LANCASTER COLONY CORP Form SC 13D/A June 25, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)
Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Lancaster Colony Corporation

(Name of Issuer)

Common Stock, no par value per share
----(Title of Class of Securities)

513847103 (CUSIP Number)

Mr. James A. Mitarotonda c/o Barington Companies Equity Partners, L.P. 888 Seventh Avenue, 17th Floor New York, NY 10019 (212) 974-5700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

\_\_\_\_\_

June 22, 2007

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box:  $|_{-}|$ .

(Continued on following pages)

(Page 1 of 33 Pages)

SCHEDULE 13D

CUSIP No. 513847103

Page 2 of 33 Pages

1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Companies Equity Partners, L.P.

13-4088890

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |\_|

3)	SEC USE ONLY						
4)	SOURCE OF FUNDS			WC			
5)	CHECK BOX IF DISCLO	OSURE	OF LE	GAL PROCEEDINGS IS REQUIRED	PURSUAN'	T TO	
6)	CITIZENSHIP OR PLAC	CE OF	ORGAN:	IZATION			
NUME	BER OF	7)	SOLE	VOTING POWER 480,956			
BENE	CFICIALLY CD BY	8)		ED VOTING POWER			
	DRTING SON	9)		DISPOSITIVE POWER 480,956			
		10)	SHARI	ED DISPOSITIVE POWER none			
11)	AGGREGATE AMOUNT BE	ENEFI(	CIALLY	OWNED BY EACH REPORTING PER 480,956	RSON		
12)	CHECK BOX IF THE AC	GGREGA	ATE AM	OUNT IN ROW (11) EXCLUDES C	ERTAIN SI	HARES	
13)	PERCENT OF CLASS RE	EPRESI		BY AMOUNT IN ROW (11)			
14)	TYPE OF REPORTING F	PERSOI		PN			
CIICI	P No. 513847103		S	CHEDULE 13D	Page 3 (	of 22	Dago
					_		_
1)	NAME OF REPORTING FIR.S. IDENTIFICATION Barington Comp	ION NO	O. OF 2	ABOVE PERSON (ENTITIES ONLY)	) 13-412	26527	
2)	CHECK THE APPROPRIA			A MEMBER OF A GROUP	(a) (b)		
3)	SEC USE ONLY						
4)	SOURCE OF FUNDS			00			
5)	CHECK BOX IF DISCLO	OSURE	OF LE	GAL PROCEEDINGS IS REQUIRED	PURSUAN'		
6)	CITIZENSHIP OR PLAC	CE OF	ORGAN:				

7) SOLE VOTING POWER  NUMBER OF 480,956  SHARES	
BENEFICIALLY 8) SHARED VOTING POWER OWNED BY none EACH	
REPORTING 9) SOLE DISPOSITIVE POWER PERSON 480,956 WITH	
10) SHARED DISPOSITIVE POWER none	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 480,956	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.54%	
14) TYPE OF REPORTING PERSON OO	
SCHEDULE 13D  CUSIP No. 513847103 Page 4 of 33 F	ages
1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Investments, L.P. 20-2871525	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  X  (b)  _	
3) SEC USE ONLY	
4) SOURCE OF FUNDS WC	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  _	
6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
7) SOLE VOTING POWER NUMBER OF 223,267	
SHARES BENEFICIALLY 8) SHARED VOTING POWER OWNED BY none	
EACH REPORTING 9) SOLE DISPOSITIVE POWER PERSON 223,267	
WITH  10) SHARED DISPOSITIVE POWER  none	

11)	AGGREGATE AMOUNT	BENEFICIAI	LLY OWNED BY EACH REPORTING PE 223,267	RSON
12)	CHECK BOX IF THE	AGGREGATE	AMOUNT IN ROW (11) EXCLUDES C	ERTAIN SHARES
13)	PERCENT OF CLASS	REPRESENTE	CD BY AMOUNT IN ROW (11)	
14)	TYPE OF REPORTING		PN	
CUSI	P No. 513847103		SCHEDULE 13D	Page 5 of 33 Pages
1)	NAME OF REPORTING I.R.S. IDENTIFICA Barington Co	TION NO. C	DF ABOVE PERSON (ENTITIES ONLY dvisors, LLC	) 20-0327470
2)	CHECK THE APPROPR	IATE BOX I	F A MEMBER OF A GROUP	(a)  X  (b)  _
3)	SEC USE ONLY			
4)	SOURCE OF FUNDS		00	
5)	CHECK BOX IF DISC ITEMS 2(d) OR 2(e		LEGAL PROCEEDINGS IS REQUIRED	PURSUANT TO
6)	CITIZENSHIP OR PL Delaware	ACE OF ORG	GANIZATION	
	ER OF	,	DLE VOTING POWER 223,267	
OWNE	FICIALLY D BY	8) SH	HARED VOTING POWER	
PERS	RTING ON	9) SC	DLE DISPOSITIVE POWER 223,267	
WITH		10) SH	HARED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT	BENEFICIAI	LY OWNED BY EACH REPORTING PE 223,267	RSON
		AGGREGATE	AMOUNT IN ROW (11) EXCLUDES C	ERTAIN SHARES
		REPRESENTE	D BY AMOUNT IN ROW (11)	
14)	TYPE OF REPORTING		00	

