt to mitigate these price risks through the use of financial derivative instruments and forward propane purchase and sales contracts.

Our risk management strategy involves taking positions in the forward or financial markets that are equal and opposite to our positions in the physical products market in order to minimize the risk of financial loss from an adverse price change. This risk management strategy is successful when our gains or losses in the physical product markets are offset by our losses or gains in the forward or financial markets. Our propane related financial derivatives are designated as cash flow hedges.

Our risk management activities include the use of financial derivative instruments including, but not limited to, futures, swaps, and options to seek protection from adverse price movements and to minimize potential losses. We enter into these financial derivative instruments with brokers who are clearing members with the Intercontinental Exchange or the Chicago Mercantile Exchange and, to a lesser extent, directly with third parties in the over-the-counter market. We also enter into forward propane purchase and sales contracts with counterparties. These forward contracts qualify for the normal purchase normal sales exception within GAAP guidance and are therefore not recorded on our financial statements until settled.

Transportation Fuel Price Risk

From time to time, our risk management activities also attempt to mitigate price risks related to the purchase of gasoline and diesel fuel for use in the transport of propane from supply or storage locations and from retail fueling stations. When employed, we attempt to mitigate these price risks through the use of financial derivative instruments.

When employed, our risk management strategy involves taking positions in the financial markets that are not more than the forecasted purchases of fuel for our internal use in the supply and retail propane delivery fleet in order to minimize the risk of decreased earnings from an adverse price change. This risk management strategy locks in our purchase price and is successful when our gains or losses in the physical product markets are offset by our losses or gains in the financial markets. Our transport fuel financial derivatives are not designated as cash flow hedges.

Risk Policy and Sensitivity Analysis

Market risks associated with energy commodities are monitored daily by senior management for compliance with our commodity risk management policy. This policy includes an aggregate dollar loss limit and limits on the term of various contracts. We also utilize volume limits for various energy commodities and review our positions daily where we remain exposed to market risk, so as to manage exposures to changing market prices.

We have prepared a sensitivity analysis to estimate the exposure to market risk of our energy commodity positions. Forward contracts, futures, swaps and options outstanding as of January 31, 2023 and July 31, 2022 that were used in our risk management activities were analyzed assuming a hypothetical 10% adverse change in prices for the delivery month for all energy commodities. The potential loss in future earnings from these positions due to a 10% adverse movement in market prices of the underlying energy commodities was estimated at \$7.8 million and \$20.6 million as of January 31, 2023 and July 31, 2022, respectively. The preceding hypothetical analysis is limited because changes in prices may or may not equal 10%, thus actual results may differ. Our sensitivity analysis does not include the anticipated transactions associated with these transactions, which we anticipate will be 100% effective.

Credit risk

We maintain credit policies with regard to our counterparties that we believe significantly reduce overall credit risk. These policies include evaluating and monitoring our counterparties' financial condition (including credit ratings), and entering into agreements with counterparties that govern credit guidelines.

Our other counterparties principally consist of major energy companies that are suppliers, marketers, wholesalers, retailers and end users; and major U.S. financial institutions. The overall impact due to certain changes in economic, regulatory and other events may impact our overall exposure to credit risk, either positively or negatively in that counterparties may be similarly impacted. Based on our policies, exposures, credit and other reserves, management does not anticipate a material adverse effect on financial position or results of operations as a result of counterparty performance.

Interest rate risk

We had variable rate indebtedness outstanding related to our letters of credit under our Credit Facility of \$76.5 million and \$87.6 million as of January 31, 2023 and July 31, 2022, respectively. Our results of operations, cash flows and financial condition could be materially adversely affected by significant increases in interest rates to the extent that we have variable rate indebtedness (including any disbursements or payments related to letters of credit) outstanding under our Credit Facility.

Critical accounting estimates

Our critical accounting estimates are disclosed under "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates" in our Form 10-K for fiscal 2022. During the six months ended January 31, 2023, no modifications were made to these critical accounting estimates.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed by the management of Ferrellgas Partners, L.P., Ferrellgas, L.P., Ferrellgas Partners Finance Corp., and Ferrellgas Finance Corp., with the participation of the principal executive officer and principal financial officer of our general partner, of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures, as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act, were effective as of January 31, 2023.

The management of Ferrellgas Partners, L.P., Ferrellgas, L.P., Ferrellgas Partners Finance Corp., and Ferrellgas Finance Corp. does not expect that our disclosure controls and procedures will prevent all errors and all fraud. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Based on the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the above mentioned partnerships and corporations have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events. Therefore, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Our disclosure controls and procedures are designed to provide such reasonable assurances of achieving our desired control objectives, and the principal executive officer and principal financial officer of our general partner have concluded, as of January 31, 2023, that our disclosure controls and procedures are effective in achieving that level of reasonable assurance.

During the most recent fiscal quarter ended January 31, 2023, there have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) or Rule 15d-15(f) of the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For information regarding legal proceedings, see Note L “Contingencies and commitments” in our condensed consolidated financial statements included in Item 1. “Financial Statements.”

