

LANCASTER COLONY CORP

Form 10-Q

May 10, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2010**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

**Commission file number 000-04065**

**Lancaster Colony Corporation**

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

**Ohio**

*(State or other jurisdiction of incorporation or organization)*

**13-1955943**

*(I.R.S. Employer Identification No.)*

**37 West Broad Street  
Columbus, Ohio**

*(Address of principal executive offices)*

**43215**

*(Zip Code)*

**614-224-7141**

*(Registrant's telephone number, including area code)*

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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

As of April 30, 2010, there were approximately 28,249,000 shares of Common Stock, without par value, outstanding.



**LANCASTER COLONY CORPORATION AND SUBSIDIARIES  
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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)**

| (Amounts in thousands, except share data)                                      | March 31<br>2010  | June 30<br>2009   |
|--|-------------------|-------------------|
| <b>ASSETS</b>  |                   |                   |
| <b>Current Assets:</b>   |                   |                   |
| Cash and equivalents   | \$ 95,662         | \$ 38,484         |
| Receivables (less allowance for doubtful accounts, March \$776 and June \$942) | 80,011            | 61,152            |
| Inventories:   |                   |                   |
| Raw materials  | 31,547            | 33,067            |
| Finished goods and work in process   | 65,806            | 69,456            |
| Total inventories  | 97,353            | 102,523           |
| Deferred income taxes and other current assets                                 | 29,848            | 20,653            |
| Total current assets   | 302,874           | 222,812           |
| <b>Property, Plant and Equipment:</b>  |                   |                   |
| Land, buildings and improvements   | 129,181           | 130,683           |
| Machinery and equipment  | 239,536           | 239,380           |
| Total cost   | 368,717           | 370,063           |
| Less accumulated depreciation  | 202,932           | 199,163           |
| Property, plant and equipment net  | 165,785           | 170,900           |
| <b>Other Assets:</b>   |                   |                   |
| Goodwill   | 89,840            | 89,840            |
| Other intangible assets net  | 9,805             | 10,678            |
| Other noncurrent assets  | 3,557             | 4,251             |
| <b>Total</b>   | <b>\$ 571,861</b> | <b>\$ 498,481</b> |

**LIABILITIES AND SHAREHOLDERS EQUITY****Current Liabilities:**

|                                     |               |               |
|-------------------------------------|---------------|---------------|
| Accounts payable                    | \$ 41,434     | \$ 41,180     |
| Accrued liabilities                 | 33,553        | 33,399        |
| Total current liabilities           | 74,987        | 74,579        |
| <b>Other Noncurrent Liabilities</b> | <b>15,676</b> | <b>16,719</b> |

|  |                   |            |
|--|-------------------|------------|
| <b>Deferred Income Taxes</b>   | <b>5,671</b>      | 4,627      |
| <b>Shareholders Equity:</b>  |                   |            |
| Preferred stock authorized 3,050,000 shares; outstanding none  |                   |            |
| Common stock authorized 75,000,000 shares; outstanding March 28,248,471 shares; June 28,101,885 shares | <b>94,294</b>     | 88,962     |
| Retained earnings  | <b>1,065,671</b>  | 998,476    |
| Accumulated other comprehensive loss   | <b>(8,641)</b>    | (9,085)    |
| Common stock in treasury, at cost  | <b>(675,797)</b>  | (675,797)  |
| Total shareholders equity  | <b>475,527</b>    | 402,556    |
| <b>Total</b>   | <b>\$ 571,861</b> | \$ 498,481 |

See accompanying notes to consolidated financial statements.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

| (Amounts in thousands, except per share data)           | Three Months Ended<br>March 31 |            | Nine Months Ended<br>March 31 |            |
|---|--------------------------------|------------|-------------------------------|------------|
|   | 2010                           | 2009       | 2010                          | 2009       |
| <b>Net Sales</b>  | \$ 250,328                     | \$ 246,027 | \$ 808,603                    | \$ 798,106 |
| <b>Cost of Sales</b>                                    | <b>188,405</b>                 | 193,385    | <b>598,196</b>                | 647,632    |
| <b>Gross Margin</b>                                     | <b>61,923</b>                  | 52,642     | <b>210,407</b>                | 150,474    |
| <b>Selling, General and Administrative Expenses</b>     | <b>24,328</b>                  | 20,155     | <b>69,196</b>                 | 62,333     |
| <b>Restructuring and Impairment Charges</b>             | <b>87</b>                      |            | <b>2,133</b>                  | 1,606      |
| <b>Operating Income</b>                                 | <b>37,508</b>                  | 32,487     | <b>139,078</b>                | 86,535     |
| <b>Other (Expense) Income:</b>                          |                                |            |                               |            |
| Interest expense  |                                | (64)       |                               | (1,194)    |
| Other income - Continued Dumping and Subsidy Offset Act |                                |            | <b>893</b>                    | 8,696      |
| Interest income and other - net                         | (6)                            | 65         | <b>53</b>                     | (131)      |
| <b>Income Before Income Taxes</b>                       | <b>37,502</b>                  | 32,488     | <b>140,024</b>                | 93,906     |
| <b>Taxes Based on Income</b>                            | <b>13,280</b>                  | 11,275     | <b>47,870</b>                 | 33,221     |
| <b>Net Income</b>                                       | \$ 24,222                      | \$ 21,213  | \$ 92,154                     | \$ 60,685  |
| <b>Net Income Per Common Share:</b>                     |                                |            |                               |            |
| Basic and Diluted                                       | \$ .86                         | \$ .76     | \$ 3.27                       | \$ 2.16    |
| <b>Cash Dividends Per Common Share</b>                  | \$ .30                         | \$ .285    | \$ .885                       | \$ .85     |
| <b>Weighted Average Common Shares Outstanding:</b>      |                                |            |                               |            |
| Basic   | <b>28,173</b>                  | 27,933     | <b>28,134</b>                 | 28,048     |
| Diluted   | <b>28,198</b>                  | 27,938     | <b>28,163</b>                 | 28,053     |

See accompanying notes to consolidated financial statements.





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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

| <b>(Amounts in thousands)</b>   | <b>Nine Months Ended<br/>March 31</b> |             |
|---|---------------------------------------|-------------|
|   | <b>2010</b>                           | <b>2009</b> |
| <b>Cash Flows From Operating Activities:</b>                                      |                                       |             |
| Net income  | \$ 92,154                             | \$ 60,685   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                       |             |
| Depreciation and amortization   | 15,666                                | 16,362      |
| Deferred income taxes and other noncash changes                                   | 1,777                                 | 3,493       |
| Restructuring and impairment charges  | 528                                   | (1,221)     |
| Gain on disposal of property  | (25)                                  | (868)       |
| Pension plan activity   | (405)                                 | (2,490)     |
| Changes in operating assets and liabilities:                                      |                                       |             |
| Receivables   | (19,204)                              | (13,218)    |
| Inventories   | 4,990                                 | 29,586      |
| Other current assets  | (9,350)                               | 10,314      |
| Accounts payable and accrued liabilities  | 743                                   | (9,867)     |
| Net cash provided by operating activities   | <b>86,874</b>                         | 92,776      |
| <b>Cash Flows From Investing Activities:</b>                                      |                                       |             |
| Payments on property additions  | (8,088)                               | (8,941)     |
| Proceeds from sale of property  | 28                                    | 1,991       |
| Other net   | (953)                                 | (1,026)     |
| Net cash used in investing activities   | <b>(9,013)</b>                        | (7,976)     |
| <b>Cash Flows From Financing Activities:</b>                                      |                                       |             |
| Proceeds from debt  |                                       | 25,000      |
| Payments on debt  |                                       | (65,000)    |
| Purchase of treasury stock  |                                       | (16,894)    |
| Payment of dividends  | (24,959)                              | (23,850)    |
| Proceeds from the exercise of stock options                                       | 4,276                                 |             |
| Decrease in cash overdraft balance  |                                       | (4,209)     |
| Net cash used in financing activities   | <b>(20,683)</b>                       | (84,953)    |
| Net change in cash and equivalents  | <b>57,178</b>                         | (153)       |
| Cash and equivalents at beginning of year   | <b>38,484</b>                         | 19,417      |
| Cash and equivalents at end of period   | <b>\$ 95,662</b>                      | \$ 19,264   |