SCHEDULE 13D

CIIST	P No. 513847103		SCHEDULE 13D	Page 6 of 33 Pages			
1)	1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Benchmark Opportunitas Fund plc						
2)	CHECK THE APPROPRI	ATE BOX IF	A MEMBER OF A GROUP	(a)  X  (b)  _			
3)	SEC USE ONLY						
4)	SOURCE OF FUNDS		WC				
5)	CHECK BOX IF DISCI ITEMS 2(d) OR 2(e)		EGAL PROCEEDINGS IS REQUIRE	D PURSUANT TO			
6)	CITIZENSHIP OR PLA	ACE OF ORGAN	VIZATION				
	BER OF	•	E VOTING POWER 43,489				
OWNE	FICIALLY D BY	,	RED VOTING POWER				
PERS	ORTING SON	9) SOLE	E DISPOSITIVE POWER 43,489				
WITH	ı	10) SHAF	RED DISPOSITIVE POWER none				
11)	AGGREGATE AMOUNT E	BENEFICIALLY	OWNED BY EACH REPORTING F	PERSON			
12)	CHECK BOX IF THE F	GGREGATE AN	40UNT IN ROW (11) EXCLUDES	CERTAIN SHARES			
13)	PERCENT OF CLASS F	REPRESENTED	BY AMOUNT IN ROW (11) 0.14%				
14)	TYPE OF REPORTING	PERSON	со				
QUQT	D N. 512047102	Ç	SCHEDULE 13D	D 7 C 22 D			
CUSI	P No. 513847103			Page 7 of 33 Pages			
1)	NAME OF REPORTING I.R.S. IDENTIFICAT Barington Off	CION NO. OF	ABOVE PERSON (ENTITIES ONI	LY) 20-4797640			
2)	CHECK THE APPROPRI	ATE BOX IF	A MEMBER OF A GROUP	(a)  X			

					(b)	_	
3)	SEC USE ONLY						
4)	SOURCE OF FUNDS			00			
5)	CHECK BOX IF DISCITEMS 2(d) OR 2(e		OF LE	GAL PROCEEDINGS IS REQUIRED		TO  _	
6)	CITIZENSHIP OR PL	ACE OF	ORGAN				
NUME SHAF	BER OF	7)	SOLE	VOTING POWER 43,489			
BENE	EFICIALLY ED BY	8)		ED VOTING POWER			
	DRTING SON	9)	SOLE	DISPOSITIVE POWER 43,489			
WIII	1	10)	SHAR	ED DISPOSITIVE POWER none			
11)	AGGREGATE AMOUNT	BENEFIC	CIALLY	OWNED BY EACH REPORTING PE	RSON		
12)	CHECK BOX IF THE 2	AGGREG <i>i</i>	ATE AM	OUNT IN ROW (11) EXCLUDES C		HARES	
13)	PERCENT OF CLASS	REPRESI	ENTED	BY AMOUNT IN ROW (11) 0.14%			
14)	TYPE OF REPORTING	PERSON	N	IA,00			
CUS1	TP No. 513847103		S	CHEDULE 13D	Page 8 0	of 33 P	ages
1)		TION NO	O. OF	ABOVE PERSON (ENTITIES ONLY hore Fund, Ltd.	·)		
2)	CHECK THE APPROPR	IATE BO	OX IF .	A MEMBER OF A GROUP	(a) (b)		
3)	SEC USE ONLY						
4)	SOURCE OF FUNDS			WC			
5)	CHECK BOX IF DISC:		OF LE	GAL PROCEEDINGS IS REQUIRED	PURSUANT	г то  _	
6)	CITIZENSHIP OR PL	ACE OF	ORGAN	IZATION			

