

CASEYS GENERAL STORES INC

Form 10-Q

December 05, 2008

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# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **FORM 10-Q**

**Quarterly Report Under Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**For the Fiscal Quarter Ended October 31, 2008**

**Commission File Number 0-12788**

## **CASEY S GENERAL STORES, INC.**

**(Exact name of registrant as specified in its charter)**

**IOWA**  
**State or other jurisdiction of**

**incorporation or organization)**

**42-0935283**  
**(I.R.S. Employer**

**Identification Number)**

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ONE CONVENIENCE BOULEVARD,

ANKENY, IOWA  
(Address of principal executive offices)

50021  
(Zip Code)

(515) 965-6100

(Registrant's telephone number, including area code)

NONE

(Former name, former address and former fiscal year,  
if changed since last report)

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

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer as in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class
Common Stock, no par value per share

Outstanding at December 1, 2008
50,825,312 shares

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**CASEY S GENERAL STORES, INC.**

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**Table of Contents****PART I - FINANCIAL INFORMATION****Item 1. Consolidated Financial Statements.****CASEY S GENERAL STORES, INC. AND SUBSIDIARIES****CONSOLIDATED CONDENSED BALANCE SHEETS***(Unaudited)**(Dollars in Thousands)***ASSETS**

	<b>October 31, 2008</b>	<b>April 30, 2008</b>
Current assets:		
Cash and cash equivalents	\$ 137,835	154,523
Receivables	16,871	16,662
Inventories	108,453	124,503
Prepaid expenses	9,970	9,817
Income tax receivable	3,790	7,751
<b>Total current assets</b>	<b>276,919</b>	<b>313,256</b>
Other assets	8,738	8,898
Goodwill	50,408	48,308
Property and equipment, net of accumulated depreciation of \$623,567 at October 31, 2008 and of \$595,316 at April 30, 2008	878,082	848,738
	<b>\$ 1,214,147</b>	<b>1,219,200</b>

*See notes to unaudited consolidated condensed financial statements.*

**Table of Contents****CASEY S GENERAL STORES, INC. AND SUBSIDIARIES****CONSOLIDATED CONDENSED BALANCE SHEETS***(Unaudited)**(Continued)**(Dollars in Thousands)***LIABILITIES AND SHAREHOLDERS' EQUITY**

	<b>October 31, 2008</b>	<b>April 30, 2008</b>
<b>Current liabilities:</b>		
Current maturities of long-term debt	\$ 33,440	34,383
Accounts payable	117,924	163,343
Accrued expenses	59,024	61,373
<b>Total current liabilities</b>	<b>210,388</b>	<b>259,099</b>
 Long-term debt, net of current maturities	 169,288	 181,443
Deferred income taxes	110,148	105,959
Deferred compensation	10,076	10,201
Other long-term liabilities	16,222	15,026
<b>Total liabilities</b>	<b>516,122</b>	<b>571,728</b>
 <b>Shareholders' equity:</b>		
Preferred stock, no par value		
Common stock, no par value	59,749	57,690
Retained earnings	638,276	589,782
<b>Total shareholders' equity</b>	<b>698,025</b>	<b>647,472</b>
	<b>\$ 1,214,147</b>	<b>1,219,200</b>

*See notes to unaudited consolidated condensed financial statements.*

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**CASEY S GENERAL STORES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS**

*(Unaudited)*

*(Dollars in Thousands, except per share amounts)*

	<b>Three Months Ended October 31,</b>		<b>Six Months Ended October 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Total revenue	\$ 1,389,232	1,189,338	2,954,956	2,468,679
Cost of goods sold (exclusive of depreciation and amortization, shown separately below)	1,198,285	1,010,213	2,564,986	2,101,205
Gross profit	190,947	179,125	389,970	367,474
Operating expenses	127,255	115,405	259,834	237,119
Depreciation and amortization	17,406	17,431	34,868	33,627
Interest, net	2,414	2,350	4,977	4,695
Total expenses	147,075	135,186	299,679	275,441
Earnings from continuing operations before income taxes and loss on discontinued operations	43,872	43,939	90,291	92,033
Federal and state income taxes	16,520	16,247	34,144	34,390
Earnings from continuing operations before loss on discontinued operations	27,352	27,692	56,147	57,643
Loss on discontinued operations, net of taxes of \$15, \$10, \$22, and \$122	23	16	33	191
Net earnings	\$ 27,329	27,676	56,114	57,452

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**CASEY S GENERAL STORES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS**

*(Unaudited)*

*(Continued)*

*(Dollars in Thousands, except per share amounts)*

	<b>Three Months Ended October 31,</b>		<b>Six Months Ended October 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Basic</b>				
Earnings from continuing operations before loss on discontinued operations	\$ .54	.55	1.11	1.13
Loss on discontinued operations				
Net earnings per common share	\$ .54	.55	1.11	1.13
<b>Diluted</b>				
Earnings from continuing operations before loss on discontinued operations	\$ .54	.54	1.10	1.13
Loss on discontinued operations				
Net earnings per common share	\$ .54	.54	1.10	1.13
Basic weighted average shares outstanding	50,784,545	50,671,795	50,769,270	50,650,254
Plus effect of stock options	178,666	222,354	139,690	211,712
Diluted weighted average shares outstanding	50,963,211	50,894,149	50,908,960	50,861,966

*See notes to unaudited consolidated condensed financial statements.*

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**CASEY S GENERAL STORES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**

*(Unaudited)*

*(Dollars in Thousand)*

	<b>Six Months Ended October 31,</b>	
	<b>2008</b>	<b>2007</b>
Cash flows from operations:		
Net earnings from continuing operations	\$ 56,147	57,643
Adjustments to reconcile net earnings to net cash provided by operations:		
Depreciation and amortization	34,868	33,627
Other amortization	(133)	232
Stock based compensation	752	559
Loss on sale of property and equipment	3,406	1,459
Deferred income taxes	4,189	(2,415)
Tax benefits related to stock options	(308)	(430)
Changes in assets and liabilities:		
Receivables	(209)	(452)
Inventories	16,050	(4,384)
Prepaid expenses	(153)	(968)
Accounts payable	(45,419)	515
Accrued expenses	(2,349)	7,001
Income taxes	5,622	11,469
Other, net	(2,113)	(582)
Net cash provided by operations	70,350	103,274
Cash flows from investing:		
Purchase of property and equipment	(68,141)	(47,929)
Proceeds from sale of property and equipment	1,759	794
Net cash used in investing activities	(66,382)	(47,135)
Cash flows from financing:		
Payments of long-term debt	(14,648)	(12,773)
Proceeds from exercise of stock options	999	1,169
Payments of cash dividends	(7,619)	(6,586)
Tax benefits related to stock options	308	430
Net cash used in financing activities	(20,960)	(17,760)



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**CASEY S GENERAL STORES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**