**Supplemental Disclosure of Operating Cash Flows:**

|  |           |           |
|--|-----------|-----------|
| Cash paid during the period for income taxes | \$ 55,634 | \$ 18,803 |
|--|-----------|-----------|

See accompanying notes to consolidated financial statements.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Tabular amounts in thousands, except per share data)**

**Note 1 Summary of Significant Accounting Policies**

***Basis of Presentation***

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In our opinion, the interim consolidated financial statements reflect all adjustments necessary for a fair presentation of the results of operations and financial position for such periods. All such adjustments reflected in the interim consolidated financial statements are considered to be of a normal recurring nature. The results of operations for any interim period are not necessarily indicative of results for the full year. Accordingly, these financial statements should be read in conjunction with the financial statements and notes thereto contained in our 2009 Annual Report on Form 10-K. Unless otherwise noted, the term year and references to a particular year pertain to our fiscal year, which begins on July 1 and ends on June 30; for example, 2010 refers to fiscal 2010, which is the period from July 1, 2009 to June 30, 2010.

***Subsequent Events***

We have evaluated events occurring between the end of our most recent fiscal quarter and the date the financial statements were issued and noted no events that would require recognition or disclosure in these financial statements.

***Property, Plant and Equipment***

Property, plant and equipment are stated at cost. Purchases of property, plant and equipment included in accounts payable at March 31, 2010 and 2009 were approximately \$0.5 million and \$0.1 million, respectively. These purchases, less the preceding June 30 balances, have been excluded from the property additions and the change in accounts payable in the Consolidated Statements of Cash Flows.

***Earnings Per Share***

Effective July 1, 2009, we adopted the provisions of a Financial Accounting Standards Board ( FASB ) Staff Position ( FSP ) on the FASB s Emerging Issues Task Force ( EITF ) Issue No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities, which is now part of Accounting Standards Codification ( ASC ) Topic 260, Earnings Per Share. This FSP addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share ( EPS ) under the two-class method described in GAAP for EPS. The restricted stock we previously granted to employees was deemed to meet the definition of a participating security as the employees receive nonforfeitable dividends before the stock becomes vested. Our adoption of this FSP required that we retrospectively restate EPS for all periods presented. There was no impact on EPS for the three and nine months ended March 31, 2009.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

Basic and diluted net income per common share were calculated as follows:

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--|---------------------------|-------------|--------------------------|-------------|
|  | <b>March 31</b>           |             | <b>March 31</b>          |             |
|  | <b>2010</b>               | <b>2009</b> | <b>2010</b>              | <b>2009</b> |
| Net income                                       | \$ 24,222                 | \$ 21,213   | \$ 92,154                | \$ 60,685   |
| Net income allocated to participating securities | (45)                      | (22)        | (158)                    | (59)        |
| Net income allocated to common shareholders      | \$ 24,177                 | \$ 21,191   | \$ 91,996                | \$ 60,626   |
| Weighted average common shares outstanding:      |                           |             |                          |             |
| Basic  | 28,173                    | 27,933      | 28,134                   | 28,048      |
| Incremental share effect from:                   |                           |             |                          |             |
| Stock options                                    | 1                         |             | 4                        |             |
| Restricted stock                                 | 2                         | 5           | 6                        | 5           |
| Stock-settled stock appreciation rights          | 22                        |             | 19                       |             |
| Diluted  | 28,198                    | 27,938      | 28,163                   | 28,053      |
| Net income per common share basic and diluted    | \$ .86                    | \$ .76      | \$ 3.27                  | \$ 2.16     |

**Significant Accounting Policies**

There were no changes to our Significant Accounting Policies from those disclosed in our 2009 Annual Report on Form 10-K.

**Note 2 Impact of Recently Issued Accounting Standards**

In December 2008, the FASB issued FSP No. FAS 132(R)-1, Employers Disclosures about Postretirement Benefit Plan Assets ( FSP FAS 132(R)-1 ), which is now part of ASC Topic 715, Compensation-Retirement Benefits. FSP FAS 132(R)-1 provides guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan. This FSP expands the disclosure set forth in GAAP for retirement benefits by adding required disclosures about (1) how investment allocation decisions are made by management, (2) major categories of plan assets, and (3) significant concentration of risk. Additionally, the FSP requires an employer to disclose information about the valuation of plan assets similar to that required under GAAP for fair value measurements. This FSP is effective for fiscal years ending after December 15, 2009, with earlier adoption permitted. We are currently reviewing the additional disclosure requirements regarding our benefit plans' assets.

**Note 3 Goodwill and Other Intangible Assets**

Goodwill attributable to the Specialty Foods segment was approximately \$89.8 million at March 31, 2010 and June 30, 2009.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

The following table summarizes our identifiable other intangible assets, all included in the Specialty Foods segment:

|   | <b>March 31</b> | <b>June 30</b> |
|---|-----------------|----------------|
|   | <b>2010</b>     | <b>2009</b>    |
| Trademarks (40-year life)                   |                 |                |
| Gross carrying value                        | \$ 370          | \$ 370         |
| Accumulated amortization                    | (175)           | (167)          |
| Net Carrying Value                          | \$ 195          | \$ 203         |
| Customer Relationships (12 to 15-year life) |                 |                |
| Gross carrying value                        | \$ 13,020       | \$ 13,020      |
| Accumulated amortization                    | (3,820)         | (3,118)        |
| Net Carrying Value                          | \$ 9,200        | \$ 9,902       |
| Non-compete Agreements (5 to 8-year life)   |                 |                |
| Gross carrying value                        | \$ 1,540        | \$ 1,540       |
| Accumulated amortization                    | (1,130)         | (967)          |
| Net Carrying Value                          | \$ 410          | \$ 573         |
| Total Net Carrying Value                    | \$ 9,805        | \$ 10,678      |

Amortization expense relating to these assets was approximately \$0.3 million and \$0.9 million for both the three and nine months ended March 31, 2010 and 2009, respectively. Total annual amortization expense is estimated to be approximately \$1.2 million next year, \$1.1 million for the second year and \$0.9 million for each of the following three years.

**Note 4 Long-Term Debt**

At March 31, 2010 and June 30, 2009, we had an unsecured revolving credit facility under which we may borrow up to a maximum of \$160 million at any one time, with the potential to expand the total credit availability to \$260 million based on obtaining consent of the issuing bank and certain other conditions. The facility expires on October 5, 2012, and all outstanding amounts are due and payable on that day. At March 31, 2010 and June 30, 2009, we had no borrowings outstanding under this facility. Loans may be used for general corporate purposes.

Based on the long-term nature of this facility and in accordance with GAAP, when we have outstanding borrowings under this facility, we classify the outstanding balance as long-term debt. We paid no interest for the three and nine months ended March 31, 2010, as compared to approximately \$0.1 million and \$1.2 million for the three and nine months ended March 31, 2009, respectively.

The facility contains two principal financial covenants: an interest expense test that requires us to maintain an interest coverage ratio not less than 2.5 to 1 at the end of each fiscal quarter; and an indebtedness test that requires us to maintain a leverage ratio not greater than 3 to 1 at all times. The interest coverage ratio is calculated by dividing Consolidated EBIT (as defined more specifically in the credit agreement) by Consolidated Interest Expense (as defined more specifically in the credit agreement), and the leverage ratio is calculated by dividing Consolidated Debt (as defined more specifically in the credit agreement) by Consolidated EBITDA (as defined more specifically in the credit agreement). We met the requirements of these financial covenants at March 31, 2010 and June 30, 2009.