British Virgin Islands

BIICISH VII	9111 1510		
NUMBER OF	7)	804,231	
SHARES BENEFICIALLY OWNED BY	8)		
EACH REPORTING PERSON	,	SOLE DISPOSITIVE POWER 804,231	
WITH		SHARED DISPOSITIVE POWER none	
11) AGGREGATE AMOUNT	BENEFIC	CIALLY OWNED BY EACH REPORTIN 804,231	G PERSON
	AGGREG <i>I</i>	TE AMOUNT IN ROW (11) EXCLUD	1_1
13) PERCENT OF CLASS	REPRESE	CNTED BY AMOUNT IN ROW (11) 2.57%	
14) TYPE OF REPORTIN	G PERSON	CO	
CUSIP No. 513847103		SCHEDULE 13D	Page 9 of 33 Pages
	ATION NO	O. OF ABOVE PERSON (ENTITIES Advisors II, LLC	ONLY) 20-8325785
2) CHECK THE APPROP	RIATE BO	X IF A MEMBER OF A GROUP	(a)  X  (b)  _
3) SEC USE ONLY			
4) SOURCE OF FUNDS		00	
	CLOSURE	OF LEGAL PROCEEDINGS IS REQU	IRED PURSUANT TO
6) CITIZENSHIP OR P	LACE OF		
NUMBER OF	7)	SOLE VOTING POWER 804,231	
SHARES BENEFICIALLY OWNED BY	8)	SHARED VOTING POWER none	
EACH REPORTING PERSON	9)	SOLE DISPOSITIVE POWER 804,231	
WITH	10)	SHARED DISPOSITIVE POWER	

none 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 804,231 \_\_\_\_\_\_ 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \_\_\_\_\_\_ 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.57% 14) TYPE OF REPORTING PERSON IA,00 \_\_\_\_\_\_ SCHEDULE 13D CUSIP No. 513847103 Page 10 of 33 Pages 1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Capital Group, L.P. 13-3635132 \_\_\_\_\_\_ 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X| (b) |\_| \_\_\_\_\_\_ 3) SEC USE ONLY 4) SOURCE OF FUNDS 00 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6) CITIZENSHIP OR PLACE OF ORGANIZATION New York 7) SOLE VOTING POWER 1,551,943 NUMBER OF SHARES 8) SHARED VOTING POWER BENEFICIALLY OWNED BY none EACH \_\_\_\_\_ REPORTING 9) SOLE DISPOSITIVE POWER PERSON 1,551,943 \_\_\_\_\_\_ 10) SHARED DISPOSITIVE POWER none 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,551,943 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.96%

14) TYPE OF REPORTING PERSON

PN SCHEDULE 13D CUSIP No. 513847103 Page 11 of 33 Pages 1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) LNA Capital Corp. 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X| (b) 3) SEC USE ONLY SOURCE OF FUNDS 00 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) \_\_\_\_\_ 6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware \_\_\_\_\_\_ 7) SOLE VOTING POWER NUMBER OF 1,551,943 SHARES 8) SHARED VOTING POWER BENEFICIALLY OWNED BY none 9) SOLE DISPOSITIVE POWER REPORTING PERSON 1,551,943 WITH 10) SHARED DISPOSITIVE POWER none 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,551,943 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.96% \_\_\_\_\_\_ 14) TYPE OF REPORTING PERSON CO \_\_\_\_\_ \_\_\_\_\_\_ SCHEDULE 13D CUSIP No. 513847103 Page 12 of 33 Pages

CUSIP No. 513847103

Page 12 of 33 Pages -----

1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) James A. Mitarotonda

2)	CHECK THE APPROE	RIATE B	OX IF A MEMBER OF A GROUP	(a)  X  (b)  _			
3)	SEC USE ONLY						
4)	SOURCE OF FUNDS  OO						
5)	CHECK BOX IF DIS		OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUANT TO			
6)	CITIZENSHIP OR E United Stat		ORGANIZATION				
	BER OF	7)	SOLE VOTING POWER 1,551,943				
	EFICIALLY ED BY	8)	SHARED VOTING POWER none				
REPO PERS	ORTING SON	9)	SOLE DISPOSITIVE POWER 1,551,943				
WITH	1	10)	SHARED DISPOSITIVE POWER none				
11)	AGGREGATE AMOUNI	BENEFI	CIALLY OWNED BY EACH REPORT: 1,551,943	ING PERSON			
12)	CHECK BOX IF THE	AGGREG.	ATE AMOUNT IN ROW (11) EXCLU	JDES CERTAIN SHARES			
13)	PERCENT OF CLASS	REPRES	ENTED BY AMOUNT IN ROW (11) 4.96%				
14)	TYPE OF REPORTIN	G PERSO	N IN				
CUSI	IP No. 513847103		SCHEDULE 13D	Page 13 of 33 Pages			
1)	NAME OF REPORTIN I.R.S. IDENTIFIC RJG Capital	ATION N	O. OF ABOVE PERSON (ENTITIES rs, L.P.	S ONLY) 20-0133443			
2)	CHECK THE APPROE	RIATE B	OX IF A MEMBER OF A GROUP	(a)  X  (b)  _			
3)	SEC USE ONLY						
4)	SOURCE OF FUNDS		WC				
5)	CHECK BOX IF DIS		OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUANT TO			