*(Unaudited)*

*(Dollars in Thousands)*

*(Continued)*

	Six Months Ended October 31, 2008	2007
Cash flows from discontinued operations:		
Operating cash flows	(5)	214
Investing cash flows	309	309
Net cash flows from discontinued operations	304	523
Net (decrease) increase in cash and cash equivalents	(16,688)	38,902
Cash and cash equivalents at beginning of the period	154,523	107,067
Cash and cash equivalents at end of the period	\$ 137,835	145,969

**SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION**

	Six Months Ended October 31, 2008	2007
Cash paid during the period for:		
Interest, net of amount capitalized	\$ 6,938	7,988
Income taxes	22,891	24,436
Noncash investing and financing activities:		
Remeasurement of income taxes upon adoption of FIN 48		(646)
Property and equipment acquired through installment purchases or business acquisitions	1,550	
<i>See notes to unaudited consolidated condensed financial statements.</i>		

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**CASEY S GENERAL STORES, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED CONDENSED**

**FINANCIAL STATEMENTS**

*(Dollars in Thousands)*

1. *The accompanying consolidated condensed financial statements include the accounts and transactions of the Company and its wholly-owned subsidiaries. All material inter-company balances and transactions have been eliminated in consolidation.*
2. *The accompanying consolidated condensed financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. Although management believes that the disclosures are adequate to make the information presented not misleading, it is suggested that these interim consolidated condensed financial statements be read in conjunction with the Company's most recent audited financial statements and notes thereto. In the opinion of management, the accompanying consolidated condensed financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of October 31, 2008, and the results of operations for the three and six months ended October 31, 2008 and 2007, and cash flows for the six months ended October 31, 2008 and 2007. Certain reclassifications were made on the cash flow statement for the prior year to conform to current year presentation.*
3. *The Company recognizes retail sales of gasoline, grocery and general merchandise, prepared food and commissions on lottery, prepaid phone cards, video rentals, and money orders at the time of the sale to the customer. Other maintenance services and transportation charges are recognized at the time the service is provided. Vendor rebates in the form of rack display allowances are treated as a reduction in cost of sales and are recognized incrementally over the period covered by the applicable rebate agreement. Vendor rebates in the form of billbacks are treated as a reduction in cost of sales and are recognized at the time the product is sold.*
4. *Under the Company's stock option plans, options may be granted to non-employee directors, certain officers, and key employees to purchase an aggregate of 4,560,000 shares of common stock. Option prices for employees are not to be less than the fair market value of the stock (110% of fair market value for holders of 10% or more of the Company's stock) at the date the options are granted. Options for 354,664 shares were available for grant at October 31, 2008, and options for 705,400 shares (which expire between 2009 and 2018) were outstanding. Any additional option share requirements in the future would require approval by the shareholders of the Company. Additional information is provided in the Company's 2008 Proxy Statement.*

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On June 25, 2007, stock options totaling 246,000 shares were granted to certain officers and key employees. These awards were granted at no cost to the employee. These awards will vest on June 25, 2010 and compensation expense is currently being recognized ratably over the vesting period.

On July 5, 2005, stock options totaling 234,000 shares were granted to certain officers and key employees. These awards were also granted at no cost to the employee. These awards will vest on July 5, 2010 and compensation expense is currently being recognized ratably over the vesting period.

The 2000 Stock Option Plan grants employees options with an exercise price equal to the fair market value of the Company's stock on the date of grant and expire ten years after the date of grant. Vesting is generally over a three to five-year service period. The non-employee Directors Stock Option Plan grants directors options with an exercise price equal to the average of the last reported sale prices of shares of common stock on the last trading day of each of the 12 months preceding the award of the option. The term of such options is ten years from the date of grant, and each option is exercisable immediately upon grant. On May 1, 2008, stock options totaling 12,000 shares were granted to the directors. The aggregate number of shares of Common Stock that may be granted pursuant to the Director Stock Plan may not exceed 200,000 shares, subject to adjustment to reflect any future stock dividends, stock splits or other relevant capitalization changes.

Information concerning the issuance of stock options is presented in the following table:

	Number of Shares	Weighted Average Exercise Price
Outstanding at April 30, 2008	783,550	\$ 19.74
Granted	12,000	26.51
Exercised	(69,150)	14.45
Forfeited	(21,000)	23.80
Outstanding at October 31, 2008	705,400	\$ 20.25
Weighted average fair value of options granted during the six-month period ended October 31, 2008		\$ 8.30

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At October 31, 2008, all outstanding options had an aggregate intrinsic value of \$7,018 and a weighted average remaining contractual life of 6.2 years. The vested options totaled 294,400 shares with a weighted average exercise price of \$15.12 per share and a weighted average remaining contractual life of 4.1 years. The aggregate intrinsic value for the vested options as of October 31, 2008, was \$4,440. The aggregate intrinsic value for the total of all options exercised during the six months ended October 31, 2008, was \$1,089 and the total fair value of shares vested during the six months ended October 31, 2008, was \$100.

The fair value of the 2009 stock options granted was estimated utilizing the Black Scholes valuation model. The grant date fair values for the May 1, 2008 options was \$8.30. Significant assumptions include:

	May 1, 2008
Risk-free interest rate	4.3%
Expected option life	8.9 years
Expected volatility	37%
Expected dividend yield	1.7%

The option term of each award granted was based upon historical experience of employees and directors exercise behavior. Expected volatility was based upon historical volatility levels and future expected volatility of common stock. Expected dividend yield was based on expected dividend rate. Risk free interest rate reflects the yield of a zero coupon U.S. Treasury over the expected option life. Total compensation costs recorded for the six months ended October 31, 2008 and 2007, were \$752 and \$559, respectively, for the stock option awards. As of October 31, 2008, there was \$1,459 of total unrecognized compensation costs related to the 2000 Stock Option Plan for stock options which is expected to be recognized ratably through fiscal 2011.

- The results of operations of owned stores are presented as discontinued operations beginning in the quarter in which management commits to a plan to close the related store and actively markets the store. The results of operations of a leased store are presented as discontinued operations beginning in the quarter in which the related store ceases operations. The results of operations include related writedowns of stores to estimated net realizable value. The Company does not allocate interest expense to discontinued operations. Amounts related to prior periods for discontinued operations determined in the current periods have been reclassified to conform to discontinued operations of the current period in the accompanying condensed consolidated statements of earnings.

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The stores presented as discontinued operations had total revenues and pretax loss as follows for the periods presented (in thousands):

	Three months ended October 31,		Six months ended October 31,	
	2008	2007	2008	2007
Total revenue	\$ 1,279	4,491	2,852	9,775
Pretax loss	38	26	55	313

Included in the loss on discontinued operations is a gain on disposal of \$16 for the six-month period ended October 31, 2008. There were no disposals during the three-month period ended October 31, 2008. Included in the loss on discontinued operations is a loss on disposal of \$239 for the six-month period ending October 31, 2007. There were no disposals during the three-month period ended October 31, 2007. Included in property and equipment in the accompanying condensed consolidated balance sheets are \$554 and \$1,650 in assets held for sale as of October 31, 2008 and April 30, 2008, respectively.