**Note 5 Pension Benefits**

We and certain of our operating subsidiaries provide multiple defined benefit pension plans. Benefits under the plans are primarily based on negotiated rates and years of service and cover the union workers at such locations. We contribute to these plans at least the minimum amount required by regulation or contract.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

The following table discloses net periodic benefit cost for our pension plans:

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--|---------------------------|-------------|--------------------------|-------------|
|  | <b>March 31</b>           |             | <b>March 31</b>          |             |
|  | <b>2010</b>               | <b>2009</b> | <b>2010</b>              | <b>2009</b> |
| <b>Components of net periodic benefit cost</b>                     |                           |             |                          |             |
| Service cost   | \$                        | 29          | \$ 45                    | \$ 89       |
| Interest cost  |                           | 529         | 1,588                    | 1,625       |
| Expected return on plan assets                                     |                           | (537)       | (1,613)                  | (1,770)     |
| Curtailment charge   |                           |             | 331                      | 331         |
| Amortization of unrecognized net loss                              |                           | 124         | 372                      | 207         |
| Amortization of prior service cost                                 |                           |             | 19                       | 5           |
| Amortization of unrecognized net obligation existing at transition |                           |             |                          | 71          |
|  |                           |             |                          | 2           |
| Net periodic benefit cost  | \$                        | 116         | \$ 439                   | \$ 746      |
|  |                           |             |                          | \$ 555      |

In the first quarter of 2010, one of our plans became subject to curtailment accounting. This resulted in the immediate recognition of all of the outstanding prior service cost of the plan, which was approximately \$0.3 million, as required under GAAP for retirement benefits. This charge was included in our Specialty Foods segment.

In the third quarter of 2009, one of our plans became subject to curtailment accounting. This resulted in the immediate recognition of all of the outstanding prior service cost of the plan, which was approximately \$0.3 million, as required under GAAP for retirement benefits. This charge was included in our corporate expenses within continuing operations because the costs related to the retained liabilities of sold operations.

For the three and nine months ended March 31, 2010, we made pension plan contributions totaling approximately \$0.8 million. We do not expect to make any further contributions to our pension plans during the remainder of 2010.

**Note 6 Postretirement Benefits**

We and certain of our operating subsidiaries provide multiple postretirement medical and life insurance benefit plans. We recognize the cost of benefits as the employees render service. Postretirement benefits are funded as incurred.

The following table discloses net periodic benefit cost for our postretirement plans:

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--|---------------------------|-------------|--------------------------|-------------|
|  | <b>March 31</b>           |             | <b>March 31</b>          |             |
|  | <b>2010</b>               | <b>2009</b> | <b>2010</b>              | <b>2009</b> |
| <b>Components of net periodic benefit cost</b> |                           |             |                          |             |
| Service cost                                   | \$                        | 4           | \$ 12                    | \$ 13       |
| Interest cost                                  |                           | 48          | 144                      | 148         |
| Amortization of unrecognized gain              |                           | (4)         | (10)                     | (13)        |
| Amortization of prior service asset            |                           | (1)         | (3)                      | (4)         |
| Net periodic benefit cost                      | \$                        | 47          | \$ 48                    | \$ 143      |
|  |                           |             |                          | \$ 144      |

For the three and nine months ended March 31, 2010, we made less than \$0.1 million and approximately \$0.1 million, respectively, in contributions to our postretirement medical and life insurance benefit plans. We





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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

expect to make approximately \$0.1 million more in contributions to our postretirement medical and life insurance benefit plans during the remainder of 2010.

**Note 7 Stock-Based Compensation**

As approved by our shareholders in November 1995, the terms of the 1995 Key Employee Stock Option Plan (the 1995 Plan ) reserved 3,000,000 common shares for issuance to qualified key employees. All options granted under the 1995 Plan were exercisable at prices not less than fair market value as of the date of grant. The 1995 Plan expired in August 2005, but there were options issued under this plan that were exercisable through February 2010. In general, options granted under the 1995 Plan vested immediately and had a maximum term of five years. Our policy is to issue shares upon option exercise from new shares that had been previously authorized.

Our shareholders approved the adoption of the Lancaster Colony Corporation 2005 Stock Plan (the 2005 Plan ) at our 2005 Annual Meeting of Shareholders. The 2005 Plan reserved 2,000,000 common shares for issuance to our employees and directors, and all awards granted under the 2005 Plan will be exercisable at prices not less than fair market value as of the date of the grant. The vesting period for awards granted under the 2005 Plan varies as to the type of award granted, but generally these awards have a maximum term of five years.

***Stock Options***

Until 2008, we used stock options as the primary vehicle for rewarding certain employees with long-term incentives for their efforts in helping to create long-term shareholder value. Under GAAP for stock-based compensation, we calculated the fair value of option grants using the Black-Scholes option-pricing model. There were no grants of stock options during the nine months ended March 31, 2010 and 2009.

We recognized compensation expense over the requisite service period. Total compensation cost related to stock options for the three and nine months ended March 31, 2010 was zero, as compared to zero and less than \$0.1 million for the three and nine months ended March 31, 2009, respectively. These amounts were reflected in Selling, General and Administrative Expenses and were allocated to each segment appropriately. No initial tax benefits were recorded for the portion of these compensation costs that relate to incentive stock options, which do not qualify for a tax deduction until, and only if, a disqualifying disposition occurs.

During the three and nine months ended March 31, 2010, we received approximately \$0.3 million and \$4.0 million, respectively, in cash from the exercise of stock options. The aggregate intrinsic value of these options was approximately \$0.1 million and \$0.9 million, respectively. A related tax benefit of less than \$0.1 million and approximately \$0.3 million was recorded in the three and nine months ended March 31, 2010, respectively. These tax benefits were included in the financing section of the Consolidated Statements of Cash Flows and resulted from incentive stock option disqualifying dispositions and exercises of non-qualified options. The benefits include less than \$0.1 million of gross windfall tax benefits for the three and nine months ended March 31, 2010.

There were no stock option exercises during the nine months ended March 31, 2009.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

The following table summarizes the activity relating to stock options granted under the 1995 Plan mentioned above for the nine months ended March 31, 2010:

|                                    | Number<br>of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Life in Years | Aggregate<br>Intrinsic<br>Value |
|------------------------------------|------------------------|--|--|---------------------------------|
| Outstanding at beginning of period | 96                     | \$ 41.52                                 |  |                                 |
| Exercised                          | (95)                   | 41.52                                    |  |                                 |
| Expired                            | (1)                    | 41.52                                    |  |                                 |
| Outstanding at end of period       |                        | \$                                       |  | \$                              |

**Stock-Settled Stock Appreciation Rights**

Since 2008, we have used periodic grants of stock-settled stock appreciation rights ( SSSARs ) as a vehicle for rewarding certain employees with long-term incentives for their efforts in helping to create long-term shareholder value. Under GAAP for stock-based compensation, we calculate the fair value of SSSARs grants using the Black-Scholes option-pricing model.

In February 2010 and 2009, we granted 167,950 and 77,700 SSSARs, respectively, to various employees under the terms of the 2005 Plan discussed previously. The weighted average per share fair value of the 2010 SSSARs grant was \$11.81 and was estimated at the date of grant using the following assumptions: risk-free interest rate of 1.67%; dividend yield of 2.04%; volatility factor of the expected market price of our common stock of 29.97%; and a weighted average expected life of 3.5 years. The weighted average per share fair value of the 2009 SSSARs grant was \$6.89 and was estimated at the date of grant using the following assumptions: risk-free interest rate of 1.63%; dividend yield of 2.86%; volatility factor of the expected market price of our common stock of 28.13%; and a weighted average expected life of 3.5 years. For both grants, the volatility factor was estimated based on actual historical volatility of our stock for a time period equal to the term of the SSSARs. The expected average life was calculated using the simplified method as defined in the Securities and Exchange Commission's Staff Accounting Bulletin 110, as we do not yet have sufficient historical exercise experience for this type of grant. The SSSARs from both grants vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date and one-third on the third anniversary of the grant date. We are assuming a forfeiture rate of four percent for each of these grants.