6)	CITIZENSHIP OR PL Delaware	ACE OF	ORGAN	IZATION	
NUME	BER OF	7)		VOTING POWER 4,300	
BENE OWNE	FICIALLY D BY	•		ED VOTING POWER	
PERS	ORTING SON		SOLE	DISPOSITIVE POWER 4,300	
WITH	ı	10)	SHAR	ED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT	BENEFIC	CIALLY	OWNED BY EACH REPORTIN	NG PERSON
12)	CHECK BOX IF THE	AGGREGA	TE AM	OUNT IN ROW (11) EXCLUI	DES CERTAIN SHARES
 13)	PERCENT OF CLASS	REPRESE	NTED 1	BY AMOUNT IN ROW (11)	
14)	TYPE OF REPORTING	PERSON	I	PN	
	P No. 513847103  NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital	TION NO	). OF 1	CHEDULE 13D ABOVE PERSON (ENTITIES LLC	
1)	NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital CHECK THE APPROPR	TION NC Managem	OF Ament, I	ABOVE PERSON (ENTITIES LLC A MEMBER OF A GROUP	ONLY)
1) 2) 3)	NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital CHECK THE APPROPR SEC USE ONLY	TION NC Managem	O. OF A	ABOVE PERSON (ENTITIES LLC A MEMBER OF A GROUP	ONLY) 20-0027325  (a)  X  (b)  _
1) 2) 3)	NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital CHECK THE APPROPR SEC USE ONLY	TION NC Managem	O. OF A	ABOVE PERSON (ENTITIES LLC A MEMBER OF A GROUP	ONLY) 20-0027325  (a)  X  (b)  _
1) 2) 3) 4)	NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital CHECK THE APPROPR SEC USE ONLY SOURCE OF FUNDS	TION NC Managem LIATE BC	O. OF A	ABOVE PERSON (ENTITIES LLC  A MEMBER OF A GROUP  OO  GAL PROCEEDINGS IS REQU	ONLY)  20-0027325  (a)  X  (b)  _   JIRED PURSUANT TO
1) 2) 3) 4)	NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital CHECK THE APPROPR SEC USE ONLY SOURCE OF FUNDS CHECK BOX IF DISC	TION NO Managem	OF LEG	ABOVE PERSON (ENTITIES LLC  A MEMBER OF A GROUP  OO  GAL PROCEEDINGS IS REQUE	ONLY)  20-0027325  (a)  X  (b)  _   JIRED PURSUANT TO  _
1) 3) 4) 5)	NAME OF REPORTING I.R.S. IDENTIFICA RJG Capital CHECK THE APPROPR  SEC USE ONLY  SOURCE OF FUNDS  CHECK BOX IF DISC ITEMS 2(d) OR 2(e  CITIZENSHIP OR PL Delaware	TION NO Managem	OF LEG	ABOVE PERSON (ENTITIES LLC  A MEMBER OF A GROUP  OO  GAL PROCEEDINGS IS REQU  IZATION  VOTING POWER 4,300	ONLY)  20-0027325  (a)  X  (b)  _   JIRED PURSUANT TO  _
1) 3) 4) 5) NUME SHAR BENE	NAME OF REPORTING I.R.S. IDENTIFICA RUG Capital CHECK THE APPROPR  SEC USE ONLY  SOURCE OF FUNDS  CHECK BOX IF DISC ITEMS 2(d) OR 2(e  CITIZENSHIP OR PL Delaware  BER OF RES FICIALLY ED BY	Managem Hanagem Hanage	OF LEGORGAN	ABOVE PERSON (ENTITIES LLC  A MEMBER OF A GROUP  OO  GAL PROCEEDINGS IS REQU  IZATION  VOTING POWER 4,300	20-0027325  (a)  X  (b)  _   JIRED PURSUANT TO  _

