UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: **Rebecca Kelly Slaughter, Acting Chairwoman**
Noah Joshua Phillips
Rohit Chopra
Christine S. Wilson

In the Matter of **Casey's General Stores, Inc.,** a corporation, **Steven Buchanan,** a natural person, and **Buck's Intermediate Holdings, LLC,** a limited liability company.	**Docket No. C-4742**

COMPLAINT

Pursuant to the Clayton Act and the Federal Trade Commission Act ("FTC Act"), and its authority thereunder, the Federal Trade Commission ("Commission"), having reason to believe that Respondent Casey's General Stores, Inc. ("Casey's") entered into an agreement to acquire retail fuel outlets and other interests from Respondents Steven Buchanan and Buck's Intermediate Holdings, LLC (collectively, "Bucky's"), that such acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and that a proceeding in respect thereof would be in the public interest, hereby issues this Complaint, stating its charges as follows.

I. RESPONDENTS

Casey's

1. Respondent Casey's is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Iowa, with its office and principal place of business located at 1 SE Convenience Boulevard, Ankeny, Iowa, 50021.

2. Casey's is, and at all times relevant herein has been, engaged in, among other things, the retail sale of gasoline and diesel fuel in the United States.

3. Casey's and the corporate entities under its control are, and at all times relevant herein have been, engaged in commerce, as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

Bucky's

4. Respondent Steven Buchanan is a natural person residing in and doing business under, and by virtue of, the laws of the State of Nebraska, with his office and principal place of business located at 7315 Mercy Road, Omaha, Nebraska 68124.

5. Respondent Buck's Intermediate Holdings, LLC is a limited liability company organized, existing, and doing business under and by virtue of the laws of the State of Nebraska, with its office and principal place of business located at 7315 Mercy Road, Omaha, Nebraska 68124.

6. Bucky's is, and at all times relevant herein has been, engaged in, among other things, the retail sale of gasoline and diesel fuel in the United States.

7. Bucky's and the corporate entities under its control are, and at all times relevant herein have been, engaged in commerce, as "commerce" is defined in Section 1 of the Clayton Act, as amended, 15 U.S.C. § 12, and Section 4 of the FTC Act, as amended, 15 U.S.C. § 44.

II. THE PROPOSED ACQUISITION

8. Pursuant to an Equity Purchase Agreement (the "Equity Purchase Agreement") dated November 8, 2020, Casey's proposes to acquire retail outlets and other interests from Bucky's (the "Acquisition"). Casey's proposes to acquire certain interests of the following Bucky's affiliated entities: Buck's Inc., a corporation, Chicago SPE (N), Inc., a corporation, C.T. Jewell Company, Inc., a corporation, Buck's Inc. of Collinsville, a corporation, Buchanan Energy (N), LLC, a limited liability company, Buchanan Energy (S), LLC, a limited liability company, Buck's Intermediate Holdings, LLC, a limited liability company, Steven Buchanan, a natural person, Buck's Holdco, Inc., a corporation, and the other shareholders and members.

9. The Acquisition is subject to Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

III. THE RELEVANT MARKET

10. The relevant product markets in which to analyze the effects of the Acquisition are the retail sale of gasoline and the retail sale of diesel fuel. Consumers require gasoline for their gasoline-powered vehicles and can purchase gasoline only at retail fuel outlets. Consumers require diesel fuel for their diesel-powered vehicles and can purchase diesel fuel only at retail fuel outlets. No economic or practical alternative to the retail sale of gasoline or diesel fuel exists.

11. The relevant geographic markets in which to analyze the effects of the Acquisition are seven local markets within the following cities: Omaha, Nebraska; Papillion, Nebraska; and Council Bluffs, Iowa.

12. The relevant geographic markets for retail gasoline and retail diesel fuel are highly localized, ranging up to a few driving miles, depending on local circumstances. Each relevant market is distinct and fact-dependent, reflecting such features as commuting patterns, traffic flows, and outlet characteristics unique to each market. Consumers typically choose between nearby retail fuel outlets with similar characteristics along their planned routes.

IV. MARKET STRUCTURE

13. With regard to the retail sale of gasoline, the Acquisition, if consummated, would reduce the number of competitively constraining independent market participants from four to three in five local markets, and from three to two in two local markets. The Acquisition would result in a highly concentrated market in each of these markets.

14. With regard to the retail sale of diesel fuel, the Acquisition, if consummated, would reduce the number of competitively constraining independent market participants from three to two in four local markets. The Acquisition would result in a highly concentrated market in each of these markets.

V. BARRIERS TO ENTRY

15. Entry into each relevant market would not be timely, likely, or sufficient to deter or counteract the anticompetitive effects arising from the Acquisition. Significant entry barriers include the availability of attractive real estate, the time and cost associated with constructing a new retail fuel outlet, and the time associated with obtaining necessary permits and approvals.

VI. EFFECTS OF THE ACQUISITION

16. The effects of the Acquisition, as described in Paragraph 8, if consummated, may be to substantially lessen competition or to tend to create a monopoly in each of the relevant markets, with each constituting an independent violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45, by:

a. increasing the likelihood that Casey's would unilaterally exercise market power in each relevant market; and

b. increasing the likelihood of collusive or coordinated interaction between any remaining competitors in each relevant market.

VII. VIOLATIONS CHARGED

17. The Acquisition, if consummated, would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

18. The Equity Purchase Agreement entered into by Casey's and Bucky's constitutes a violation of Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

IN WITNESS WHEREOF, the Federal Trade Commission, having caused this Complaint to be signed by the Secretary and its official seal affixed, at Washington, D.C., this twenty-eighth day of April 2021, issues its Complaint against Respondents.

By the Commission.

April J. Tabor
Secretary