- As previously reported, the Company is the defendant in a purported class action suit filed March 13, 2003 in Circuit Court for the Third Judicial Circuit, Madison County, Illinois, by a former store manager, individually and on behalf of persons similarly situated. The Plaintiff's first amended class action complaint filed June 13, 2008 alleges the suit is brought under Illinois law on behalf of all persons employed by the Company or one of its affiliates as managers of Casey's stores within the state of Illinois who at any time from February 1993 through the time of final judgment were not paid overtime compensation for hours worked in excess of 40 per week. The Plaintiff seeks relief for herself and class members under the Illinois Minimum Wage Law and the Illinois Wage Payment and Collection Act. The Company has filed an answer denying Plaintiff's claims under the Illinois Minimum Wage Law and asserts as a defense thereto that the Company's store managers are exempt from overtime laws as executive employees, or the equivalent, under applicable federal and state laws. The Company has moved to dismiss plaintiff's claim under the Illinois Wage Payment and Collection Act on the grounds that the Act is not a vehicle to enforce claims under the Minimum Wage Law.

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*The Company also is named as a defendant in five lawsuits ( "hot fuel" cases) brought in the federal courts in Kansas and Missouri against a variety of gasoline retailers. The complaints generally allege that the Company, along with numerous other retailers, has misrepresented gasoline volumes dispensed at its pumps by failing to compensate for expansion that occurs when fuel is sold at temperatures above 60°F. Fuel is measured at 60°F in wholesale purchase transactions and computation of motor fuel taxes in Kansas and Missouri. The complaints all seek certification as class actions on behalf of gasoline consumers within those two states, and one of the complaints also seeks certification for a class consisting of gasoline consumers in all states. The actions generally seek recovery for alleged violations of state consumer protection or unfair merchandising practices statutes, negligent and fraudulent misrepresentation, unjust enrichment, civil conspiracy, and violation of the duty of good faith and fair dealing; several seek injunctive relief and punitive damages.*

*These actions are part of a number of similar lawsuits that have been filed since November 2006 in 28 jurisdictions, including 26 states, Guam and the District of Columbia, against a wide range of defendants that produce, refine, distribute, and/or market gasoline products in the United States. On June 18, 2007, the Federal Judicial Panel on Multidistrict Litigation ordered that all of the pending hot fuel cases (officially, the "Motor Fuel Temperature Sales Practices Litigation") be transferred to the U.S. District Court for the District of Kansas in Kansas City, Kansas, for coordinated or consolidated pretrial proceedings, including rulings on discovery matters, various pretrial motions, and class certification. Discovery efforts by both sides are being pursued. The court recently denied plaintiff's motion for leave of the court to file an amended complaint that, among other things, would have added the Company as a party defendant to the action already pending in federal court in Indiana.*

*The Company also is the defendant in an action now pending in the United States District Court for the Southern District of Iowa, brought by two former employees claiming that Casey's failed to properly pay overtime compensation to its assistant managers. Specifically, plaintiffs claim that the assistant managers were treated as nonexempt employees entitled to overtime pay, but that the Company did not properly record all hours worked and failed to pay the assistant managers overtime pay for all hours worked in excess of 40 per week. The action purports to be a collective action under the Fair Labor Standards Act (FLSA) brought on behalf of all persons who are currently or were employed during the three-year period immediately preceding the filing of [the] complaint as Assistant Managers at any Casey's General Store operated by [the] Defendant (directly or through one of its wholly owned subsidiaries), who worked overtime during any given week within that period, and who have not filed a complaint to recover overtime wages.*

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*The complaint seeks relief in the form of back wages owed all members of the class during the three-year period preceding the filing of the complaint, liquidated damages, attorneys fees, and costs.*

*In October 2007, the Court conditionally certified the collective action as to any employees who are or have been employed by Casey's as an assistant manager at any time since November 1, 2004, and who have unresolved claims for unpaid overtime, and authorized the mailing of notice of the action to all such persons. The deadline for certain potential class members to elect to opt-in and become collective class members was extended by agreement to October 1, 2008 and has now expired. A total of 631 potential class members have elected to opt-in. The Company will be allowed to move to decertify the collective action after discovery is conducted.*

*In November 2007, the plaintiffs filed a motion to amend their complaint to include class claims alleging violations of the state laws of eight states where the Company operates, based on the same general factual allegations underlying the FLSA claim. The court allowed the amended complaint to be filed, with modifications. The plaintiffs recently filed amended collective and class action complaints, essentially asserting the same claims alleged in previous filings, but expanding the class claims under State law and extending them to include violations of Wisconsin law. In addition, the plaintiffs added as parties defendant five former and current officers of the Company. The claims against these five named officers are limited to alleged violation of the FLSA. Discovery activities are being pursued by both the plaintiffs and the Company, and a tentative trial date of August 3, 2009 has been set by the court.*

*On January 10, 2008, seven current and former store employees filed a companion case to the action brought by assistant managers discussed above. It was filed by the same attorneys representing the assistant managers and is also pending in the U.S. District Court for the Southern District of Iowa in Des Moines. This action also is filed as a collective action pursuant to the FLSA, and also alleges class claims based on the independent statutory state wage and hours laws of Iowa, Illinois, Indiana, Kansas, Missouri, Nebraska and South Dakota. The action purports to be brought on behalf of a class consisting of essentially all Casey's non-management-level store employees employed during the three-year period immediately preceding the filing of [the] complaint at any Casey's General Store, whether operated directly by Defendant or through one of its wholly owned subsidiaries.*

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*The complaint alleges that the subject employees were denied overtime pay for hours worked in excess of 40 hours per week, as well as mandatory meal and rest breaks, and that the Company failed to accurately record actual hours worked and willfully encouraged the employees to work off-the-clock. The complaint seeks damages, including alleged unpaid back wages, liquidated damages, pre- and post-judgment interest, court costs and attorneys fees, as well as equitable relief pursuant to various state laws.*

*Approximately 30,000 potential collective action members were provided notice of the action and their right to opt-in to the FLSA claims. A total of 2,573 potential members have opted-in to the collective action claim. The opt-in period expired on October 1, 2008.*

*The plaintiffs recently filed amended collective and class action complaints, essentially asserting the same claims alleged in previous filings, but expanding the class claims under state law and extending them to include violations of Minnesota law. In addition, the plaintiffs added as parties defendant five former and current officers of the Company. The claims against these five named officers are limited to alleged violation of the FLSA. Discovery activities are being pursued by both the plaintiffs and the Company.*

*In each of the foregoing lawsuits, management believes there are substantial factual and legal defenses to the claims made by the plaintiffs, and intends to contest the matters vigorously. However, due to the uncertainties of litigation generally, the resolution of these lawsuits cannot be accurately predicted and no assurance can be given that the Company will be successful in its defense on the merits or otherwise. If not successful, it is possible the Company could incur judgments or enter into settlements of specific claims that may adversely affect the Company's operating results in a particular period or its financial statements as a whole. Management cannot at this time reasonably estimate the possible loss or range of loss, if any, that may arise in connection with these lawsuits.*