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors set forth under Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for fiscal 2022 and in our subsequent SEC filings.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits listed below are furnished as part of this Quarterly Report on Form 10-Q. Exhibits required by Item 601 of Regulation S-K of the Securities Act, which are not listed, are not applicable.

Exhibit Number	Description
*# 10.1	Offer Letter, dated as of January 11, 2023, between Ferrellgas, Inc. and Michael E. Cole.
* 31.1	Certification of Ferrellgas Partners, L.P. pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
* 31.2	Certification of Ferrellgas Partners Finance Corp. pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
* 31.3	Certification of Ferrellgas, L.P. pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
* 31.4	Certification of Ferrellgas Finance Corp. pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
* 32.1	Certification of Ferrellgas Partners, L.P. pursuant to 18 U.S.C. Section 1350.
* 32.2	Certification of Ferrellgas Partners Finance Corp. pursuant to 18 U.S.C. Section 1350.
* 32.3	Certification of Ferrellgas, L.P. pursuant to 18 U.S.C. Section 1350.
* 32.4	Certification of Ferrellgas Finance Corp. pursuant to 18 U.S.C. Section 1350.
* 101.INS	XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
* 101.SCH	XBRL Taxonomy Extension Schema Document.
* 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
* 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
* 101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
* 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
* 104	The cover page from Ferrellgas Partners, L.P.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2023, formatted in Inline XBRL and contained in Exhibit 101.

* Filed herewith

Management contracts or compensatory plans.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

Date: March 10, 2023

FERRELLGAS PARTNERS, L.P.
By Ferrellgas, Inc., its general partner

By /s/ James E. Ferrell
James E. Ferrell
Chief Executive Officer and
President;
Chairman of the Board of Directors

By /s/ Michael E. Cole
Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting
Officer)

FERRELLGAS PARTNERS FINANCE
CORP.

Date: March 10, 2023

By /s/ James E. Ferrell
James E. Ferrell
Chief Executive Officer, President,
and Sole Director

By /s/ Michael E. Cole
Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting
Officer)

FERRELLGAS, L.P.
By Ferrellgas, Inc., its general partner

Date: March 10, 2023

By /s/ James E. Ferrell
James E. Ferrell
Chief Executive Officer and
President; Chairman of the Board of
Directors

By /s/ Michael E. Cole
Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting
Officer)

FERRELLGAS FINANCE CORP.

Date: March 10, 2023

By /s/ James E. Ferrell
James E. Ferrell
Chief Executive Officer, President,
and Sole Director

By /s/ Michael E. Cole
Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting
Officer)



January 11, 2023

Dear Michael Cole,

Thank you for your interest in joining Ferrellgas! We are pleased to offer you the Chief Financial Officer (CFO) position with a tentative start date of February 20, 2023. Your compensation package will include an annual base salary of \$525,000.00 to be paid bi-weekly during your employment.

In addition to your base salary, you will also be included in the Short-Term Incentive Plan (STIP), Long-Term Incentive Plan (LTIP), and receive a Sign-On Bonus in which additional details are included below.

You will be eligible to receive a Short-Term Incentive Plan (STIP) target of 75% of your base salary. Your incentive will be based on multiple factors including overall company EBITDA achievement and your individual performance achievement. Your STIP eligibility will begin on August 1, 2023, the beginning of the fiscal year.

You will also be eligible to participate in the company's Long-Term Incentive Plan (LTIP). Details of the plan are included as an attachment for your reference.

Lastly, you are eligible for a Sign-On Bonus of \$330,000.00 to be paid after 60 days of employment with Ferrellgas, which is subject to traditional payroll taxes.

As a Full-Time Employee, you will be eligible for the standard package of Ferrellgas benefits and Paid Time Off (PTO). Your PTO benefit will accrue monthly, as outlined in our PTO policy. If you leave Ferrellgas, any accrued, but unused PTO is paid to employees upon separation. PTO will not be paid to employees terminated for fraud, theft or embezzlement unless required by applicable state law.

Based on your experience, the company will provide you 5 year(s) of credit towards your monthly PTO accrual, which equates to 20 days per year. Please review our PTO policy for additional information.

Employment is contingent upon all of the following:

- Your acceptance of this offer.
- Your signature to an employee agreement (to be provided).
- Your signature to an invention agreement (to be provided).
- Negative drug screen results (test to be arranged before you start the position, in compliance with all state and federal laws).
- Successfully pass a background review (will be conducted before you start the position).
- Agreement to comply with Ferrellgas policies and procedures, which will be provided to you.
- Completion of USCIS Form I-9 verification.

Please acknowledge your acceptance of this offer no later than January 13, 2023. This offer does not alter the at-will nature of employment and does not guarantee employment for any specified period of time. Should you have questions, please contact Brent Banwart at brentbanwart@ferrellgas.com.

I look forward to working with you and anticipate that you will provide significant contributions to Ferrellgas!