ווידידוו							
WITH			10)		D DISPOSITIVE POWER		
11)	AGGREGATE	AMOUNT BE	ENEFICI		OWNED BY EACH REPORT 4,300	ING PERSON	
12)	CHECK BOX	IF THE AG	GREGAT	E AMO	UNT IN ROW (11) EXCL	UDES CERTAIN	SHARES
13)	PERCENT OF	' CLASS RE	EPRESEN		Y AMOUNT IN ROW (11)		
14)	TYPE OF RE	PORTING F	PERSON		00		
CUSI	P No. 51384	17103		SC	HEDULE 13D	Page 1 	5 of 33 Pages
1)		-		OF A	BOVE PERSON (ENTITIE	S ONLY)	
2)	CHECK THE	APPROPRIA	ATE BOX	IF A	. MEMBER OF A GROUP	·	)  X  )  _
3)	SEC USE ON	1LY					
4)	SOURCE OF	FUNDS			00		
5)	CHECK BOX		SURE C	F LEG	AL PROCEEDINGS IS RE	QUIRED PURSU	ANT TO
6)	CITIZENSHI Unite	P OR PLAC	CE OF C	RGANI	ZATION		
NUMBI SHARI	ER OF		7)		VOTING POWER 4,300		
	FICIALLY D BY		8)		D VOTING POWER		
	RTING ON		9)		DISPOSITIVE POWER 4,300		
W I I I I			10)		D DISPOSITIVE POWER none		
11)	AGGREGATE	AMOUNT BE	ENEFICI		OWNED BY EACH REPORT 4,300		
12)	CHECK BOX	IF THE AG	GREGAT	E AMO	UNT IN ROW (11) EXCL		
13)	PERCENT OF	CLASS RE	EPRESEN		Y AMOUNT IN ROW (11) 0.01%		

14)	TYPE OF REPORTING	PERSON	
CUSI	P No. 513847103	SCHEDULE 13D	Page 16 of 33 Pages
1)		PERSON ION NO. OF ABOVE PERSON (ENTITIES ONL ecial Opportunities Fund, L.P.	Y) 73-1637217
2)	CHECK THE APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a)  X  (b)  _
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS	WC	
5)	CHECK BOX IF DISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRE	D PURSUANT TO
6)	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
SHAR BENE OWNE EACH	EFICIALLY ED BY I PRTING SON	7) SOLE VOTING POWER 34,592  8) SHARED VOTING POWER none  9) SOLE DISPOSITIVE POWER 34,592  10) SHARED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING P 34,592	ERSON
		GGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1
	PERCENT OF CLASS R	EPRESENTED BY AMOUNT IN ROW (11) 0.11%	
	TYPE OF REPORTING	PERSON PN	
CUSI	P No. 513847103	SCHEDULE 13D	Page 17 of 33 Pages

1) NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) D.B. Zwirn Special Opportunities Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \_\_\_\_\_\_ SEC USE ONLY SOURCE OF FUNDS WC 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7) SOLE VOTING POWER 67**,**501 NUMBER OF SHARES BENEFICIALLY 8) SHARED VOTING POWER OWNED BY none EACH 9) SOLE DISPOSITIVE POWER REPORTING PERSON 67,501 WITH \_\_\_\_\_ 10) SHARED DISPOSITIVE POWER none \_\_\_\_\_\_ 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 67,501 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.22% 14) TYPE OF REPORTING PERSON CO SCHEDULE 13D CUSIP No. 513847103 Page 18 of 33 Pages 1) NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 98-0436333 HCM/Z Special Opportunities LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X| \_\_\_\_\_ SEC USE ONLY 4) SOURCE OF FUNDS

\_\_\_\_\_

\_\_\_\_\_

5)	CHECK BOX IF DISCI ITEMS 2(d) OR 2(e)		OF LEGAL PROCEEDINGS IS REQUIF	RED PURSUANT TO
6)	CITIZENSHIP OR PLA Cayman Island		ORGANIZATION	
	BER OF	7)	SOLE VOTING POWER 7,908	
	EFICIALLY ED BY	8)	SHARED VOTING POWER none	
REPO PERS	DRTING SON	9)	SOLE DISPOSITIVE POWER 7,908	
WITH	1	10)	SHARED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT E	BENEFI	CIALLY OWNED BY EACH REPORTING 7,908	PERSON
12)	CHECK BOX IF THE F	GGREG	ATE AMOUNT IN ROW (11) EXCLUDES	_
13)	PERCENT OF CLASS F	REPRES	ENTED BY AMOUNT IN ROW (11) 0.03%	
14)	TYPE OF REPORTING	PERSO	00	
CUS	IP No. 513847103		SCHEDULE 13D	Page 19 of 33 Pages
1)	NAME OF REPORTING	CION N	O. OF ABOVE PERSON (ENTITIES ON	NLY) 02-0597442
2)	CHECK THE APPROPRI	ATE B	OX IF A MEMBER OF A GROUP	(a)  X  (b)  _
3)	SEC USE ONLY			
4)	SOURCE OF FUNDS		00	
5)	CHECK BOX IF DISCI ITEMS 2(d) OR 2(e)		OF LEGAL PROCEEDINGS IS REQUIF	RED PURSUANT TO
6)	CITIZENSHIP OR PLA Delaware	CE OF		
	BER OF	7)	SOLE VOTING POWER	
	EFICIALLY ED BY	8)	SHARED VOTING POWER none	
LACI	1			