*From time to time we are involved in other legal and administrative proceedings or investigations arising from the conduct of our business operations, including contractual disputes; environmental contamination or remediation issues; employment or personnel matters; personal injury and property damage claims; and claims by federal, state, and local regulatory authorities relating to the sale of products pursuant to licenses and permits issued by those authorities. Claims for compensatory or exemplary damages in those actions may be substantial. While the outcome of such litigation, proceedings, investigations, or claims is never certain, it is our opinion, after taking into consideration legal counsel's assessment and the availability of insurance proceeds and other collateral sources to cover potential losses, that the ultimate disposition of such other matters currently pending or threatened, individually or cumulatively, will not have a material adverse effect on our consolidated financial position and results of operation.*



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7. *In the first quarter of 2007, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the application of FASB Statement No. 109 by providing guidance on the recognition and measurement of an enterprise's tax positions taken in a tax return. FIN 48 additionally clarifies how an enterprise should account for a tax position depending on whether the position is more likely than not to pass a tax examination. The interpretation provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company recognized additional tax liabilities of \$646 with a corresponding reduction to beginning retained earnings as of May 1, 2007 as a result of the adoption of FIN 48. The total amount of gross unrecognized tax benefits was \$4,037, as of May 1, 2007, the date of adoption and \$5,655 at April 30, 2008. At October 31, 2008, the company had a total of \$6,869 in gross unrecognized tax benefits. Of this amount, \$5,128 represents the amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate. The total amount of accrued interest and penalties for such unrecognized tax benefits was \$688 at October 31, 2008 and \$548 at April 30, 2008. Net interest and penalties included in income tax expense for the six months ended October 31, 2008 was approximately \$140 and was not material for the same period of 2007. These unrecognized tax benefits relate to the state income tax filing positions and federal tax credits claimed for the Company's corporate subsidiaries.*

*A number of years may elapse before an uncertain tax position is audited and ultimately settled. It is difficult to predict the ultimate outcome or the timing of resolution for uncertain tax positions. It is reasonably possible that the amount of unrecognized tax benefits could significantly increase or decrease within the next twelve months. These changes could result from the expiration of the statute of limitations, examinations or other unforeseen circumstances. As of October 31, 2008, the Company did not have any ongoing federal income tax examinations. Two states have examinations in progress. The Company did not have any outstanding litigation related to tax matters. At this time, management expects the aggregate amount of unrecognized tax benefits to decrease by approximately \$676 within the next 12 months. This expected decrease is due to the expiration of statute of limitations related to certain state income tax filing positions.*

*The statute of limitations for federal income tax filings remains open for the years 2004 and forward. Tax years 2003 and forward are subject to audit by state tax authorities depending on the tax code of each state.*

*In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS No. 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3,*

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*defined as unobservable inputs in which little or no market data exists, thereby requiring an entity to develop its own assumptions. The Company adopted SFAS No. 157 on May 1, 2008 and it did not have a material impact on the Company's consolidated financial statements. In accordance with FASB Staff Position FAS 157-2, Effective Date of FASB Statement No. 157, the Company has deferred the adoption of SFAS No. 157 as it relates to nonfinancial assets and nonfinancial liabilities.*

*In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115, which permits many financial instruments and certain other items to be measured at fair value at the option of the Company. The Company adopted SFAS No. 159 on May 1, 2008 and it did not have a material impact on the Company's consolidated financial statements.*

*In December 2007, the FASB issued SFAS No. 141R, Business Combinations. SFAS No. 141R replaces SFAS No. 141, and establishes requirements for recognition and measurement of identifiable assets acquired, liabilities assumed, noncontrolling interest of the acquiree, goodwill acquired, and gain from bargain purchase. SFAS No. 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the annual reporting period beginning on or after December 15, 2008. The Company will adopt SFAS No. 141R on May 1, 2009.*

*In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133. SFAS No. 161 amends and expands disclosure requirements for derivative instruments to provide users of financial statements with an enhanced understanding of (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is to be applied prospectively for the first reporting period beginning on or after November 15, 2008. The Company will adopt SFAS No. 161 on February 1, 2009 and does not expect it to have a material impact on its consolidated financial statements.*

8. *The Company's financial condition and results of operations are affected by a variety of factors and business influences, certain of which are described in the Cautionary Statement Relating to Forward-Looking Statements filed as Exhibit 99 to the Annual Report on Form 10-K for the fiscal year ended April 30, 2008. These interim consolidated condensed financial statements should be read in conjunction with that Cautionary Statement.*

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (*Dollars in Thousands*).**  
**Overview**

Casey's General Stores, Inc. ("Casey's") and its wholly-owned subsidiaries (Casey's, together with its subsidiaries, are referred to herein as the Company), operate convenience stores under the name Casey's General Store, HandyMart and Just Diesel in nine Midwestern states, primarily Iowa, Missouri and Illinois. All stores offer gasoline for sale on a self-serve basis and carry a broad selection of food (including freshly prepared foods such as pizza, donuts and sandwiches), beverages, tobacco products, health and beauty aids, automotive products and other non-food items. On October 31, 2008, there were a total of 1,466 stores in operation, of which 1,463 were owned by the Company and 3 stores were operated by franchisees. A typical store is generally not profitable for its first year of operation due to start-up costs and will usually attain representative levels of sales and profits during its third or fourth year of operation.

The Company derives its revenue primarily from the retail sale of gasoline and the products offered in Company stores.

Approximately 61% of all Casey's General Stores are located in areas with populations of fewer than 5,000 persons, while approximately 13% of all stores are located in communities with populations exceeding 20,000 persons. The Company operates a central warehouse, the Casey's Distribution Center, adjacent to its Corporate Headquarters facility in Ankeny, Iowa, through which it supplies grocery and general merchandise items to Company stores.

At October 31, 2008, the Company owned the land at 1,414 locations and the buildings at 1,423 locations, and leased the land at 49 locations and the buildings at 40 locations. The Company treats any lease payment escalations under all operating leases on a straight line basis.

Long-lived assets are reviewed quarterly for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the assets, an impairment loss is recognized. Impairment is based on the estimated fair value of the asset. Fair value is based on management's estimate of the amount that could be realized from the sale of assets in a current transaction between willing parties. The estimate is derived from offers, actual sale or disposition of assets subsequent to year end, and other indications of asset value. In determining whether an asset is impaired, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets, which for the Company is generally on a store-by-store basis. Management expects to continue its on-going evaluation of under-performing stores, and may periodically sell specific stores where further operational and marketing efforts are not

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likely to improve their performance. The Company recognized charges of \$2,553 for five stores damaged by the significant flooding in June. The Company incurred additional impairment charges of \$985 during the six months ended October 31, 2008 for stores not affected by the flooding. The impairment charges are a component of operating expenses.