Sincerely,

Jim Ferrell
Chairman, CEO & President

CERTIFICATIONS
FERRELLGAS PARTNERS, L.P.

I, James E. Ferrell, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas Partners, L.P. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: March 10, 2023

/s/ James E. Ferrell
James E. Ferrell
Chief Executive Officer and President;
Chairman of the Board of Directors of Ferrellgas, Inc.,
general partner of the Registrant

CERTIFICATIONS
FERRELLGAS PARTNERS, L.P.

I, Michael E. Cole, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas Partners, L.P. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting Officer) of Ferrellgas,
Inc., general partner of the Registrant

CERTIFICATIONS
FERRELLGAS PARTNERS FINANCE CORP.

I, James E. Ferrell, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas Partners Finance Corp. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell

Chief Executive Officer, President, and Sole Director

CERTIFICATIONS
FERRELLGAS PARTNERS FINANCE CORP.

I, Michael E. Cole, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas Partners Finance Corp. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATIONS
FERRELLGAS, L.P.**

I, James E. Ferrell, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas, L.P. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell
Chief Executive Officer and President; Chairman of the
Board of Directors of Ferrellgas, Inc., the Registrant’s
general partner

CERTIFICATIONS
FERRELLGAS, L.P.

I, Michael E. Cole, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas, L.P. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting Officer) of Ferrellgas,
Inc., the Registrant’s general partner

**CERTIFICATIONS
FERRELLGAS FINANCE CORP.**

I, James E. Ferrell, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas Finance Corp. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell

Chief Executive Officer, President, and Sole Director

CERTIFICATIONS
FERRELLGAS FINANCE CORP.

I, Michael E. Cole, certify that:

1. I have reviewed this report on Form 10-Q for the period ended January 31, 2023 of Ferrellgas Finance Corp. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
- 5) The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole

Chief Financial Officer

(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. Section 1350,
AS ADOPTED PURSUANT TO
SECTION 906
OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Ferrellgas Partners, L.P. (the “Registrant”) for the period ended January 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

The foregoing certification is made solely for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is subject to the “knowledge” and “willfulness” qualifications contained in 18 U.S.C. Section 1350(c).

This certification is being furnished to the SEC and is not to be deemed “filed” with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18. In addition, this certification is not to be deemed incorporated by reference into any registration statement of the Registrant or other filing of the Registrant made pursuant to the Exchange Act or Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference.

Dated: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell
Chief Executive Officer and President; Chairman of the
Board of Directors of Ferrellgas, Inc., general partner of the
Registrant

Dated: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting Officer) of Ferrellgas,
Inc., general partner of the Registrant

**CERTIFICATION PURSUANT TO
18 U.S.C. Section 1350,
AS ADOPTED PURSUANT TO
SECTION 906
OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Ferrellgas Partners Finance Corp. (the “Registrant”) for the period ended January 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

The foregoing certification is made solely for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is subject to the “knowledge” and “willfulness” qualifications contained in 18 U.S.C. Section 1350(c).

This certification is being furnished to the SEC and is not to be deemed “filed” with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18. In addition, this certification is not to be deemed incorporated by reference into any registration statement of the Registrant or other filing of the Registrant made pursuant to the Exchange Act or Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference.

Dated: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell

Chief Executive Officer, President, and Sole Director

Dated: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole

Chief Financial Officer

(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. Section 1350,
AS ADOPTED PURSUANT TO
SECTION 906
OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Ferrellgas, L.P. (the “Registrant”) for the period ended January 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

The foregoing certification is made solely for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is subject to the “knowledge” and “willfulness” qualifications contained in 18 U.S.C. Section 1350(c).

This certification is being furnished to the SEC and is not to be deemed “filed” with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18. In addition, this certification is not to be deemed incorporated by reference into any registration statement of the Registrant or other filing of the Registrant made pursuant to the Exchange Act or Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference.

Dated: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell
Chief Executive Officer and President; Chairman of the
Board of Directors of Ferrellgas, Inc., the Registrant’s
general partner

Dated: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting Officer) of Ferrellgas,
Inc., the Registrant’s general partner

**CERTIFICATION PURSUANT TO
18 U.S.C. Section 1350,
AS ADOPTED PURSUANT TO
SECTION 906
OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Ferrellgas Finance Corp. (the “Registrant”) for the period ended January 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

The foregoing certification is made solely for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is subject to the “knowledge” and “willfulness” qualifications contained in 18 U.S.C. Section 1350(c).

This certification is being furnished to the SEC and is not to be deemed “filed” with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18. In addition, this certification is not to be deemed incorporated by reference into any registration statement of the Registrant or other filing of the Registrant made pursuant to the Exchange Act or Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference.

Dated: March 10, 2023

/s/ James E. Ferrell

James E. Ferrell
Chief Executive Officer, President, and Sole Director

Dated: March 10, 2023

/s/ Michael E. Cole

Michael E. Cole
Chief Financial Officer
(Principal Financial and Accounting Officer)