We recognize compensation expense over the requisite service period. Total compensation cost related to SSSARs was approximately \$0.2 million and \$0.4 million for the three and nine months ended March 31, 2010, respectively, as compared to approximately \$0.1 million and \$0.2 million for the three and nine months ended March 31, 2009, respectively. These amounts were reflected in Selling, General and Administrative Expenses and were allocated to each segment appropriately. We recorded a tax benefit of less than \$0.1 million and approximately \$0.1 million for the three and nine months ended March 31, 2010 and 2009, respectively.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

The following table summarizes the activity relating to SSSARs granted under the 2005 Plan mentioned above for the nine months ended March 31, 2010:

|  | Number<br>of<br>Rights | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Life in Years | Aggregate<br>Intrinsic<br>Value |
|--|------------------------|--|--|---------------------------------|
| Outstanding at beginning of period           | 222                    | \$ 38.85                                 |  |                                 |
| Exercised                                    | (74)                   | 38.66                                    |  |                                 |
| Granted                                      | 168                    | 58.79                                    |  |                                 |
| Forfeited                                    | (1)                    | 38.31                                    |  |                                 |
| Outstanding at end of period                 | 315                    | \$ 49.54                                 | 4.17   | \$ 2,945                        |
| Exercisable and vested at end of period      | 45                     | \$ 38.63                                 | 3.12   | \$ 909                          |
| Vested and expected to vest at end of period | 301                    | \$ 49.57                                 | 4.17   | \$ 2,809                        |

The following table summarizes the status of, and changes to, unvested SSSARs during the nine months ended March 31, 2010:

|                                 | Number<br>of<br>Rights | Weighted<br>Average<br>Grant Date<br>Fair Value |
|---------------------------------|------------------------|---|
| Unvested at beginning of period | 179                    | \$ 6.39   |
| Granted                         | 168                    | 11.81   |
| Vested                          | (76)                   | 6.30  |
| Forfeited                       | (1)                    | 6.00  |
| Unvested at end of period       | 270                    | \$ 9.78   |

At March 31, 2010, there was approximately \$2.4 million of total unrecognized compensation cost related to SSSARs that we will recognize over a weighted-average period of approximately 2.55 years.

**Restricted Stock**

Since 2008, we have used periodic grants of restricted stock as a vehicle for rewarding our nonemployee directors and certain employees with long-term incentives for their efforts in helping to create long-term shareholder value.

In February 2010 and 2009, we granted a total of 25,000 and 5,800 shares of restricted stock, respectively, to various key employees under the terms of the 2005 Plan discussed above. The restricted stock granted in 2010 had a grant date fair value of approximately \$1.5 million based on a per share closing stock price of \$58.79. The restricted stock granted in 2009 had a grant date fair value of approximately \$0.2 million based on a per share closing stock price of \$39.86. The restricted stock under each of these grants vests on the third anniversary of the grant date. We are assuming a forfeiture rate of four percent for each of these grants. Under the terms of the grants, employees will receive dividends on unforfeited restricted stock regardless of their vesting status.

On November 16, 2009, we granted a total of 8,435 shares of restricted stock to our seven nonemployee directors under the terms of the 2005 Plan discussed above. The restricted stock had a grant date fair value of approximately \$0.4 million based on a per share closing stock price of \$50.86. This restricted stock vests over a one-year period, and all of these shares are expected to vest. Dividends earned on the stock during the vesting period are held in escrow and will be paid to the directors at the time the stock vests. An additional 14,000 shares of restricted stock that were granted to our seven nonemployee directors on November 17, 2008 vested during the second quarter of 2010, and the directors were paid the related dividends that had been held in escrow.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

We recognize compensation expense over the requisite service period. Total compensation cost related to restricted stock for the three and nine months ended March 31, 2010 was approximately \$0.2 million and \$0.6 million, respectively, as compared to approximately \$0.2 million and \$0.4 million in the corresponding periods of the prior year. These amounts were reflected in Selling, General and Administrative Expenses and were allocated to each segment appropriately. We recorded a tax benefit of approximately \$0.1 million and \$0.2 million for the three and nine months ended March 31, 2010, respectively, as compared to less than \$0.1 million and approximately \$0.1 million in the corresponding periods of the prior year.

The following table summarizes the activity related to restricted stock granted under the 2005 Plan mentioned above for the nine months ended March 31, 2010:

|  | <b>Number<br/>of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Grant Date<br/>Fair Value</b> |
|--|---------------------------------|---|
| Unvested restricted stock at beginning of period   | <b>43</b>                       | <b>\$ 35.61</b>   |
| Granted  | <b>33</b>                       | <b>56.79</b>  |
| Vested   | <b>(14)</b>                     | <b>29.57</b>  |
| Forfeited  |                                 |   |
| Unvested restricted stock at end of period         | <b>62</b>                       | <b>\$ 48.46</b>   |
| Expected to vest restricted stock at end of period | <b>60</b>                       | <b>\$ 48.35</b>   |

At March 31, 2010, there was approximately \$2.0 million of unrecognized compensation expense related to restricted stock that we will recognize over a weighted average period of approximately 2.28 years.

**Note 8 Restructuring and Impairment Charges*****Specialty Foods Segment Fiscal 2010***

In the first quarter of 2010, we committed to a plan to close our dressings and sauces manufacturing operation located in Wilson, New York. This decision was intended to provide greater efficiency in our Specialty Foods segment by consolidating most of this facility's operations into other existing plants, outsourcing certain requirements and exiting less profitable dressing lines. Production at this facility was phased out in the second quarter of 2010, and while timing of the disposal of the associated real estate is difficult to predict, this closure was essentially complete at December 31, 2009. The operations of this location have not been reclassified to discontinued operations in accordance with GAAP for the impairment or disposal of long-lived assets.

During the three and nine months ended March 31, 2010, we recorded restructuring charges of approximately \$0.1 million (less than \$0.1 million after taxes) and \$2.3 million (\$1.5 million after taxes), respectively, including approximately \$0.2 million recorded in Cost of Sales for the write-down of inventories. The remaining charges consisted of one-time termination benefits, a pension curtailment charge and other various closing costs. Cash expenditures for the three and nine months ended March 31, 2010 were approximately \$0.1 million and \$1.8 million, respectively, and were for the one-time termination benefits and other closing costs.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

An analysis of the restructuring activity for the nine months ended March 31, 2010 recorded within the Specialty Foods segment follows:

|                              | Accrual at<br>June 30,<br>2009 | 2010<br>Charges | 2010<br>Cash<br>Outlays | Accrual at<br>March 31,<br>2010 |
|------------------------------|--------------------------------|-----------------|-------------------------|---------------------------------|
| <b>Restructuring Charges</b> |                                |                 |                         |                                 |
| Employee Separation Costs    | \$                             | \$ 1,643        | \$ (1,643)              | \$                              |
| Other Costs                  |                                | 141             | (141)                   |                                 |
| Subtotal                     | \$                             | 1,784           | \$ (1,784)              | \$                              |
| Pension Curtailment Charges  |                                | 349             |                         |                                 |
| Inventory Write-Down         |                                | 179             |                         |                                 |
| Total Restructuring Charges  |                                | \$ 2,312        |                         |                                 |

We do not expect any other restructuring costs or cash expenditures related to this closure. The total costs associated with this closure were ultimately less than originally estimated due to the actual timing of the closure and its impact on the one-time termination benefits and also due to lower than expected other closing costs.

**Specialty Foods Segment Fiscal 2009**

In the first quarter of 2009, we began consolidating our Atlanta, Georgia dressing operation into our other existing food facilities as part of our cost-reduction efforts within the Specialty Foods segment. During the nine months ended March 31, 2009, we recorded restructuring and impairment charges of approximately \$0.8 million (\$0.5 million after taxes). This closure was essentially complete at September 30, 2008, and the disposition of the associated real estate occurred in December 2008. We do not expect any other costs or cash expenditures related to this closure.

**Other Segments Fiscal 2009**

During fiscal 2007, we initiated our plan to close our industrial glass operation located in Lancaster, Ohio. During the nine months ended March 31, 2009, we recorded additional restructuring and impairment charges of approximately \$0.8 million (\$0.5 million after taxes) within corporate expenses for costs incurred during the period. The total costs associated with this plant closure totaled approximately \$5.7 million. This closure was essentially complete at September 30, 2008. We do not currently expect other significant restructuring costs related to this closure.