REPORTING PERSON WITH	9)	SOLE DISPOSITIVE POW 110,001	ER
WIIN	10)	SHARED DISPOSITIVE P	OWER
11) AGGREGATE AMOUNT B	ENEFIC	110,001	EPORTING PERSON
12) CHECK BOX IF THE A	 GGREG <i>I</i>		EXCLUDES CERTAIN SHARES
13) PERCENT OF CLASS R	EPRESE		
14) TYPE OF REPORTING	PERSON	PN	
CUSIP No. 513847103		SCHEDULE 13D	Page 20 of 33 Pages
1) NAME OF REPORTING I.R.S. IDENTIFICAT DBZ GP, LLC		. OF ABOVE PERSON (EN	TITIES ONLY) 42-1657316
2) CHECK THE APPROPRI	ATE BO	X IF A MEMBER OF A GR	OUP (a)  X  (b)  _
3) SEC USE ONLY			
4) SOURCE OF FUNDS		00	
5) CHECK BOX IF DISCL ITEMS 2(d) OR 2(e)		OF LEGAL PROCEEDINGS	IS REQUIRED PURSUANT TO
6) CITIZENSHIP OR PLA		ORGANIZATION	
NUMBER OF	7)	SOLE VOTING POWER 110,001	
SHARES BENEFICIALLY OWNED BY	8)	SHARED VOTING POWER none	
EACH REPORTING PERSON	9)	SOLE DISPOSITIVE POW 110,001	
WITH	10)	SHARED DISPOSITIVE P	
11) AGGREGATE AMOUNT B	ENEFIC	IALLY OWNED BY EACH R 110,001	
12) CHECK BOX IF THE A	GGREG <i>I</i>	TE AMOUNT IN ROW (11)	EXCLUDES CERTAIN SHARES

13)	PERCENT OF CLASS	REPRESENTED BY AMOUNT II 0.35%	N ROW (11)	
14)	TYPE OF REPORTI	G PERSON OO		
CUS1	IP No. 513847103	SCHEDULE 13D		age 21 of 33 Pages
1)	NAME OF REPORTING I.R.S. IDENTIFIC Zwirn Hold:	ATION NO. OF ABOVE PERSO	N (ENTITIES ONLY)	30-0080444
2)	CHECK THE APPRO	RIATE BOX IF A MEMBER OF	A GROUP	(a)  X  (b)  _
3)	SEC USE ONLY			
4)	SOURCE OF FUNDS	00		
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  _			
6)	CITIZENSHIP OR D	LACE OF ORGANIZATION		
NUMBER OF SHARES		7) SOLE VOTING POWE	ER	
BENE	EFICIALLY ED BY	8) SHARED VOTING Ponone	OWER	
PERS	RTING DN	9) SOLE DISPOSITIVE 110,001	E POWER	
WITH	ł	10) SHARED DISPOSIT none	IVE POWER	
11)	AGGREGATE AMOUN	BENEFICIALLY OWNED BY E. 110,001	ACH REPORTING PER	
12)	CHECK BOX IF TH	AGGREGATE AMOUNT IN ROW		1_1
13)	PERCENT OF CLAS	REPRESENTED BY AMOUNT II	N ROW (11)	
14)	TYPE OF REPORTII			
		CCHEDIII E 13D		

SCHEDULE 13D

CUSIP No. 513847103

Page 22 of 33 Pages

NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Daniel B. Zwirn				
CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP	(a)  X  (b)  _	
SEC USE ONLY				
SOURCE OF FUNDS OO				
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
CITIZENSHIP OR PLACE OF ORGANIZATION  United States				
ER OF	7) SOLE	VOTING POWER		
FICIALLY D BY	8) SHAR.	ED VOTING POWER none		
ORTING CON	9) SOLE	DISPOSITIVE POWER 110,001		
	10) SHAR	ED DISPOSITIVE POWER none		
AGGREGATE AMOUNT BE	NEFICIALLY	OWNED BY EACH REPORTING F	PERSON	
2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
PERCENT OF CLASS RE	PRESENTED :	BY AMOUNT IN ROW (11)		
) TYPE OF REPORTING PERSON IN				
	I.R.S. IDENTIFICATI Daniel B. Zwir CHECK THE APPROPRIA  SEC USE ONLY  SOURCE OF FUNDS  CHECK BOX IF DISCLO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLAC United States  ER OF ES FICIALLY D BY  RTING ON  AGGREGATE AMOUNT BE  CHECK BOX IF THE AG  PERCENT OF CLASS RE	I.R.S. IDENTIFICATION NO. OF Daniel B. Zwirn  CHECK THE APPROPRIATE BOX IF  SEC USE ONLY  SOURCE OF FUNDS  CHECK BOX IF DISCLOSURE OF LEITEMS 2 (d) OR 2 (e)  CITIZENSHIP OR PLACE OF ORGAN United States  7) SOLE ER OF ES FICIALLY 8) SHARE D BY  RTING 9) SOLE ON  10) SHARE  AGGREGATE AMOUNT BENEFICIALLY  CHECK BOX IF THE AGGREGATE AMOUNT PERCENT OF CLASS REPRESENTED	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONI Daniel B. Zwirn  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  SEC USE ONLY  SOURCE OF FUNDS  OO  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRE ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION United States  7) SOLE VOTING POWER ER OF 110,001  ES FICIALLY B) SHARED VOTING POWER None  RTING 9) SOLE DISPOSITIVE POWER ON 110,001  10) SHARED DISPOSITIVE POWER none  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING FER 110,001  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.35%  TYPE OF REPORTING PERSON	

