Corporate Governance & Nominating Committee Charter
of Ferrellgas, Inc.,
as general partner of Ferrellgas Partners, L.P.

Role and independence

Ferrellgas, Inc. is the general partner (the "General Partner") of both Ferrellgas Partners, L.P. and Ferrellgas, L.P. (collectively, the "Partnerships" and together with the General Partner, the "Ferrellgas Parties," and each individually, a "Ferrellgas Party"). The role of the Corporate Governance & Nominating Committee (the "Committee") of the Board of Directors of the General Partner (the "Board") is to assist the Board in fulfilling its responsibility for maintaining the highest level of corporate governance for each Ferrellgas Party.

The membership of the Committee will consist of at least three Directors, each of whom will be appointed by the Board. Each member will be free of any relationship that, in the opinion of the Board, would interfere with their individual exercise of independent judgment.

The Committee and each member thereof is expected to maintain free and open communication with the Board and the senior management of the General Partner.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full power to consult with, retain and compensate independent legal, financial and/or other advisors, as it deems necessary or appropriate and may rely on the advice of such independent advisors. The General Partner and the Partnerships (in accordance with the partnership agreement of each Partnership) will pay the reasonable fees of these advisors.

The Committee will report its activities to the Board at each regular Board meeting, as applicable.

Responsibilities

The Board may establish responsibilities for the Committee as required and/or deemed necessary by the Board. Some of the responsibilities of the Committee include:

- to draft, review and present, for Board approval, the Corporate Governance Guidelines for the General Partner (the "Guidelines") and the periodic review of such Guidelines for adequacy and to make on-going recommendations to the Board with respect to the Guidelines from time-to-time, as deemed necessary;
- to oversee and facilitate the transmission and communication of the Guidelines to the senior management and employees of the General Partner, as well as the disclosure thereof in accordance with the terms thereof;
- to annually review each Director's compliance with the Guidelines, and to recommend to the Board, if appropriate, the termination of any Director for cause or for other appropriate reasons based upon the findings of such review;
- to recommend, as appropriate, the re-nomination of any incumbent Director that meets the qualifications set forth in the Guidelines;

- to establish a succession plan for the CEO and the establishment and/or monitoring of the succession plans of the other members of the senior management of the General Partner, including the establishment of confidential written procedures for the timely and efficient transfer of responsibilities in the event of sudden incapacitation, death or departure;
- to evaluate and recommend to the Board the composition, qualification, size, organization and governance of the Board and any committees of the Board, including to recommend the responsibilities and obligations of each Board committee;
- to oversee the annual review by the Board of its effectiveness and the review of the effectiveness of each Director and each member of the senior management of the General Partner;
- to evaluate and resolve, in conjunction with the Board, any possible conflicts of interest of any Director or any member of the senior management of the General Partner with any Ferrellgas Party or any affiliate thereof;
- in consultation with the Board, to identify, recruit, consider and recommend Director candidates to fill existing or new positions on the Board; this responsibility includes the authority for the Committee to retain and/or terminate any company used to assist the Committee in its identification of Director candidates;
- to perform any appropriate and/or necessary inquiries into the backgrounds and qualifications of Director candidates, as well as any members of the senior management of the General Partner;
- to annually review and update, for Board approval, a Director notification policy; and to make on-going recommendations to the Board with respect to such policy, as deemed necessary.
- to annually self-assess and evaluate the effectiveness of the Committee, including its composition and member qualifications, and thereafter to present to the Board a summary report (either written or oral) regarding its findings;
- to annually review and, if necessary, present to the Board for its approval any modifications or amendments to this charter; and
- to perform any and all other duties or responsibilities as directed or determined by the Board.

Scheduled Meetings

The Committee will meet at least annually, with additional meeting dates as deemed necessary by the Committee and/or the Board.

Disclosure of Charter

Subject to the determination of the Board, this charter of the Corporate Governance and Nominating Committee of the General Partner will be disclosed to the public and/or filed as may be required pursuant to any applicable law or regulation, including the posting of the charter on

the website of Ferrellgas Partners, L.P. and the provision of the charter in print and at no charge to any security holder of any Ferrellgas Party who may request a copy.