**Three Months Ended October 31, 2008 Compared to****Three Months Ended October 31, 2007**

*(Dollars and Amounts in Thousands)*

Three months ended 10/31/08	Gasoline	Grocery & Other Merchandise	Prepared Food & Fountain	Other	Total
Revenue	\$ 1,030,941	265,086	87,846	5,359	1,389,232
Gross profit	43,492	89,804	53,191	4,460	190,947
Margin	4.2%	33.9%	60.6%	83.2%	13.7%

Gasoline gallons 316,957

Three months ended 10/31/07	Gasoline	Grocery & Other Merchandise	Prepared Food & Fountain	Other	Total
Revenue	\$ 854,034	250,153	79,142	6,009	1,189,338
Gross profit	42,562	82,731	49,884	3,948	179,125
Margin	5.0%	33.1%	63.0%	65.7%	15.1%

Gasoline gallons 313,370

Total revenue for the second quarter of fiscal 2009 increased by \$199,894 (16.8%) over the comparable period in fiscal 2008. Retail gasoline sales increased by \$176,907 (20.7%) as the number of gallons sold increased by 3,587 (1.1%) while the average retail price per gallon increased 19%. During this same period, retail sales of grocery and general merchandise increased by \$14,933 (6%) and prepared food and fountain sales increased by \$8,704 (11%), due to the continued popularity of menu offerings and strategic price increases.

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The other revenue category primarily consists of wholesale gasoline and grocery sales to franchise stores and lottery, prepaid phone cards and video rental commissions received. These revenues decreased \$650 (10.8%) for the second quarter of fiscal 2009 while the gross profit margin increased \$512 (13%) primarily due to the increase in lottery commissions of \$260 (13.1%) from the comparable period in the prior year.

Cost of goods sold as a percentage of total revenue was 86.3% for the second quarter of fiscal 2009, compared to 84.9% for the comparable period in the prior year partially due to the decrease in the prepared food margin (to 60.6%) from the comparable period in the prior year (63%). This decrease was caused by increased product costs, primarily cheese. The gross profit margins on retail gasoline sales also decreased (to 4.2%) during the second quarter of fiscal 2009 from the second quarter of the prior year (5%). However, the gross profit margin per gallon increased (to \$.1372) in the second quarter of fiscal 2009 from the comparable period in the prior year (\$.1358) partially due to a declining trend in wholesale costs. These decreases were partially offset by the increase in the gross profit margin on retail sales of grocery and other merchandise (to 33.9%) from the comparable period in the prior year (33.1%). The increase was caused by enhanced profitability in the beer and beverage categories and increased pack versus carton sales in cigarettes.

Operating expenses as a percentage of total revenue were 9.2% for the second quarter of fiscal 2009 compared to 9.7% for the comparable period in the prior year. The decrease in operating expenses as a percentage of total revenue was caused primarily by an increase in the average retail price per gallon of gasoline sold. Operating expenses increased 10.3% in the second quarter of 2009 from the comparable period in the prior year, affected by several large health insurance claims, higher diesel fuel costs, and a 22% increase in fees resulting from customers' greater use of credit cards to purchase more expensive gasoline.

The effective tax rate increased .7% to 37.7% in the second quarter of fiscal year 2009 from 37% in the second quarter of fiscal year 2008. The increase in the effective tax rate was primarily due to the increase in the FASB Interpretation No. 48 (FIN 48) tax contingencies. This increase was partially offset by the increase in federal tax credits.

Net earnings decreased by \$347 (1.3%). The decrease in net earnings was attributable primarily to the increase in operating expenses. However, a majority of the increase in operating expenses was offset by the increases in the gross profit dollars from grocery and other merchandise sales, and prepared food and fountain sales.

**Table of Contents****Six Months Ended October 31, 2008 Compared to****Six Months Ended October 31, 2007***(Dollars and Amounts in Thousands)*

Six months ended 10/31/08	Gasoline	Grocery & Other Merchandise	Prepared Food & Fountain	Other	Total
Revenue	\$ 2,230,906	539,135	173,410	11,505	2,954,956
Gross profit	93,072	183,092	104,996	8,810	389,970
Margin	4.2%	34.0%	60.5%	76.6%	13.2%
Gasoline gallons	634,829				

Six months ended 10/31/07	Gasoline	Grocery & Other Merchandise	Prepared Food & Fountain	Other	Total
Revenue	\$ 1,792,053	509,941	154,583	12,102	2,468,679
Gross profit	92,040	171,028	96,422	7,984	367,474
Margin	5.1%	33.5%	62.4%	66.0%	14.9%

Gasoline gallons 626,755

Total revenue for the first six months of fiscal 2009 increased by \$486,277 (19.7%) over the comparable period in fiscal 2008. Retail gasoline sales increased by \$438,853 (24.5%) as the number of gallons sold increased by 8,074 (1.3%) while the average retail price per gallon increased 22.9%. During this same period, retail sales of grocery and general merchandise increased by \$29,194 (5.7%) and prepared food and fountain sales increased by \$18,827 (12.2%), due to the continued popularity of menu offerings and strategic price increases.

The other revenue category primarily consists of wholesale gasoline and grocery sales to franchise stores and lottery, prepaid phone cards, and video rental commissions received. These revenues decreased \$597 (4.9%) for the first six months of fiscal 2009 while the gross profit margin increased \$826 (10.3%) primarily due to the increase in lottery commissions of \$648 (17.2%) and prepaid phone card commissions of \$52 (5.8%) from the comparable period in the prior year.

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Cost of goods sold as a percentage of total revenue was 86.8% for the first six months of fiscal 2009, compared to 85.1% for the comparable period in the prior year partially due to the decrease in the prepared food margin (to 60.5%) from the comparable period in the prior year (62.4%). This decrease was caused by increased product costs, primarily cheese. The gross profit margins on retail gasoline sales decreased (to 4.2%) during the first six months of fiscal 2009 from the comparable period in the prior year (5.1%). The gross profit margin per gallon also decreased slightly (to \$.1466) during the first six months of fiscal 2009 from the comparable period in the prior year (\$.1469). These decreases were partially offset by the increase in the gross profit margin on retail sales of grocery and other merchandise (to 34%) from the comparable period in the prior year (33.5%). The increase was caused by enhanced profitability in the beer and beverage categories and increased pack versus carton sales in cigarettes.

Operating expenses as a percentage of total revenue were 8.8% for the first six months of fiscal 2009 compared to 9.6% for the comparable period in the prior year. The decrease in operating expenses as a percentage of total revenue was caused primarily by an increase in the average retail price per gallon of gasoline sold. Operating expenses increased 9.6% in the first six months of 2009 from the comparable period in the prior year, primarily due to a 28.3% increase in fees resulting from customers' greater use of credit cards to purchase more expensive gasoline, impairment charges of \$2,553 related to five stores damaged by the significant flooding in the upper Midwest in June 2008, and several large health insurance claims.

Depreciation and amortization expense increased 3.7% to \$34,868 for the first six months of fiscal year 2009 from \$33,627 for the comparable period in the prior year. The increase was due to capital expenditures made during the last fiscal year.

The effective tax rate increased .4% to 37.8% in the second quarter of fiscal year 2009 from 37.4% in the second quarter of fiscal year 2008. The increase in the effective tax rate was primarily due to the increase in the FASB Interpretation No. 48 (FIN 48) tax contingencies. This increase was partially offset by the increase in federal tax credits.