**Held for Sale**

As a result of the current-year closing discussed above, as well as various prior-year restructuring and divestiture activities, we have certain held for sale properties with a total net book value of approximately \$2.9 million that have been reclassified to current assets and are included in Deferred Income Taxes and Other Current Assets on the Consolidated Balance Sheet. In accordance with GAAP for property, plant and equipment, we are no longer depreciating these held for sale assets and they are being actively marketed for sale.

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

**Note 9 Income Taxes**

The gross tax contingency reserve at March 31, 2010 was approximately \$1.3 million and consisted of tax liabilities of approximately \$0.7 million and penalties and interest of approximately \$0.6 million. In accordance with GAAP for income taxes, we have classified the entire balance at March 31, 2010 as long-term liabilities as these amounts are not expected to be paid within the next 12 months. We expect that the amount of these liabilities will change within the next 12 months; however, we do not expect the change to have a significant effect on our financial position or results of operations. We recognize interest and penalties related to these tax liabilities in income tax expense.

During 2010, we executed several state tax voluntary disclosure agreements. The settlement of these liabilities resulted in pre-tax income of approximately \$0.9 million, which impacted our effective tax rate for the nine months ended March 31, 2010 by approximately 0.5%.

**Note 10 Business Segment Information**

The following summary of financial information by business segment is consistent with the basis of segmentation and measurement of segment profit or loss presented in our June 30, 2009 consolidated financial statements:

|                                | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--------------------------------|---------------------------|-------------|--------------------------|-------------|
|                                | <b>March 31</b>           |             | <b>March 31</b>          |             |
|                                | <b>2010</b>               | <b>2009</b> | <b>2010</b>              | <b>2009</b> |
| <b>Net Sales</b>               |                           |             |                          |             |
| Specialty Foods                | \$ 216,471                | \$ 216,894  | \$ 675,911               | \$ 683,073  |
| Glassware and Candles          | 33,857                    | 29,133      | 132,692                  | 115,033     |
| Total                          | \$ 250,328                | \$ 246,027  | \$ 808,603               | \$ 798,106  |
| <b>Operating Income (Loss)</b> |                           |             |                          |             |
| Specialty Foods                | \$ 38,702                 | \$ 35,910   | \$ 138,000               | \$ 99,050   |
| Glassware and Candles          | 1,672                     | (927)       | 9,485                    | (4,796)     |
| Corporate Expenses             | (2,866)                   | (2,496)     | (8,407)                  | (7,719)     |
| Total                          | \$ 37,508                 | \$ 32,487   | \$ 139,078               | \$ 86,535   |

**Note 11 Commitments and Contingencies**

In addition to the items discussed below, at March 31, 2010, we were a party to various claims and litigation matters arising in the ordinary course of business. Such matters did not have a material adverse effect on the current-year results of operations and, in our opinion, their ultimate disposition will not have a material adverse effect on our consolidated financial statements.

The Continued Dumping and Subsidy Offset Act of 2000 ( CDSOA ) provides for the distribution of monies collected by U.S. Customs from antidumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately \$0.9 million in the second quarter of 2010, as compared to a distribution of approximately \$8.7 million in the corresponding period of 2009. These remittances related to certain candles being imported from the People's Republic of China.

Legislation was enacted in February 2006 to repeal the applicability of the CDSOA to duties collected on products imported after September 2007. However, all duties collected on an entry filed before October 1, 2007 will continue to be available for distribution under former section 1675(c) of the CDSOA. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect

these distributions will eventually cease.



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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular amounts in thousands, except per share data)**

The uncertainties surrounding the legislative and administrative challenges have been compounded by cases brought in U.S. courts challenging the CDSOA. In two separate cases, the U.S. Court of International Trade ( CIT ) ruled that the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions in 2009, but the cases remain subject to further appeal. Other cases remain pending that challenge certain aspects of the CDSOA, any of which could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007.

The extent to which we may receive any future CDSOA distributions is subject to the legal challenges and uncertainties described above. Accordingly, we cannot predict the amount of future distributions, and it is possible that we may not receive any further distributions. Any reduction in CDSOA distributions could reduce our earnings and cash flow.

**Note 12 Comprehensive Income**

Total comprehensive income for the three and nine months ended March 31, 2010 was approximately \$24.3 million and \$92.6 million, respectively. Total comprehensive income for the three and nine months ended March 31, 2009 was approximately \$17.9 million and \$57.5 million, respectively. The March 31, 2010 and 2009 comprehensive income consists of net income and the amortization of pension and postretirement losses.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**LANCASTER COLONY CORPORATION AND SUBSIDIARIES**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**  
**AND RESULTS OF OPERATIONS**  
**(Tabular dollars in thousands)**

**OVERVIEW**

*This Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) describes the matters that we consider to be important in understanding the results of our operations for the three and nine months ended March 31, 2010 and our financial condition as of March 31, 2010. Our fiscal year begins on July 1 and ends on June 30. Unless otherwise noted, references to year pertain to our fiscal year; for example, 2010 refers to fiscal 2010, which is the period from July 1, 2009 to June 30, 2010. In the discussion that follows, we analyze the results of our operations for the three and nine months ended March 31, 2010, including the trends in our overall business, followed by a discussion of our financial condition.*

*The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto, all included elsewhere in this report. The forward-looking statements in this section and other parts of this report involve risks and uncertainties including statements regarding our plans, objectives, goals, strategies, and financial performance. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of factors set forth under the caption Forward-Looking Statements.*

**EXECUTIVE SUMMARY**

***Business Overview***

Lancaster Colony Corporation is a diversified manufacturer and marketer of consumer products focusing primarily on specialty foods for the retail and foodservice markets. We also manufacture and market candles for the food, drug and mass markets. Less significantly, we are also engaged in the distribution of various products, including glassware and candles, to commercial markets. Our operations are organized in two reportable segments: Specialty Foods and Glassware and Candles. Over 90% of the sales of each segment are made to customers in the United States.

In recent years, our strategy has shifted away from operating businesses in a variety of industries towards emphasizing the growth and success we have achieved in our Specialty Foods segment. Fiscals 2008 and 2007 were significant years in implementing this strategy as we divested nonfood operations and focused our capital investment in the Specialty Foods segment.

We view our food operations as having the potential to achieve future growth in sales and profitability due to attributes such as:

leading retail market positions in several branded products with a high-quality perception;

a broad customer base in both retail and foodservice accounts;

well-regarded culinary expertise among foodservice accounts;

recognized leadership in foodservice product development;

demonstrated experience in integrating complementary business acquisitions; and

historically strong cash flow generation that supports growth opportunities.

Our goal is to grow our specialty foods retail and foodservice business by:

leveraging the strength of our retail brands to increase current product sales and introduce new products;

growing our foodservice sales through the strength of our reputation in product development and quality; and

pursuing acquisitions that meet our strategic criteria.



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We have made substantial capital investments to support our existing food operations and future growth opportunities. Based on our current plans and expectations, we believe that total capital expenditures for 2010 are likely not to exceed \$15 million.

**Summary of 2010 Results**

The following is a comparative overview of our consolidated operating results for the three and nine months ended March 31, 2010 and 2009.

Net sales for the third quarter ended March 31, 2010 increased 2% to approximately \$250.3 million from the prior-year total of \$246.0 million. This sales growth was driven by a 16% increase in sales of the Glassware and Candles segment, as partially offset by a slight decrease in sales of the Specialty Foods segment. Gross margin increased 18% to approximately \$61.9 million from the prior-year third quarter total of \$52.6 million. Lower raw-material costs, a more favorable sales mix in the Specialty Foods segment and the benefits of higher candle sales contributed to the higher gross margins. Net income for the three months ended March 31, 2010 totaled approximately \$24.2 million, or \$.86 per diluted share. Net income totaled approximately \$21.2 million, or \$.76 per diluted share, in the third quarter of 2009.