Page 23 of 33 Pages

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on March 19, 2007 as amended by that certain Amendment No. 1 filed with the SEC on June 18, 2007 (together, the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, no par value per share (the "Common Stock"), of Lancaster Colony Corporation, an Ohio corporation (the "Company"). The principal executive offices of the Company are located at 37 West Broad Street, Columbus, Ohio 43215.

#### Item 2. Identity and Background.

The second paragraph of Item 2(a) - (c) of the Statement is hereby amended and restated as follows:

As of June 22, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 1,666,244 shares of Common Stock, representing approximately 5.33% of the shares of Common Stock presently outstanding.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 10,000 shares of Common Stock. All purchases of Common Stock by the Reporting Entities were made in open market transactions. All purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases (excluding commissions and other execution-related costs) was approximately \$55,934.20 by Barington Investments, L.P., \$10,911.96 by Benchmark Opportunitas Fund plc, \$322,069.40 by Barington Companies Offshore Fund, Ltd., \$11,036.91 by D.B. Zwirn Special Opportunities Fund, L.P. and \$16,534.53 by D.B. Zwirn Special Opportunities Fund, Ltd.

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended and supplemented as follows:

On June 22, 2007, James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., sent a letter to the Board of Directors of the Company, a copy of which is attached as Exhibit 99.3 hereto and incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of June 22, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 480,956 shares of Common Stock, representing approximately 1.54% of the shares of Common Stock presently outstanding based upon the 31,284,000 shares of Common Stock reported by the Company to be issued and outstanding as of April 30, 2007 in its Form 10-Q filed with the Securities and Exchange Commission on May 10, 2007 (the "Issued and Outstanding Shares").

Page 24 of 33 Pages

As of June 22, 2007, Barington Investments, L.P. beneficially owns 223,267 shares of Common Stock, representing approximately 0.71% of the Issued and Outstanding Shares. As of June 22, 2007, Benchmark Opportunitas Fund plc beneficially owns 43,489 shares of Common Stock, representing approximately 0.14% of the Issued and Outstanding Shares. As of June 22, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 804,231 shares of Common Stock, representing approximately 2.57% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 1.54% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 223,267 shares of Common Stock beneficially owned by Barington Investments, L.P., representing approximately 0.71% of the Issued and Outstanding Shares. As the investment advisor to Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC may be deemed to beneficially own the 43,489 shares of Common Stock beneficially owned by

Benchmark Opportunitas Fund plc, representing approximately 0.14% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies  $\left( \frac{1}{2} \right)$ Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 804,231 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 2.57% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC, Barington Offshore Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 223,267 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,489 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 804,231 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,551,943 shares, representing approximately 4.96% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 223,267 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,489 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 804,231 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,551,943 shares of Common Stock, representing approximately 4.96% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 223,267 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,489 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 804,231 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,551,943 shares of Common Stock, representing approximately 4.96% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 223,267 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,489 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 804,231 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

Page 25 of 33 Pages

As of June 22, 2007, RJG Capital Partners, L.P. beneficially owns 4,300 shares of Common Stock, representing approximately 0.01% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 4,300 shares owned by RJG Capital Partners, L.P., representing approximately 0.01% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 4,300 shares owned by RJG Capital Partners, L.P., representing approximately 0.01% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 4,300 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of June 22, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 34,592 shares of Common Stock, representing approximately 0.11% of the Issued and Outstanding Shares. As of June 22, 2007, D.B. Zwirn Special Opportunities Fund, Ltd. beneficially owns 67,501 shares of Common

Stock, representing approximately 0.22% of the Issued and Outstanding Shares. As of June 22, 2007, HCM/Z Special Opportunities LLC beneficially owns 7,908 shares of Common Stock, representing approximately 0.03% of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.35% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.35% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.35% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.35% of the Issued and Outstanding Shares. Mr. Zwirn has sole voting and dispositive power with respect to the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC. Mr.

Page 26 of 33 Pages

Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a).