Net earnings decreased by \$1,338 (2.3%). The decrease in net earnings was attributable primarily to the increase in operating expenses. However, a majority of the increase in operating expenses was offset by the increases in the gross profit dollars from gasoline sales, grocery and other merchandise sales, and prepared food and fountain sales.

## **Critical Accounting Policies**

Critical accounting policies are those accounting policies that management believes are important to the portrayal of the Company's financial condition and results of operations and require management's most difficult, subjective judgments, often because of the need to estimate the effects of inherently uncertain factors.

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**Inventory.** Inventories, which consist of merchandise and gasoline, are stated at the lower of cost or market. For gasoline, cost is determined through the use of the first-in, first-out (FIFO) method. For merchandise inventories, cost is determined through the use of the last-in, first-out (LIFO) method applied to inventory values determined primarily by the FIFO method for warehouse inventories and the retail inventory method (RIM) for store inventories, except for cigarettes, beer, pop, and prepared foods, which are valued at cost. RIM is an averaging method widely used in the retail industry because of its practicality.

Under RIM, inventory valuations are at cost and the resulting gross margins are calculated by applying a cost-to-retail ratio to sales. Inherent in the RIM calculations are certain management judgments and estimates, which could affect the ending inventory valuation at cost and the resulting gross margins.

Vendor allowances include rebates and other funds received from vendors to promote their products. The Company often receives such allowances on the basis of quantitative contract terms that vary by product and vendor or directly on the basis of purchases made. Vendor rebates in the form of rack display allowances are treated as a reduction in cost of sales and are recognized incrementally over the period covered by the applicable rebate agreement. Vendor rebates in the form of billbacks are treated as a reduction in cost of sales and are recognized at the time the product is sold. Reimbursements of an operating expense (e.g., advertising) are recorded as reductions of the related expense.

**Long-lived Assets.** The Company periodically monitors under-performing stores for an indication that the carrying amount of assets may not be recoverable. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the assets, an impairment loss is recognized. Impairment is based on the estimated fair value of the asset. Fair value is based on management's estimate of the amount that could be realized from the sale of assets in a current transaction between willing parties. The estimate is derived from offers, actual sale or disposition of assets subsequent to period end, and other indications of asset value. In determining whether an asset is impaired, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets, which for the Company is generally on a store-by-store basis. Management expects to continue its on-going evaluation of under-performing stores, and may periodically sell specific stores where further operational and marketing efforts are not likely to improve their performance. The Company recognized charges of \$2,553 for five stores damaged by the significant flooding in June 2008. The Company incurred additional impairment charges of \$985 during the six months ended October 31, 2008 for stores not affected by the flooding. The impairment charges are a component of operating expenses.



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**Self-insurance.** The Company is primarily self-insured for employee health care, workers' compensation, general liability, and automobile claims. The self-insurance claim liability is determined actuarially based on claims filed and an estimate of claims incurred but not yet reported. Actuarial projections of the losses are employed due to the high degree of variability in the liability estimates. Some factors affecting the uncertainty of claims include the time frame of development, settlement patterns, litigation and adjudication direction, and medical treatment and cost trends. The liability is not discounted.

**Recent accounting pronouncements.** In the first quarter of 2007, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (an Interpretation of FASB Statement No. 109 (FIN 48)). FIN 48 clarifies the application of FASB Statement No. 109 by providing guidance on the recognition and measurement of an enterprise's tax positions taken in a tax return. FIN 48 additionally clarifies how an enterprise should account for a tax position depending on whether the position is more likely than not to pass a tax examination. The interpretation provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company recognized additional tax liabilities of \$646 with a corresponding reduction to beginning retained earnings as of May 1, 2007 as a result of the adoption of FIN 48. The total amount of gross unrecognized tax benefits was \$4,037, as of May 1, 2007, the date of adoption and \$5,655 at April 30, 2008. At October 31, 2008, the company had a total of \$6,869 in gross unrecognized tax benefits. Of this amount, \$5,128 represents the amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate. The total amount of accrued interest and penalties for such unrecognized tax benefits was \$688 at October 31, 2008 and \$548 at April 30, 2008. Net interest and penalties included in income tax expense for the six months ended October 31, 2008 was approximately \$140 and was not material for the same period of 2007. These unrecognized tax benefits relate to the state income tax filing positions and federal tax credits claimed for the Company's corporate subsidiaries.

A number of years may elapse before an uncertain tax position is audited and ultimately settled. It is difficult to predict the ultimate outcome or the timing of resolution for uncertain tax positions. It is reasonably possible that the amount of unrecognized tax benefits could significantly increase or decrease within the next twelve months. These changes could result from the expiration of the statute of limitations, examinations or other unforeseen circumstances. As of October 31, 2008, the Company did not have any ongoing federal income tax examinations. Two states have examinations in progress. The Company did not have any outstanding litigation related to tax matters. At this time, management expects the aggregate amount of unrecognized tax benefits to decrease by approximately \$676 within the next 12 months. This expected decrease is due to the expiration of statute of limitations related to certain state income tax filing positions.

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The statute of limitations for federal income tax filings remains open for the years 2004 and forward. Tax years 2003 and forward are subject to audit by state tax authorities depending on the tax code of each state.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS No. 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, thereby requiring an entity to develop its own assumptions. The Company adopted SFAS No. 157 on May 1, 2008 and it did not have a material impact on the Company's consolidated financial statements. In accordance with FASB staff position FAS 157-2, Effective Date of FASB Statement No. 157, the Company has deferred the adoption of SFAS No. 157 as it relates to nonfinancial assets and nonfinancial liabilities.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of FASB Statement No. 115, which permits many financial instruments and certain other items to be measured at fair value at the option of the Company. The Company adopted SFAS No. 159 on May 1, 2008 and it did not have a material impact on the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, Business Combinations. SFAS No. 141R replaces SFAS No. 141, and establishes requirements for recognition and measurement of identifiable assets acquired, liabilities assumed, noncontrolling interest of the acquiree, goodwill acquired, and gain from bargain purchase. SFAS No. 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the annual reporting period beginning on or after December 15, 2008. The Company will adopt SFAS No. 141R on May 1, 2009.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133. SFAS No. 161 amends and expands disclosure requirements for derivative instruments to provide users of financial statements with an enhanced understanding of (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is to be applied prospectively for the first reporting period beginning on or after November 15, 2008. The Company will adopt SFAS No. 161 on February 1, 2009 and does not expect it to have a material impact on its consolidated financial statements.

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### **Liquidity and Capital Resources (Dollars in Thousands)**

Due to the nature of the Company's business, cash provided by operations is the Company's primary source of liquidity. The Company finances its inventory purchases primarily from normal trade credit aided by the relatively rapid turnover of inventory. This turnover allows the Company to conduct its operations without large amounts of cash and working capital. As of October 31, 2008, the Company's ratio of current assets to current liabilities was 1.32 to 1. The ratio at October 31, 2007 and April 30, 2008 was 1.15 to 1 and 1.21 to 1, respectively. Management believes that the Company's current \$50,000 bank line of credit, together with cash flow from operations, will be sufficient to satisfy the working capital needs of its business.