Year-to-date net sales for the period ended March 31, 2010 increased 1% to approximately \$808.6 million from the prior year-to-date total of \$798.1 million. Gross margin increased to approximately \$210.4 million from the prior year-to-date total of \$150.5 million. Net income for the nine months ended March 31, 2010 totaled approximately \$92.2 million, or \$3.27 per diluted share. Net income totaled approximately \$60.7 million, or \$2.16 per diluted share, in the nine months ended March 31, 2009.

**RESULTS OF CONSOLIDATED OPERATIONS****Net Sales and Gross Margin**

|  | Three Months Ended<br>March 31 |                   |                 | Nine Months Ended<br>March 31 |                   |                   | Change           |            |
|--|--------------------------------|-------------------|-----------------|-------------------------------|-------------------|-------------------|------------------|------------|
|  | 2010                           | 2009              | Change          | 2010                          | 2009              | Change            |                  |            |
| <b>Net Sales</b>                                 |                                |                   |                 |                               |                   |                   |                  |            |
| Specialty Foods                                  | \$ 216,471                     | \$ 216,894        | \$ (423)        | 0%                            | \$ 675,911        | \$ 683,073        | \$ (7,162)       | (1)%       |
| Glassware and Candles                            | 33,857                         | 29,133            | 4,724           | 16%                           | 132,692           | 115,033           | 17,659           | 15%        |
| <b>Total</b>                                     | <b>\$ 250,328</b>              | <b>\$ 246,027</b> | <b>\$ 4,301</b> | <b>2%</b>                     | <b>\$ 808,603</b> | <b>\$ 798,106</b> | <b>\$ 10,497</b> | <b>1%</b>  |
| <b>Gross Margin</b>                              | <b>\$ 61,923</b>               | <b>\$ 52,642</b>  | <b>\$ 9,281</b> | <b>18%</b>                    | <b>\$ 210,407</b> | <b>\$ 150,474</b> | <b>\$ 59,933</b> | <b>40%</b> |
| <b>Gross Margin as a<br/>Percentage of Sales</b> | <b>24.7%</b>                   | 21.4%             |                 |                               | <b>26.0%</b>      | 18.9%             |                  |            |

Consolidated net sales for the third quarter and nine months ended March 31, 2010 increased 2% and 1%, respectively. During both periods, increased sales within the Glassware and Candles segment were partially offset by slightly lower sales within the Specialty Foods segment.

For the three and nine months ended March 31, 2010, net sales of the Specialty Foods segment declined by less than 1% and 1%, respectively. This decline reflected moderately lower foodservice sales. Foodservice sales declined by approximately 6% and 9% for the three and nine months ended March 31, 2010, respectively, with contributing factors including weaker restaurant chain demand and downward pricing adjustments in certain of our customer supply arrangements that occurred as a result of lower key ingredient costs. We believe the foodservice weakness will persist at some level through the balance of 2010. Retail sales increased approximately 6% for the three and nine months ended March 31, 2010, on volume growth and a slightly earlier Easter holiday than in the prior-year comparative period. While pricing for retail products remained relatively firm through the nine months ended March 31, 2010, competitive conditions could lead to lower net pricing levels among certain products during calendar 2010.

The increase in net sales of the Glassware and Candles segment for both the three and nine months ended March 31, 2010 reflected higher unit volume on improved consumer demand for high-quality, value-priced candles and the introduction and success of various new products.

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As a percentage of sales, our consolidated gross margin for the three and nine months ended March 31, 2010 was 24.7% and 26.0%, respectively, as compared to 21.4% and 18.9% achieved in the prior-year comparative periods.

In the Specialty Foods segment, gross margin percentages improved in both the three and nine months ended March 31, 2010 as a result of operating efficiency improvements, a stronger retail sales mix and lower commodity costs. We estimate the favorable year-over-year impact of commodity costs for the three and nine months ended March 31, 2010 exceeded \$7 million and \$38 million, respectively. We believe that the comparative impact of commodity costs will be significantly less beneficial over the balance of 2010, as we expect some of the cost comparisons to turn unfavorable.

In March 2010, we announced a recall of a limited number of veggie and chip dip food products after being notified by one of our suppliers, Basic Food Flavors, Inc., of a recall of an ingredient used in our products due to potential salmonella contamination. We recorded costs of approximately \$0.5 million related to this recall in the three months ended March 31, 2010. We estimate the total costs of the recall will be approximately \$1.9 million. We expect reimbursement of certain costs incurred over our deductible from our insurance carrier and thus have recorded a receivable of approximately \$1.4 million at March 31, 2010.

Gross margin percentages in the Glassware and Candles segment improved from the prior-year periods due to lower material costs, especially for paraffin wax, and higher sales and production levels. However, we expect paraffin wax cost comparisons to turn unfavorable before the end of 2010.

***Selling, General and Administrative Expenses***

|   | Three Months Ended March 31 |                  |                 | Nine Months Ended March 31 |                  |                  |                 |            |
|---|-----------------------------|------------------|-----------------|----------------------------|------------------|------------------|-----------------|------------|
|   | 2010                        | 2009             | Change          | 2010                       | 2009             | Change           |                 |            |
| <b>Selling, General and Administrative Expenses</b> | <b>\$ 24,328</b>            | <b>\$ 20,155</b> | <b>\$ 4,173</b> | <b>21%</b>                 | <b>\$ 69,196</b> | <b>\$ 62,333</b> | <b>\$ 6,863</b> | <b>11%</b> |
| <b>SG&amp;A Expenses as a Percentage of Sales</b>   | <b>9.7%</b>                 | <b>8.2%</b>      |                 |                            | <b>8.6%</b>      | <b>7.8%</b>      |                 |            |

Consolidated selling, general and administrative costs of approximately \$24.3 million and \$69.2 million for the three and nine months ended March 31, 2010, respectively, increased by 21% and 11%, respectively, from the \$20.2 million and \$62.3 million incurred in the corresponding periods of the prior year. Increased costs in consumer-directed marketing initiatives to support retail sales and increased professional fees within the Specialty Foods segment contributed to the overall increase.

***Restructuring and Impairment Charges*****Specialty Foods Segment Fiscal 2010**

In the first quarter of 2010, we committed to a plan to close our dressings and sauces manufacturing operation located in Wilson, New York. This decision was intended to provide greater efficiency in our Specialty Foods segment by consolidating most of this facility's operations into other existing plants, outsourcing certain requirements and exiting less profitable dressing lines. Production at this facility was phased out in the second quarter of 2010, and while timing of the disposal of the associated real estate is difficult to predict, this closure was essentially complete at December 31, 2009. The operations of this location have not been reclassified to discontinued operations in accordance with U.S. generally accepted accounting principles ( GAAP ) for the impairment or disposal of long-lived assets.

During the three and nine months ended March 31, 2010, we recorded restructuring charges of approximately \$0.1 million (less than \$0.1 million after taxes) and \$2.3 million (\$1.5 million after taxes), respectively, including approximately \$0.2 million recorded in Cost of Sales for the write-down of inventories. The remaining charges consisted of one-time termination benefits, a pension curtailment charge and other various closing costs. Cash

expenditures for the three and nine months ended March 31, 2010 were approximately \$0.1 million and \$1.8 million, respectively, and were for the one-time termination benefits and other closing costs.

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An analysis of the restructuring activity for the nine months ended March 31, 2010 recorded within the Specialty Foods segment follows:

|                              | <b>Accrual at<br/>June 30,<br/>2009</b> | <b>2010<br/>Charges</b> | <b>2010<br/>Cash<br/>Outlays</b> | <b>Accrual at<br/>March 31,<br/>2010</b> |
|------------------------------|---|-------------------------|----------------------------------|--|
| <b>Restructuring Charges</b> |   |                         |                                  |  |
| Employee Separation Costs    | \$                                      | \$ 1,643                | \$ (1,643)                       | \$                                       |
| Other Costs                  |   | 141                     | (141)                            |  |
| Subtotal                     | \$                                      | 1,784                   | \$ (1,784)                       | \$                                       |
| Pension Curtailment Charges  |   | 349                     |                                  |  |
| Inventory Write-Down         |   | 179                     |                                  |  |
| Total Restructuring Charges  |   | \$ 2,312                |                                  |  |

We do not expect any other restructuring costs or cash expenditures related to this closure. The total costs associated with this closure were ultimately less than originally estimated due to the actual timing of the closure and its impact on the one-time termination benefits and also due to lower than expected other closing costs.