Each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with

respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Persons since the filing of the Statement are described in the Schedule attached hereto and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit No.	Exhibit Description	Page
99.3	Letter, dated June 22, 2007, from James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., to the Board of Directors of the Company.	32 to 33

Page 27 of 33 Pages

#### SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: June 22, 2007

BARINGTON COMPANIES EQUITY PARTNERS, L.P. By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

\_\_\_\_\_

Name: James A. Mitarotonda Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

\_\_\_\_\_

Name: James A. Mitarotonda Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda

-----

Name: James A. Mitarotonda Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC By: /s/ James A. Mitarotonda \_\_\_\_\_\_ Name: James A. Mitarotonda Title: Managing Member BENCHMARK OPPORTUNITAS FUND PLC By: Barington Offshore Advisors, LLC By: /s/ James A. Mitarotonda Name: James A. Mitarotonda Title: Managing Member Page 28 of 33 Pages BARINGTON OFFSHORE ADVISORS, LLC By: /s/ James A. Mitarotonda \_\_\_\_\_\_ Name: James A. Mitarotonda Title: Managing Member BARINGTON COMPANIES OFFSHORE FUND, LTD. By: /s/ James A. Mitarotonda Name: James A. Mitarotonda Title: President BARINGTON OFFSHORE ADVISORS II, LLC By: /s/ James A. Mitarotonda Name: James A. Mitarotonda Title: Managing Member BARINGTON CAPITAL GROUP, L.P. By: LNA Capital Corp., its general partner By: /s/ James A. Mitarotonda \_\_\_\_\_ Name: James A. Mitarotonda Title: President and CEO LNA CAPITAL CORP. By: /s/ James A. Mitarotonda \_\_\_\_\_ Name: James A. Mitarotonda

Title: President and CEO

```
/s/ James A. Mitarotonda
                    _____
   James A. Mitarotonda
RJG CAPITAL PARTNERS, L.P.
By: RJG Capital Management, LLC,
   its general partner
By: /s/ Ronald J. Gross
   _____
Name: Ronald J. Gross
Title: Managing Member
                      Page 29 of 33 Pages
RJG CAPITAL MANAGEMENT, LLC
By: /s/ Ronald J. Gross
Name: Ronald J. Gross
Title: Managing Member
/s/ Ronald J. Gross
______
Ronald J. Gross
D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P.
By: D.B. Zwirn Partners, LLC,
   its general partner
By: Zwirn Holdings, LLC,
   its managing member
By: /s/ Daniel B. Zwirn
   _____
Name: Daniel B. Zwirn
Title: Managing Member
D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD.
By: D.B. Zwirn & Co., L.P., its manager
By: DBZ GP, LLC, its general partner
By: Zwirn Holdings, LLC, its
   managing member
By: /s/ Daniel B. Zwirn
   -----
Name: Daniel B. Zwirn
Title: Managing Member
HCM/Z SPECIAL OPPORTUNITIES LLC
By: D.B. Zwirn & Co., L.P., its manager
By: DBZ GP, LLC, its general partner
By: Zwirn Holdings, LLC, its
   managing member
```

By: /s/ Daniel B. Zwirn

\_\_\_\_\_

Name: Daniel B. Zwirn
Title: Managing Member

Page 30 of 33 Pages

D.B. ZWIRN & CO., L.P.

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its

managing member

By: /s/ Daniel B. Zwirn

\_\_\_\_\_

Name: Daniel B. Zwirn Title: Managing Member

DBZ GP, LLC

By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

\_\_\_\_\_

Name: Daniel B. Zwirn Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

\_\_\_\_\_

Name: Daniel B. Zwirn Title: Managing Member

/s/ Daniel B. Zwirn

\_\_\_\_\_

Daniel B. Zwirn

Page 31 of 33 Pages

#### SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Shares purchased by Barington Investments, L.P.

	Number of		
Date	Shares	Price Per Share	Cost(*)
6/21/2007	1,343	\$41.6487	\$55,934.20

Shares purchased by Benchmark Opportunitas Fund plc

	Number of		
Date	Shares	Price Per Share	Cost(*)
6/21/2007	262	\$41.6487	\$10,911.96

Shares purchased by Barington Companies Offshore Fund, Ltd.

	Number of		
Date	Shares	Price Per Share	Cost(*)
6/21/2007	7,733	\$41.6487	\$322,069.40

Shares purchased by D.B. Zwirn Special Opportunities Fund, L.P.

	Number of		
Date	Shares	Price Per Share	Cost(*)
6/21/2007	265	\$41.6487	\$11,036.91

Shares purchased by D.B. Zwirn Special Opportunities Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
6/21/2007	397	\$41.6487	\$16,534.53

-----

<sup>(\*)</sup> Excludes commissions and other execution-related costs.