Net cash provided by operations decreased \$32,924 (31.9%) in the six months ended October 31, 2008 from the comparable period in the prior year, primarily as a result of a large decrease in accounts payable due to the lower cost per gallon of gasoline at the end of the period. This result was partially offset by the decrease in inventories. Cash used in investing in the six months ended October 31, 2008 increased primarily due to the purchase of additional property and equipment. Cash used in financing increased, primarily due to increased payments of long-term debt and dividends during the six months.

Capital expenditures represent the single largest use of Company funds. Management believes that by reinvesting in Company stores, the Company will be better able to respond to competitive challenges and increase operating efficiencies. During the first six months of fiscal 2009, the Company expended \$68,141 for property and equipment and goodwill, primarily for the construction, acquisition and remodeling of Company stores, compared to \$47,929 for the comparable period in the prior year. The Company has budgeted approximately \$130,000 in fiscal 2009 for construction, acquisition and remodeling of Company stores, primarily from existing cash and funds generated by operations.

As of October 31, 2008, the Company had long-term debt, net of current maturities, of \$169,288, consisting of \$100,000 in principal amount of 5.72% Senior Notes, Series A and B, \$30,000 in principal amount of 7.38% Senior Notes, \$18,000 in principal amount of Senior Notes, Series A through Series F, with interest rates ranging from 6.18% to 7.23%, \$11,429 in principal amount of 7.89% Senior Notes, Series A, \$1,532 of mortgage notes payable, and \$8,327 of capital lease obligations.

To date, the Company has funded capital expenditures primarily from the proceeds of the sale of Common Stock, issuance of 6-1/4% Convertible Subordinated Debentures (which were converted into shares of Common Stock in 1994), the above-described Senior Notes, a mortgage note, and through funds generated from operations. Future capital needs required to finance operations, improvements and the anticipated growth in the number of Company stores are expected to be met from cash generated by operations, the bank line of credit, and additional long-term debt or other securities as circumstances may dictate, and are not expected to adversely affect liquidity.

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**Cautionary Statements (Dollars in Thousands)**

The foregoing Management's Discussion and Analysis of Financial Condition and Results of Operations contains various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements represent the Company's expectations or beliefs concerning future events, including (i) any statements regarding future sales and gross profit percentages, (ii) any statements regarding the continuation of historical trends and (iii) any statements regarding the sufficiency of the Company's cash balances and cash generated from operations and financing activities for the Company's future liquidity and capital resource needs. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including, without limitations, the following factors described more completely in the Form 10-K for the fiscal year ended April 30, 2008:

**Competition.** The Company's business is highly competitive, and marked by ease of entry and constant change in terms of the numbers and type of retailers offering the products and services found in Company stores. Many of the food (including prepared foods) and non-food items similar or identical to those sold by the Company are generally available from a variety of competitors in the communities served by Company stores, and the Company competes with other convenience store chains, gasoline stations, supermarkets, drug stores, discount stores, club stores, mass merchants and fast-food outlets (with respect to the sale of prepared foods). Sales of such non-gasoline items (particularly prepared food items) have contributed substantially to the Company's gross profits from retail sales in recent years. Gasoline sales are also intensely competitive. The Company competes with both independent and national brand gasoline stations in the sale of gasoline, other convenience store chains and several non-traditional gasoline retailers such as supermarkets in specific markets. Some of these other gasoline retailers may have access to more favorable arrangements for gasoline supply than do the Company or the firms that supply its stores. Some of the Company's competitors have greater financial, marketing and other resources than the Company, and, as a result, may be able to respond better to changes in the economy and new opportunities within the industry.

**Gasoline operations.** Gasoline sales are an important part of the Company's sales and earnings, and retail gasoline profit margins have a substantial impact on the Company's net earnings. Profit margins on gasoline sales can be adversely affected by factors beyond the control of the Company, including the supply of gasoline available in the retail gasoline market, uncertainty or volatility in the wholesale gasoline market, increases in wholesale gasoline costs generally during a period and price competition from other gasoline marketers.

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The market for crude oil and domestic wholesale petroleum products is marked by significant volatility, and is affected by general political conditions and instability in oil producing regions such as the Middle East and South America. The volatility of the wholesale gasoline market makes it extremely difficult to predict the impact of future wholesale cost fluctuation on the Company's operating results and financial conditions. These factors could materially impact the Company's gasoline gallon volume, gasoline gross profit and overall customer traffic levels at Company stores. Any substantial decrease in profit margins on gasoline sales or in the number of gallons sold by Company stores could have a material adverse effect on the Company's earnings.

The Company purchases its gasoline from a variety of independent national and regional petroleum distributors. Although in recent years the Company's suppliers have not experienced any difficulties in obtaining sufficient amounts of gasoline to meet the Company's needs, unanticipated national and international events could result in a reduction of gasoline supplies available for distribution to the Company. Any substantial curtailment in gasoline supplied to the Company could adversely affect the Company by reducing its gasoline sales. Further, management believes that a significant amount of the Company's business results from the patronage of customers primarily desiring to purchase gasoline and, accordingly, reduced gasoline supplies could adversely affect the sale of non-gasoline items. Such factors could have a material adverse impact upon the Company's earnings and operations.

**Tobacco Products.** Sales of tobacco products represent a significant portion of the Company's revenues. Significant increases in wholesale cigarette costs and tax increases on tobacco products, as well as national and local campaigns to discourage smoking in the United States, could have an adverse affect on the demand for cigarettes sold by Company stores. The Company attempts to pass price increases onto its customers, but competitive pressures in specific markets may prevent it from doing so. These factors could materially impact the retail price of cigarettes, the volume of cigarettes sold by Company stores and overall customer traffic.

**Environmental Compliance Costs.** The United States Environmental Protection Agency and several states, including Iowa, have established requirements for owners and operators of underground gasoline storage tanks (USTs) with regard to (i) maintenance of leak detection, corrosion protection and overfill/spill protection systems; (ii) upgrade of existing tanks; (iii) actions required in the event of a detected leak; (iv) prevention of leakage through tank closings; and (v) required gasoline inventory recordkeeping. Since 1984, new Company stores have been equipped with non-corroding fiberglass USTs, including many with double-wall construction, over-fill protection and electronic tank monitoring. The Company currently has 3,166 USTs, of which 2,653 are fiberglass and 513 are steel. Management believes that its existing gasoline procedures and planned capital expenditures will continue to keep the Company in substantial compliance with all current federal and state UST regulations.