**Specialty Foods Segment Fiscal 2009**

In the first quarter of 2009, we began consolidating our Atlanta, Georgia dressing operation into our other existing food facilities as part of our cost-reduction efforts within the Specialty Foods segment. During the nine months ended March 31, 2009, we recorded restructuring and impairment charges of approximately \$0.8 million (\$0.5 million after taxes). This closure was essentially complete at September 30, 2008, and the disposition of the associated real estate occurred in December 2008. We do not expect any other costs or cash expenditures related to this closure.

**Other Segments Fiscal 2009**

During fiscal 2007, we initiated our plan to close our industrial glass operation located in Lancaster, Ohio. During the nine months ended March 31, 2009, we recorded additional restructuring and impairment charges of approximately \$0.8 million (\$0.5 million after taxes) within corporate expenses for costs incurred during the period. The total costs associated with this plant closure totaled approximately \$5.7 million. This closure was essentially complete at September 30, 2008. We do not currently expect other significant restructuring costs related to this closure.

**Held for Sale**

As a result of the current-year closing discussed above, as well as various prior-year restructuring and divestiture activities, we have certain held for sale properties with a total net book value of approximately \$2.9 million that have been reclassified to current assets and are included in Deferred Income Taxes and Other Current Assets on the Consolidated Balance Sheet. In accordance with GAAP for property, plant and equipment, we are no longer depreciating these held for sale assets and they are being actively marketed for sale.



**Table of Contents****Operating Income (Loss)**

The foregoing factors contributed to consolidated operating income totaling approximately \$37.5 million and \$139.1 million for the three and nine months ended March 31, 2010, respectively. These amounts represent increases of 15% and 61% from the corresponding periods of the prior year. By segment, our operating income can be summarized as follows:

|                                | Three Months Ended March 31 |           |          | Nine Months Ended March 31 |            |           |           |      |
|--------------------------------|-----------------------------|-----------|----------|----------------------------|------------|-----------|-----------|------|
|                                | 2010                        | 2009      | Change   | 2010                       | 2009       | Change    |           |      |
| <b>Operating Income (Loss)</b> |                             |           |          |                            |            |           |           |      |
| Specialty Foods                | \$ 38,702                   | \$ 35,910 | \$ 2,792 | 8%                         | \$ 138,000 | \$ 99,050 | \$ 38,950 | 39%  |
| Glassware and Candles          | 1,672                       | (927)     | 2,599    | 280%                       | 9,485      | (4,796)   | 14,281    | 298% |
| Corporate Expenses             | (2,866)                     | (2,496)   | (370)    | 15%                        | (8,407)    | (7,719)   | (688)     | 9%   |
| Total                          | \$ 37,508                   | \$ 32,487 | \$ 5,021 | 15%                        | \$ 139,078 | \$ 86,535 | \$ 52,543 | 61%  |

**Operating Income (Loss) as a Percentage of Sales**

|                       |       |        |       |        |
|-----------------------|-------|--------|-------|--------|
| Specialty Foods       | 17.9% | 16.6%  | 20.4% | 14.5%  |
| Glassware and Candles | 4.9%  | (3.2)% | 7.1%  | (4.2)% |
| Consolidated          | 15.0% | 13.2%  | 17.2% | 10.8%  |

**Interest Expense**

We incurred no interest expense for the three and nine months ended March 31, 2010 as there were no borrowings outstanding during the period. We incurred interest expense of approximately \$0.1 million and \$1.2 million for the three and nine months ended March 31, 2009, respectively, related to long-term borrowings.

**Other Income Continued Dumping and Subsidy Offset Act**

The Continued Dumping and Subsidy Offset Act of 2000 ( CDSOA ) provides for the distribution of monies collected by U.S. Customs from antidumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately \$0.9 million in the second quarter of 2010, as compared to a distribution of approximately \$8.7 million in the corresponding period of 2009. These remittances related to certain candles being imported from the People s Republic of China.

Legislation was enacted in February 2006 to repeal the applicability of the CDSOA to duties collected on products imported after September 2007. However, all duties collected on an entry filed before October 1, 2007 will continue to be available for distribution under former section 1675(c) of the CDSOA. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect these distributions will eventually cease.

The uncertainties surrounding the legislative and administrative challenges have been compounded by cases brought in U.S. courts challenging the CDSOA. In two separate cases, the U.S. Court of International Trade ( CIT ) ruled that

the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions in 2009, but the cases remain subject to further appeal. Other cases remain pending that challenge certain aspects of the CDSOA, any of which could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007.

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The extent to which we may receive any future CDSOA distributions is subject to the legal challenges and uncertainties described above. Accordingly, we cannot predict the amount of future distributions, and it is possible that we may not receive any further distributions. Any reduction in CDSOA distributions could reduce our earnings and cash flow.

***Income Before Income Taxes***

As impacted by the factors discussed above, income before income taxes for the three months ended March 31, 2010 increased by approximately \$5.0 million to \$37.5 million from the prior-year total of \$32.5 million. Income before income taxes for the nine months ended March 31, 2010 and 2009 was approximately \$140.0 million and \$93.9 million, respectively. Our effective tax rate of 34.2% for the nine months ended March 31, 2010 decreased from the prior-year rate of 35.4%. This decrease reflected, in part, a favorable resolution of certain previously-reserved state and local tax matters in 2010, as further discussed in Note 9 to the consolidated financial statements.

***Net Income***

Third quarter net income for 2010 of approximately \$24.2 million increased from the preceding year's net income for the quarter of \$21.2 million, as influenced by the factors noted above. Year-to-date net income of approximately \$92.2 million was higher than the prior year-to-date total of \$60.7 million. Net income per share for the third quarter of 2010 totaled \$.86 per basic and diluted share, as compared to \$.76 per basic and diluted share recorded in the prior year. Year-to-date net income per share was \$3.27 per basic and diluted share, as compared to \$2.16 per basic and diluted share for the prior-year period.

**FINANCIAL CONDITION**

For the nine months ended March 31, 2010, net cash provided by operating activities totaled approximately \$86.9 million as compared to \$92.8 million in the prior-year period. The decrease results from comparatively unfavorable relative changes in working capital components, including receivables, inventory and other current assets, as partially offset by a higher level of net income and a comparatively favorable relative change in accounts payable and accrued liabilities. The increase in receivables relates to the strength of sales in March relative to June. This fluctuation was more pronounced in 2010 as influenced by higher consolidated sales and a greater sales mix of candles, which tend to bear longer-dated payment terms. The larger decline in inventories that occurred for the nine months ended March 2009 related to a then-stronger trend of falling material costs as well as a program to reduce candle inventories to more historic levels. The contrast in the changes in other current assets reflects, in part, the effect of a loss on sale of an automotive operation in late 2008 contributing to a shift from a large prepaid income tax position existing as of June 30, 2008 to an accrued income tax position by March 2009.

Cash used in investing activities for the nine months ended March 31, 2010 was approximately \$9.0 million as compared to \$8.0 million in the prior year. This increase reflects lower proceeds from the sale of property, as partially offset by a lower level of capital expenditures in 2010.

Cash used in financing activities for the nine months ended March 31, 2010 of approximately \$20.7 million decreased from the prior-year total of approximately \$85.0 million due primarily to decreases in treasury share repurchases and the net change in borrowing activity. At March 31, 2010, approximately 509,000 shares remained authorized for future buyback under the existing share repurchase program.

Under our unsecured revolving credit facility, we may borrow up to a maximum of \$160 million at any one time. Loans may be used for general corporate purposes. We currently have no borrowings outstanding under this facility. The facility expires on October 5, 2012, and all outstanding amounts are due and payable on that day.