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Several of the states in which the Company does business have trust fund programs with provisions for sharing or reimbursing corrective action or remediation costs incurred by UST owners, including the Company. The extent of available coverage or reimbursement under such programs for costs incurred by the Company is not fully known at this time. In each of the years ended April 30, 2008 and 2007, the Company spent approximately \$1,133 and \$1,431, respectively, for assessments and remediation. During the six months ended October 31, 2008, the Company expended approximately \$660 for such purposes. Substantially all of these expenditures have been submitted for reimbursement from state-sponsored trust fund programs and as of October 31, 2008, approximately \$11,537 has been received from such programs since their inception. Such amounts are typically subject to statutory provisions requiring repayment of the reimbursed funds for non-compliance with upgrade provisions or other applicable laws. No amounts are currently expected to be repaid. The Company has an accrued liability at October 31, 2008 of approximately \$235 for estimated expenses related to anticipated corrective actions or remediation efforts, including relevant legal and consulting costs. Management believes the Company has no material joint and several environmental liability with other parties.

Although the Company regularly accrues expenses for the estimated costs related to its future corrective action or remediation efforts, there can be no assurance that such accrued amounts will be sufficient to pay such costs, or that the Company has identified all environmental liabilities at all of its current store locations. In addition, there can be no assurance that the Company will not incur substantial expenditures in the future for remediation of contamination or related claims that have not been discovered or asserted with respect to existing store locations or locations that the Company may acquire in the future, or that the Company will not be subject to any claims for reimbursement of funds disbursed to the Company under the various state programs or that additional regulations, or amendments to existing regulations, will not require additional expenditures beyond those presently anticipated.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

As of the end of the period covered by this report, the Company was not a party to any derivative financial instruments. In addition, management believes that the Company is not materially at risk for changes in interest rates relating to its investment portfolio and long-term debt obligations. The Company places its investments with high quality credit issuers and, by policy, limits the amount of credit exposure to any one issuer. As stated in its policy, the Company's first priority is to reduce the risk of principal loss. Consequently, the Company seeks to preserve its invested funds by limiting default risk, market risk and reinvestment risk. The Company mitigates default risk by investing in only high quality credit securities that it believes to be low risk and by positioning its portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer or guarantor. The portfolio includes only marketable securities with active secondary or resale markets to ensure portfolio liquidity. The Company believes that an immediate 100 basis point move in interest rates affecting the Company's floating and fixed rate financial instruments as of October 31, 2008 would have an immaterial effect on the Company's pretax earnings.

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### **Item 4. Controls and Procedures.**

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 240.13a-15(e)). Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

There were no changes in the Company's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

The information required by this Item is set forth in Note 6 to the consolidated condensed financial statements included in Part I, Item 1 of this Form 10-Q and is incorporated herein by this reference.

### **Item 1A. Risk Factors.**

We are adding the following risk factor to those disclosed in our 2008 Annual Report on Form 10-K:

General economic conditions that are largely out of the Company's control may adversely affect the Company's financial condition and results of operations.

Recessionary economic cycles, higher interest rates, higher fuel and other energy costs, inflation, increases in commodity prices, higher levels of unemployment, higher consumer debt levels, higher tax rates and other changes in tax laws or other economic factors that may affect consumer spending or buying habits could adversely affect the demand for products the Company sells in its stores. In addition, the recent turmoil in the financial markets may have an adverse effect on the U.S. and world economy, which could negatively impact consumer spending patterns. There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence.

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Furthermore, the Company could experience reduced traffic in its stores, or limitations on the prices the Company can charge for its products, either of which could reduce the Company's sales and profit margins and have a material adverse affect on the Company's financial condition and results of operations. Also, economic factors such as those listed above and increased transportation costs, inflation, higher costs of labor, insurance and healthcare, and changes in other laws and regulations may increase the Company's cost of sales and the Company's operating expenses, and otherwise adversely affect the financial condition and results of operations of the Company.

### **Item 4. Submission of Matters to a Vote of Security Holders.**

At the annual meeting of shareholders held on September 17, 2008, eight directors were elected for a term of one year. Each of the nominees so elected, with the exception of Mr. Lamberti, previously has been elected by shareholders as a director of the Company. The votes cast or withheld for each nominee were as follows:

Name	Number of Shares Voting For	Number of Shares
		That Withheld Authority
Ronald M. Lamb	46,136,252	2,577,359
Robert J. Myers	46,968,907	1,744,704
Diane C. Bridgewater	48,348,173	365,438
Johnny Danos	48,278,071	435,540
Patricia Clare Sullivan	47,262,085	1,451,526
Kenneth H. Haynie	45,591,874	3,121,737
William C. Kimball	48,276,443	437,168
Jeffrey M. Lamberti	43,993,448	4,720,163

At the annual meeting, shareholders also ratified the selection of KPMG LLP as the independent auditors for the fiscal year ending April 30, 2009, with votes being cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
48,098,151	488,906	126,554



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### Item 6. Exhibits.

(a) The following exhibits are filed with this Report or, if so indicated, incorporated by reference:

Exhibit No.	Description
4.2	Rights Agreement between Casey's General Stores, Inc. and United Missouri Bank of Kansas City, N.A., as Rights Agent (incorporated by reference from the Registration Statement on Form 8-A (0-12788) filed June 19, 1989 relating to Common Share Purchase Rights), and amendments thereto (incorporated by reference from the Form 8 (Amendment No. 1 to the Registration Statement on Form 8-A filed June 19, 1989) filed September 10, 1990; the Form 8-A/A (Amendment No. 3 to the Registration Statement on Form 8-A filed June 19, 1989) filed March 30, 1994; the Form 8-A12G/A (Amendment No. 2 to the Registration Statement on Form 8-A filed June 19, 1989) filed July 29, 1994; the Current Report on Form 8-K filed May 10, 1999; and the Current Report on Form 8-K filed September 27, 1999.)
4.4	Note Agreement dated as of December 1, 1995 between Casey's General Stores, Inc. and Principal Mutual Life Insurance Company (incorporated by reference from the Current Report on Form 8-K filed January 11, 1996).
4.6	Note Agreement dated as of April 15, 1999 among the Company and Principal Life Insurance Company and other purchasers of the 6.18% to 7.23% Senior Notes, Series A through Series F (incorporated by reference from the Current Report on Form 8-K filed May 10, 1999).
4.7	Note Purchase Agreement dated as of May 1, 2000 among the Company and the purchasers of the 7.89% Senior Notes, Series 2000-A (incorporated by reference from the Current Report on Form 8-K filed May 23, 2000).
4.8	Note Purchase Agreement dated as of September 29, 2006 among the Company and the purchasers of the 5.72% Senior Notes, Series A and Series B (incorporated by reference from the Current Report on Form 8-K filed September 29, 2006).
21	Subsidiaries of Casey's General Stores, Inc.
31.1	Certification of Robert J. Myers under Section 302 of the Sarbanes Oxley Act of 2002
31.2	Certification of William J. Walljasper under Section 302 of the Sarbanes Oxley Act of 2002
32.1	Certificate of Robert J. Myers under Section 906 of Sarbanes-Oxley Act of 2002
32.2	Certificate of William J. Walljasper under Section 906 of Sarbanes-Oxley Act of 2002

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**SIGNATURE**

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

**CASEY S GENERAL STORES, INC.**

Date: December 5, 2008

By: /s/ William J. Walljasper  
William J. Walljasper  
Senior Vice President and Chief Financial Officer  
*(Authorized Officer and Principal Financial Officer)*

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