The facility contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions, and financial covenants relating to interest coverage and leverage. At March 31, 2010, we were in compliance with all applicable provisions and covenants of the facility, and we met the requirements of the financial covenants by substantial margins.

We currently expect to remain in compliance with the facility's covenants for the foreseeable future. A default under the facility could accelerate the repayment of any outstanding indebtedness and limit our access



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to additional credit available under the facility. Such an event could require curtailment of cash dividends or share repurchases, reduce or delay beneficial expansion or investment plans, or otherwise impact our ability to meet our obligations when due. At March 31, 2010, we were not aware of any event that would constitute a default under the facility.

We believe that internally generated funds and our existing aggregate balances in cash and equivalents, in addition to our currently available bank credit arrangements, should be adequate to meet our foreseeable cash requirements. If we were to borrow outside of our credit facility under current market terms, our average interest rate may increase significantly and have an adverse effect on our results of operations.

For additional information regarding our credit facility, see Note 4 to the consolidated financial statements.

**CONTRACTUAL OBLIGATIONS**

We have various contractual obligations that are appropriately recorded as liabilities in our consolidated financial statements. Certain other obligations, such as purchase obligations, are not recognized as liabilities in our consolidated financial statements. Examples of obligations not recognized as liabilities in our consolidated financial statements are commitments to purchase raw materials or inventory that have not yet been received as of March 31, 2010 and future minimum lease payments for the use of property and equipment under operating lease agreements. Aside from expected changes in raw-material needs due to changes in product demand, there have been no significant changes to the contractual obligations disclosed in our 2009 Annual Report on Form 10-K.

**CRITICAL ACCOUNTING POLICIES**

There have been no changes in critical accounting policies from those disclosed in our 2009 Annual Report on Form 10-K.

**RECENTLY ISSUED ACCOUNTING STANDARDS**

In December 2008, the Financial Accounting Standards Board ( FASB ) issued a FASB Staff Position ( FSP ) No. FAS 132(R)-1, Employers Disclosures about Postretirement Benefit Plan Assets ( FSP FAS 132(R)-1 ), which is now part of Accounting Standards Codification ( ASC ) Topic 715, Compensation-Retirement Benefits. FSP FAS 132(R)-1 provides guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan. This FSP expands the disclosure set forth in GAAP for retirement benefits by adding required disclosures about (1) how investment allocation decisions are made by management, (2) major categories of plan assets, and (3) significant concentration of risk. Additionally, the FSP requires an employer to disclose information about the valuation of plan assets similar to that required under GAAP for fair value measurements. This FSP is effective for fiscal years ending after December 15, 2009, with earlier adoption permitted. We are currently reviewing the additional disclosure requirements regarding our benefit plans' assets.

**RECENTLY ADOPTED ACCOUNTING STANDARDS**

Effective July 1, 2009, we adopted the provisions of a FSP on the FASB's Emerging Issues Task Force Issue No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities, which is now part of ASC Topic 260, Earnings Per Share. This FSP addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share ( EPS ) under the two-class method described in GAAP for EPS. The restricted stock we previously granted to employees was deemed to meet the definition of a participating security as the employees receive nonforfeitable dividends before the stock becomes vested. Our adoption of this FSP required that we retrospectively restate EPS for all periods presented. There was no impact on EPS for the three and nine months ended March 31, 2009. See further discussion in Note 1 to the consolidated financial statements.

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**FORWARD-LOOKING STATEMENTS**

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the PSLRA ). This Quarterly Report on Form 10-Q contains various forward-looking statements within the meaning of the PSLRA and other applicable securities laws. Such statements can be identified by the use of the forward-looking words anticipate, estimate, project, believe, intend, plan, expect, hope, or similar words. These statements represent our future expectations; contain projections regarding future developments, operations or financial conditions; or state other forward-looking information. Such statements are based upon assumptions and assessments made by us in light of our experience and perception of historical trends, current conditions, expected future developments, and other factors we believe to be appropriate. These forward-looking statements involve various important risks, uncertainties and other factors that could cause our actual results to differ materially from those expressed in the forward-looking statements. Actual results may differ as a result of factors over which we have no, or limited, control including, without limitation, the specific influences outlined below. Management believes these forward-looking statements to be reasonable; however, you should not place undue reliance on such statements that are based on current expectations. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update such forward-looking statements. More detailed statements regarding significant events that could affect our financial results are included in Item 1A of our Annual Report on Form 10-K and also our Quarterly Reports on Form 10-Q, as filed with the Securities and Exchange Commission.

Specific influences relating to these forward-looking statements include, but are not limited to:

- the potential for loss of larger programs or key customer relationships;
- the effect of consolidation of customers within key market channels;
- the continued solvency of key customers;
- the success and cost of new product development efforts;
- the lack of market acceptance of new products;
- the reaction of customers or consumers to the effect of price increases we may implement;
- changes in demand for our products, which may result from loss of brand reputation or customer goodwill;
- changes in market trends;
- the extent to which future business acquisitions are completed and acceptably integrated;
- the possible occurrence of product recalls;
- efficiencies in plant operations, including the ability to optimize overhead utilization in candle operations;
- the overall strength of the economy;
- changes in financial markets;
- slower than anticipated sales growth;
- the extent of operational efficiencies achieved;

price and product competition;

the uncertainty regarding the effect or outcome of any decision to explore further strategic alternatives among our nonfood operations;

fluctuations in the cost and availability of raw materials;

adverse changes in energy costs and other factors that may affect costs of producing, distributing or transporting our products;

the impact of fluctuations in our pension plan asset values on funding levels, contributions required and benefit costs;

maintenance of competitive position with respect to other manufacturers, including import sources of production;

dependence on key personnel;

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stability of labor relations;

dependence on contract copackers;

effect of governmental regulations, including environmental matters;

legislation and litigation affecting the future administration of the CDSOA;

access to any required financing;

changes in income tax laws;

unexpected costs relating to the holding or disposition of idle real estate;

changes in estimates in critical accounting judgments; and

innumerable other factors.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our market risks have not changed materially from those disclosed in our 2009 Annual Report on Form 10-K.

**Item 4. Controls and Procedures**

(a) *Evaluation of Disclosure Controls and Procedures.* As of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer evaluated, with the participation of management, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of March 31, 2010 to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is 1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and 2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

(b) *Changes in Internal Control Over Financial Reporting.* No changes were made to our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 1A. Risk Factors**

There have been no material changes to the risk factors disclosed under Item 1A in our 2009 Annual Report on Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(c) In August 2007, our Board of Directors approved a share repurchase authorization of 2,000,000 shares, of which approximately 509,000 shares remained authorized for future repurchases at March 31, 2010. In the third quarter, we made no repurchases of our common stock. This share repurchase authorization does not have a stated expiration date.

**Item 6. Exhibits**

See Index to Exhibits following Signatures.



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**SIGNATURES**

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

Lancaster Colony Corporation

(Registrant)

Date: May 10, 2010

By: /s/ John B. Gerlach, Jr.

John B. Gerlach, Jr.  
*Chairman, Chief Executive Officer,  
President and Director  
(Principal Executive Officer)*

Date: May 10, 2010

By: /s/ John L. Boylan

John L. Boylan  
*Treasurer, Vice President,  
Assistant Secretary,  
Chief Financial Officer and Director  
(Principal Financial and Accounting Officer)*

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**LANCASTER COLONY CORPORATION AND SUBSIDIARIES  
FORM 10-Q  
MARCH 31, 2010  
INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  | <b>Located at</b> |
|---------------------------|---|-------------------|
| 31.1                      | Certification of CEO under Section 302 of the Sarbanes-Oxley Act of 2002            | Filed<br>herewith |
| 31.2                      | Certification of CFO under Section 302 of the Sarbanes-Oxley Act of 2002            | Filed<br>herewith |
| 32                        | Certification of CEO and CFO under Section 906 of the Sarbanes-Oxley Act<br>of 2002 | Filed<br>herewith |